

Ref: NCL/CS/2025-26/17

June 14, 2025

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

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

SUBJECT: ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE NOTICE CONVENING THE 17TH (SEVENTEENTH) ANNUAL GENERAL MEETING OF NAVKAR CORPORATION LIMITED (“THE COMPANY”).

Dear Sir / Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to attached herewith the Annual Report for the financial year ended March 31, 2025 along with Notice of the 17th (Seventeenth) Annual General Meeting (“AGM”) of the Company scheduled to be held on Tuesday, July 08, 2025, at 11:00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).

The Annual Report for the financial year ended March 31, 2025, comprising the Notice of the AGM and financial statements for the financial year ended March 31, 2025, along with Board's Report, Auditors' Report and other documents required to be attached thereto, is being dispatched today i.e. June 14, 2025 through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

The Annual Report of the Company along with Notice of 17th AGM are also available on the website of the Company www.navkarcorp.com and on the website of Stock Exchanges where the Companies stocks are Listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

Kindly take the above on your records and acknowledge.

Thanking You.
Yours faithfully

For Navkar Corporation Limited



Deepa Gehani
Company Secretary & Compliance Officer
Membership No.: 42579

Place: Navi Mumbai

Regd. Office : Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026, India

*Corporate Office : 13th Floor, Goodwill Infinity, Plot No. E/3A, Sector 12, Near Utsav Chowk, Kharghar, Navi Mumbai 410210
Tel.: +91-22 4800 6500 | Email: info@navkarcorp.com | www.navkarcorp.com | CIN : L63000MH2008PLC187146*



ANNUAL REPORT 2024-25

Navkar Corporation Limited
Container Freight Stations & Rail Terminals



**Combining Strengths
CREATING VALUE**

REPORTING PERIOD This Report provides information for the financial year 1st April, 2024 to 31st March, 2025.

REPORTING STRUCTURE The financial and statutory data presented in the Report is in accordance with the legal frameworks. These include reporting requirements under the Companies Act, 2013 and the rules made thereunder, Indian Accounting Standards (IndAS), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, among others.

BOARD RESPONSIBILITY STATEMENT The contents of this Report have been read and reviewed by the Company’s Senior Management, under the guidance of the Board. This ensured the integrity, accuracy and completeness of the information disclosed in the Report.

FORWARD-LOOKING STATEMENTS Some information in this report may contain forward-looking statements which include statements regarding Company’s expected financial position and results of operations, business plans and prospects and are generally identified by forward looking words such as ‘believe’, ‘plan’, ‘anticipate’, ‘continue’, ‘estimate’, ‘expect’, ‘may’, ‘will’ or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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To view this report online or to know more about us, please visit <https://www.navkarcorp.com>

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COMBINING STRENGTHS CREATING VALUE

THE ACQUISITION OF **NAV KAR** BY

JSW PORT LOGISTICS PRIVATE LIMITED,

a wholly-owned subsidiary of JSW Infrastructure Limited, is a strategic move that combines the strengths of two industry leaders. By bringing together our expertise, resources, and capabilities, we are creating a powerful synergy that will drive growth, innovation, and value creation. Our combined strengths will enable us to better serve our customers, enhance our service offerings, and explore new markets. We are committed to leveraging our collective expertise to deliver exceptional results and create long-term value for our stakeholders. The acquisition is a significant milestone in our journey, and we are excited about the opportunities that it brings. We are confident that our combined strengths will enable us to achieve great things and create a brighter future for our organization.



A NEW HORIZON FOR NAVKAR CORPORATION

Embracing a Brighter Future

A Partnership for Growth and Success

The acquisition is expected to have a significant impact on Navkar Corporation's business and operations. Some of the key implications include:-

- **ENHANCED CREDIBILITY:** The acquisition by JSW Infrastructure Limited, a part of the reputable JSW group, is expected to enhance the credibility and reputation of Navkar Corporation. JSW's strong brand reputation and commitment to excellence will likely boost confidence among customers, investors, and other stakeholders, enabling us to attract new business opportunities and talent.

- **ACCESS TO RESOURCES:** With JSW's backing, Navkar Corporation is expected to gain access to more resources, expertise, and networks, enabling us to expand our operations and improve efficiency. This access to resources will likely enable the Company to invest in new technologies, infrastructure, and talent, driving growth and innovation.
- **NEW GROWTH OPPORTUNITIES:** The acquisition opens up new growth opportunities for Navkar Corporation, with potential for expansion into new markets and services. With JSW's support, we are confident that Navkar Corporation will be able to explore new business opportunities, diversify its revenue streams, and increase its market share.

Harnessing Synergies for Success

- **Increased Competitiveness:** The acquisition is expected to increase Navkar Corporation's competitiveness in the logistics market, enabling us to respond quickly to changing market conditions and customer needs.
- **Improved Efficiency:** With JSW's backing, Navkar Corporation is expected to improve its efficiency and productivity, enabling us to deliver high-quality services to our customers and drive growth.
- **Access to New Markets:** The acquisition opens up new markets and opportunities for Navkar Corporation, enabling us to expand our customer base and increase our revenue.

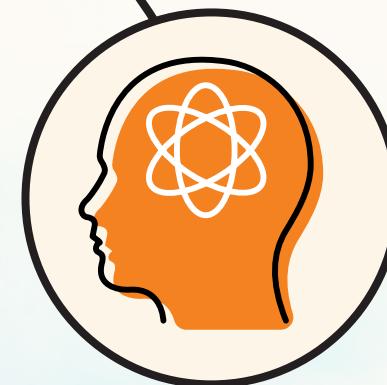
- **Enhanced Customer Experience:** With JSW's support, Navkar Corporation is expected to enhance its customer experience, delivering high-quality services and building strong relationships with our customers.

A Bright Future Ahead

The acquisition by JSW Infrastructure Limited marks a new beginning for Navkar Corporation. With the support of JSW, we are confident of achieving new heights of growth, innovation, and success. We look forward to working with our new stakeholders and exploring new opportunities for the benefit of all our stakeholders.

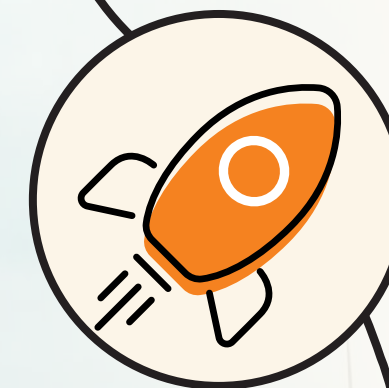


VISION MISSION



Our Vision

To create an environment of operational excellence in all that we do, pushing the boundaries of possibility of imaginative innovation and, in the process, becoming a leading company in multi-modal logistics.



Our Mission

Be the first choice for customers providing logistics solutions that address their needs in an ethical, transparent, and efficient manner. Enabling globally benchmarked practices and services in all our businesses to facilitate seamless transactions and optimal outcomes that benefit all stakeholders.



OUR CORE VALUES: THE FOUNDATION OF OUR SUCCESS

At Navkar Corporation, we are dedicated to upholding the highest standards of excellence and integrity. The JSW Core Values, are now integral to our organizational culture, guiding our actions and decisions.

Our Values



Compassion

- Caring and being considerate about the impact of our actions on our people, environment and society.
- Promoting well-being of all, at and beyond work.

Commitment:

- Staying true and delivering what we promise both internally and externally.
- Consistently striving to ensure results.
- Being honest and transparent in all our conduct and disclosures.
- Being responsive to the needs of our stakeholders.
- Going by the letter and the spirit of the law.



Courage

- Dreaming big and challenging the status quo.
- Setting high goals for ourselves with confidence and conviction.
- Trying innovative methods or solutions.



Agility

- Accepting and managing changes and uncertainty with speed.
- Openness to learn and adapt.



Collaboration

- Working together with mutual trust and openness, to forge the path to success for a shared purpose.



By embracing these values, we cultivate a culture of excellence, innovation, and teamwork. They inform our decision-making, behavior, and interactions with stakeholders, enabling us to build strong relationships and drive long-term success. We strive to create a work environment that is inclusive, supportive, and empowering, where our people can grow and thrive.

Through our commitment to these core values, we aim to make a positive difference in the lives of our stakeholders and contribute to the betterment of society.

NAVKAR CORPORATION

A LEADER IN LOGISTICS SERVICES

With a strong presence in the logistics industry for over 15 years, Navkar Corporation has established itself as a trusted partner for logistics and trade operations. Our capabilities include



STATE-OF-THEART INFRASTRUCTURE

Strategically located facilities equipped with best-in-class technology and globally acclaimed industry practices to ensure efficient and reliable logistics services.



ENHANCED INDUSTRY REPUTATION:

Over 15 years of experience in the industry, with a strong reputation for quality, reliability, and customer satisfaction, making us a trusted partner for logistics and trade operations.

OUR CAPABILITIES INCLUDE:



Container Rakes
11



Total Facilities
CFSSs: **03** ICD: **01**



CTO License:
Category **1&2**



Handling Equipment
84 units



Owned Containers
2450



Owned Trailers:
602

ABOUT NAVKAR CORPORATION LIMITED

NAVKAR
CORPORATION LIMITED



Navkar Corporation Limited is a pioneering force in the logistics industry, providing comprehensive solutions that cater to the diverse needs of businesses involved in EXIM and domestic trade. Since our inception in 2008, we have consistently evolved and adapted to the changing landscape of the industry, leveraging best-of-breed technologies and globally acclaimed practices to enhance our services. This commitment to innovation and excellence has earned us a reputation as a trusted and reliable partner, renowned for our expertise and customer-centric approach. Our team of experts has extensive experience in handling complex logistics operations, ensuring that our customers receive efficient and effective solutions. We have built a strong network

of relationships with major ports, railways, and logistics providers, enabling us to provide seamless connectivity and efficient logistics operations.

Our Facilities and Capabilities

Our extensive network of facilities across India is a testament to our dedication to providing efficient and effective logistics solutions. We operate three state-of-the-art Container Freight Stations (CFS) in Panvel. Each facility is strategically designed to handle a wide range of cargo types, including containerized, bulk, and breakbulk cargo. Specifically, our CFS facilities include:

In addition to our CFS facilities, we also operate an Inland Container Depot (ICD) in Morbi. This facility is equipped

with a rail terminal recognized by the Indian railway as a PFT under the Gati Shakti Scheme, allowing for seamless connectivity and efficient logistics operations. Our ICD facility is strategically located to serve the ceramic industry, providing efficient logistics solutions to manufacturers and exporters.

Furthermore, we hold a Category 1 Container Train Operator (CTO) license, granting us unencumbered and unrestricted access to the Indian Railways Network for both domestic and EXIM trade. Our asset base includes a fleet of owned railway rakes and a large fleet of leased rakes, ensuring that we can provide reliable and efficient container train operations to support our customers' logistics needs. Our CTO license enables us to provide door-to-door services, ensuring that our customers' cargo is handled efficiently and effectively.

Our strengths lie in our comprehensive network of facilities and services, which enable us to provide end-to-end logistics solutions that cater to the diverse needs of our customers. With expertise and experience in handling a wide range of cargo types, we are well-equipped to meet the complex logistics requirements of our customers. Our strong relationships with major ports, railways, and logistics providers further enhance our ability to provide efficient and reliable services. Above all, our commitment to excellence and customer satisfaction ensures that our customers receive the highest level of service, making us a trusted partner in the logistics industry.

Our robust infrastructure, extensive network, and customer-centric approach enable us to provide a range of benefits to our customers, including:

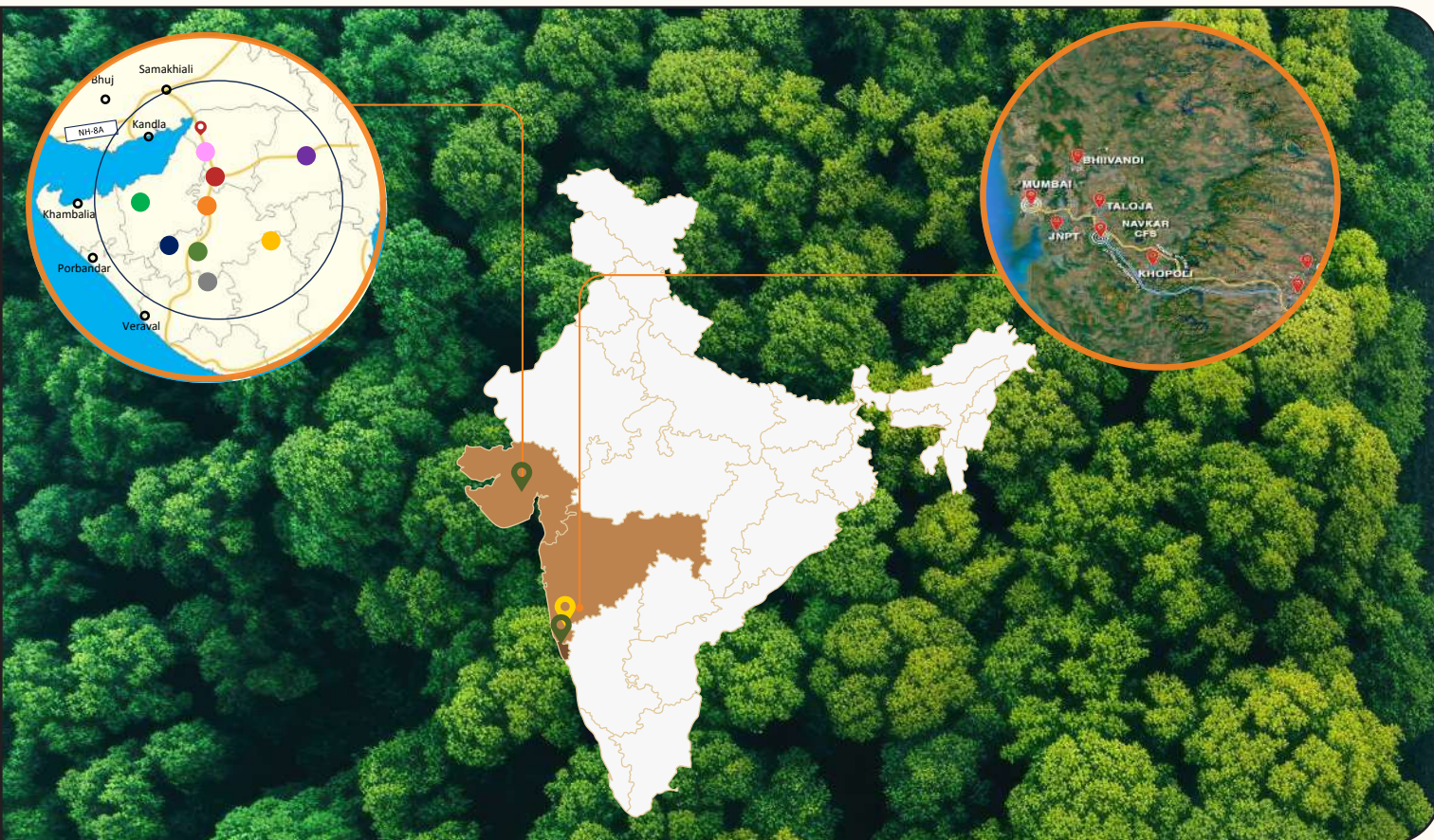
With our strong foundation and commitment to excellence, we are confident that we will continue to be a leader in the logistics industry, providing innovative

-  **IMPROVED SUPPLY CHAIN EFFICIENCY**
-  **REDUCED LOGISTICS COSTS**
-  **INCREASED RELIABILITY AND TIMELINESS**
-  **ENHANCED CUSTOMER SATISFACTION**
-  **ACCESS TO A WIDE RANGE OF LOGISTICS SERVICES UNDER ONE ROOF**

and effective solutions that meet the evolving needs of our customers. Navkar Corporation Limited is a trusted partner for businesses involved in EXIM and domestic trade, providing comprehensive logistics solutions and services. With our strong network of facilities, expertise, and experience, we are well-equipped to meet the diverse needs of our customers. Our commitment to excellence and customer satisfaction ensures that our customers receive the highest level of service.

OUR PRESENCE:

A STRATEGIC FOOTPRINT FOR LOGISTICS EXCELLENCE



Navkar Corporation Limited has established a robust presence in Western India, with a diversified network of state-of-the-art facilities in Maharashtra and Gujarat. Our strategic locations and cutting-edge infrastructure enable us to provide efficient logistics solutions to our customers, while our expertise and capabilities make us a trusted partner in the industry.

CONTAINER FREIGHT STATIONS (CFS)

Our CFS facilities in Panvel, Maharashtra, are strategically located near the Nhava-Sheva port, providing seamless connectivity to major industrial hubs. Our CFS facilities feature:



State-of-the-Art Infrastructure: Our CFS facilities are equipped with industry-leading equipment and vehicles, ensuring safe and secure cargo handling. Our facilities are designed to handle a wide range of cargo types, including containerized and bulk cargo.



Concreted and Paved Yards: Our CFS facilities have concreted and paved yards, with adequate space and infrastructure to support multimodal, PFT, Exim, and warehousing businesses. Our yards are designed to ensure efficient cargo handling and storage, and we have implemented a range of safety measures to prevent damage to cargo.



Private Freight Terminal (PFT): Our PFT, recognized by the Government of India under the Gati-Shakti Scheme, possesses two completely concreted railway sidings, facilitating efficient rail connectivity and bulk cargo handling. Our PFT enables our customers to transport cargo by rail, reducing transportation costs and increasing efficiency.

INLAND CONTAINER DEPOT (ICD)

Our ICD in Morbi, Gujarat, is strategically located near the industrial hub of Morbi, serving the ceramic and other industries in the region. Our ICD features:



Extensive Warehousing: Our facility provides extensive contemporary warehousing capabilities, serving Exim, Multimodal, and PFT business lines. Our warehouses are designed to ensure safe and secure storage of cargo, and we have implemented a range of security measures to prevent theft and damage.



Railway Sidings: Our PFT has 5 completely concreted railway sidings, making us the largest cargo rail terminal in Western India outside of Mundra and Nhava Sheva Ports. Our PFT enables our customers to transport cargo by rail, reducing transportation costs and increasing efficiency.

NETWORK AND CONNECTIVITY

Our facilities have excellent connectivity to major industrial clusters, ports, and transportation networks, including:



Rail Connectivity: Our facilities have efficient rail connectivity, enabling transportation of cargo to and from major ports and industrial centers. Our rail connectivity reduces transportation costs and increases efficiency, and we have implemented a range of measures to ensure timely and secure transportation of cargo.



Road Connectivity: Our locations provide easy access to major highways and roads, facilitating smooth transportation of cargo. Our road connectivity enables our customers to transport cargo by road, providing flexibility and convenience.

OUR STRENGTHS



Trained and Motivated Workforce: Our team is dedicated to providing exceptional customer service and support, ensuring time-bound, efficient, and responsive service. Our workforce is trained to handle a wide range of cargo types and provide expertise in logistics management.



Advanced Technology: Our facilities are equipped with advanced technology, including CFS Management System, RFID,

OCR, GPS tracking, Customs EDI, and eSanchit, enabling real-time tracking and monitoring of cargo. Our technology ensures efficient logistics solutions and provides visibility to our customers.

DELIVERING VALUE

At Navkar Corporation Limited, we leverage our strong presence, state-of-the-art infrastructure, and advanced technology to deliver innovative logistics solutions that empower businesses to focus on their core activities. Our expertise and capabilities make us a trusted partner in the logistics industry, providing:



Efficient Logistics Solutions: Our strategic locations and state-of-the-art infrastructure enable efficient logistics solutions, reducing transportation time and costs. Our logistics solutions are designed to meet the needs of our customers and provide flexibility and convenience.



Cost Savings: Our facilities and services are designed to provide cost savings to our customers, while ensuring efficient logistics solutions. Our cost savings enable our customers to increase their competitiveness and profitability.



Exceptional Customer Service: Our dedicated team provides exceptional customer service and support, ensuring that our customers' needs are met efficiently and effectively. Our customer service is designed to provide a high level of satisfaction and build long-term relationships with our customers.



OUR OFFERINGS

CARGO HANDLING SERVICE

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



BONDED WAREHOUSING FACILITY

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

PRIVATE FREIGHT TERMINAL

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



DOMESTIC WAREHOUSE FACILITY

Cargo from Multi-Modal Operations, Exim Operations and Hub & Spoke Operations required domestic warehouse facility. All such Cargo is stored in the State of Art Domestic Warehouses to provide One Stop Solution for all the Manufacturing and Trading Industry. This also enables vendor Managed Inventory, cross-docking and warehousing for in-house 3 PL Business.

FACILITIES FOR HAZARDOUS CARGO

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



REEFER CONTAINERS

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

CONTAINER'S REPAIR AND MAINTENANCE

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



CONTAINER TRAIN OPERATIONS

Success of container train operator in the domestic space depends on the number of domestic container and capability of containers to carry different type of cargo. Company has invested heavily in procurement of domestic containers of different type. With 6 trains in domestic/Exim circuit company is focused to provide End-To-End Multi-Modal Logistics spanning across various mode of transport namely Rail and Road.

UNLOCKING INNOVATION THROUGH STRATEGIC PARTNERSHIPS



COLLABORATING FOR SUCCESS

In today's rapidly evolving logistics landscape, strategic collaboration has become a critical component of driving innovation and growth. At Navkar Corporation Limited, we recognize the importance of partnering with industry leaders and experts to leverage mutual strengths and create agile and flexible solutions for complex logistics challenges.

OUR COLLABORATIVE APPROACH

Our approach to strategic collaboration is centered on:

Harnessing Collective Expertise:

By working together with industry partners, we can leverage their expertise and resources to develop new solutions that drive growth and efficiency.

Creating Adaptive Solutions:

Our partnerships will enable us to create agile and flexible solutions that meet the evolving needs of our customers and the logistics industry.

Driving Innovation:

Through our collaborative efforts, we aim to drive innovation and disruption in the logistics industry, setting new standards for efficiency, quality, and customer satisfaction.



THE POWER OF COLLABORATION

Our strategic collaboration initiative will bring numerous benefits, including:

Building Capacity:

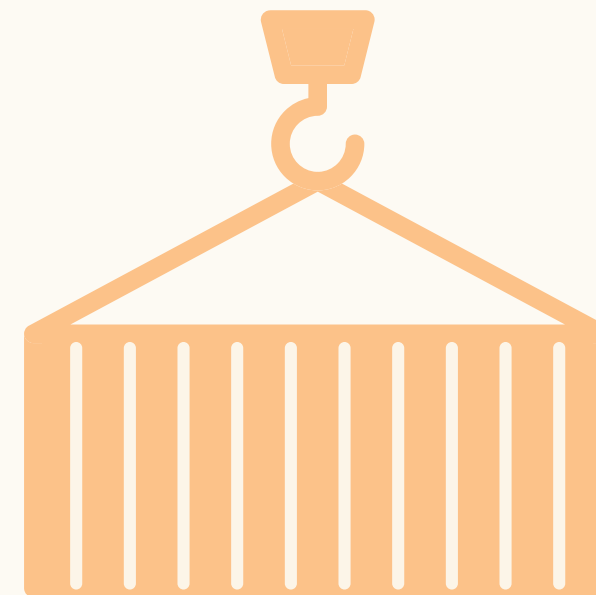
The initiative will enable us to build capacity and enhance efficiencies, driving growth and positively impacting multiple stakeholders across the ecosystem.

Streamlining Processes

By working together, we can identify areas for improvement and develop solutions that drive efficiency and productivity..

Driving Growth

Our partnerships will enable us to drive growth and expand our reach in the logistics industry.



Shaping the Future of Logistics

our strategic collaboration initiative is a key component of our commitment to driving innovation and growth in the logistics industry. By partnering with industry leaders and experts, we can leverage mutual strengths and create agile and flexible solutions for complex logistics challenges.



A Vision for the Future

As we continue to evolve and innovate, we are committed to building on our strategic collaboration initiative and driving growth and innovation in the logistics industry. We will continue to work with industry partners to identify areas for improvement and develop innovative solutions that drive growth and efficiency. By working together, we can create a more efficient, effective, and sustainable logistics industry that meets the evolving needs of our customers and drives growth and development.



WHOLE-TIME DIRECTOR'S PERSPECTIVE

NAVIGATING THE HORIZON OF GROWTH



“India’s economy is set for remarkable growth, and Navkar Corporation is well-positioned to capture new opportunities and create lasting value.”

Dear Esteemed Shareholders,

I am pleased to present this year’s Annual Report, a report that marks a historic and transformative moment in the life of our company. As you all know, this year has been one of significant change in control of our company through transfer of ownership of the Company to JSW Infrastructure Limited. This acquisition marks a pivotal moment for Navkar Corporation, infusing the company with renewed energy, expanded resources, and a sharpened strategic focus.

Our journey so far has been shaped by resilience, innovation, and a strong focus on operational excellence, even in a constantly changing economic environment. Looking ahead, strong macroeconomic trends and advancements in our sector put us in a great position to capture new opportunities and create lasting value for all stakeholders.

The Government of India is actively working to strengthen the logistics sector. Key initiatives like the PM Gati Shakti National Master Plan are aimed at aligning infrastructure development across sectors to boost connectivity. Other projects, like Bharatmala Pariyojana and the Sagarmala Project, are focused on improving road and port infrastructure. These efforts are expected to lower logistics costs, improve

transport efficiency, and raise India’s logistics performance index significantly by the end of this decade.

For Navkar we have outlined an ambitious investment roadmap for FY 2025–26, with the goal of driving robust revenue growth. Over the longer term, we are committed to systematically enhancing operational efficiencies and service capabilities, with a strategic objective of elevating logistics margins, thereby creating sustained value for all stakeholders.

As I reflect on our journey and the road ahead, I feel deep gratitude. To our valued shareholders, thank you for your trust and support. To our employees, whose dedication powers our progress, I offer my sincere appreciation. It is your belief and commitment that help Navkar Corporation overcome challenges and reach new heights. Together, we are ready to embrace the future — guided by strong values and driven by bold ambitions.

Warm regards,

Amit Garg
Whole-Time Director
Navkar Corporation Limited



CORPORATE INFORMATION

COMMITTEES OF THE BOARD

Audit Committee

Mr. Ashok Kumar Thakur - Chairman

Mr. Lalit Singhvi - Member

Ms. Pooja Hemant Goyal - Member

Stakeholders Relationship Committee

Mr. Ashok Kumar Thakur - Chairman

Mr. Sandeep Kumar Singh - Member

Ms. Pooja Hemant Goyal - Member

Mr. Manish Gupta - Member

Nomination & Remuneration Committee

Ms. Pooja Hemant Goyal - Chairperson

Mr. Ashok Kumar Thakur - Member

Mr. Sandeep Kumar Singh - Member

Mr. Atul Kumar - Member

Corporate Social Responsibility Committee

Ms. Pooja Hemant Goyal - Chairperson

Mr. Lalit Singhvi - Member

Mr. Sandeep Kumar Singh - Member

Mr. Manish Gupta - Member

Finance & Operation Committee

Mr. Manish Gupta - Chairman

Mr. Amit Garg - Member

Mr. Lalit Singhvi - Member

Risk Management Committee

Mr. Atul Kumar - Chairman

Ms. Pooja Hemant Goyal - Member

Mr. Manish Gupta - Member

 www.navkarcorp.com

 cs@navkarcorp.com

CORPORATE INFORMATION

REGISTERED OFFICE

Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026

CORPORATE OFFICE

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

CHIEF EXECUTIVE OFFICER

Mr. Arun Sharma

CHIEF FINANCIAL OFFICER

Mr. Sabyasachi Mukherjee

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Deepa Gehani

STATUTORY AUDITORS

Uttam Abuwala Ghosh & Associate Chartered Accountants

409/410, Abuwala House, Gundecha Industrial Complex, Next to Big Bazar, Akurli Road, Kandivali (East), Mumbai – 400101.

REGISTRAR & SHARE TRANSFER AGENTS

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)
C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai, Maharashtra 400083 Maharashtra, India
Tel: 022-49186270 Fax: 022-49186060
E-mail: rnt.helpdesk@in.mpms.mufg.com

SECRETARIAL AUDITORS

Mehta & Mehta

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

BANKERS

State Bank of India

Karur Vysya Bank

Kotak Mahindra Bank Limited

Yes Bank Limited

Axis Bank Limited

BOARD OF DIRECTORS



Mr. Rinkesh Roy
Chairman
(Non-Executive Non-Independent)



Mr. Amit Garg
Whole-time Director



Mr. Manish Gupta
Director
(Non-Executive Non-Independent)



Ms. Pooja Hemant Goyal
Independent Director



Mr. Atul Kumar
Independent Director



Mr. Lalit Singhvi
Director
(Non-Executive Non-Independent)



Mr. Ashok Kumar Thakur
Independent Director



Mr. Sandeep Kumar Singh
Independent Director

NOTICE OF ANNUAL GENERAL MEETING



NAVKAR CORPORATION LIMITED

CIN: L63000MH2008PLC187146

Regd. Office: Jindal Mansion, 5A, Dr. G. Deshmukh Marg,
Mumbai, Maharashtra, India, 400026

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting ("AGM") of the Members of Navkar Corporation Limited ("the Company") will be held on Tuesday, July 08, 2025, at 11:00 A.M. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint Mr. Manish Gupta (DIN: 08567943), who retires by rotation as a Director.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manish Gupta (DIN: 08567943), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **To approve the appointment of M/s. Ragini Chokshi & Co., Practising Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2025-26 to financial year 2029-30 and to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications and re-enactments thereof, for the time being in force), and based upon the recommendation of the Audit Committee and approval of the Board of Directors consent of members of the Company be and is hereby accorded for appointment of M/S. Ragini Chokshi & Co, Practising Company Secretaries (FRN: 92897) as Secretarial Auditor of the Company for a term of five consecutive years from the conclusion of this 17th Annual General Meeting till the conclusion 22nd Annual General Meeting to be held in the year 2030 to examine and carry out audit at a remuneration as may be mutually agreed between the Secretarial Auditor and the Company;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution."

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

Deepa Gehani
Company Secretary
Membership No. A42579

Place: Navi Mumbai
Date: April 25, 2025
Registered Office: Jindal Mansion, 5A,
Dr. G. Deshmukh Marg, Mumbai,
Maharashtra, India, 400026

Notes:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of business set out in Item No. 3 to be transacted at the AGM is annexed hereto.
- 2) In compliance with the applicable provisions of the Act the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the Ministry of Corporate Affairs, Government of India ("MCA") General Circular No. 9/2024 dated September 19, 2024, read with circulars dated May 5, 2020, April 13, 2020, April 8, 2020, January 13, 2021, December 8, 2021 December 28, 2022 and September 25, 2023 issued in this respect ("MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 ("SEBI Circular"), the 17th Annual General Meeting of the Company ("AGM") is being held through VC / OAVM without the physical presence of the Members at a common venue.
- 3) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, as this AGM is being held through VC / OAVM, and physical attendance of members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and therefore the proxy form and attendance slip is not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- 4) Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail at info@mehta-mehta.com
- 5) Members may note that the details of the Directors seeking re-appointment/appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Directors for seeking their re-appointment / appointment.
- 6) Pursuant to the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent of the Company. Members may note that the Notice and Annual Report Financial year 2024- 25 will also be available on the Company's website i.e. www.navkarcorp.com, websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MUFG Intime India Pvt. Ltd (Formerly known as Link Intime (India) Private Limited) Registrar and Transfer Agent (RTA) of the Company i.e. <https://in.mpms.mufig.com/> Members can attend and participate in the AGM through VC/OAVM facility only.
- 7) We urge shareholders to support environmental protection by choosing to receive the Company's communication through email. Shareholders whose email address is not registered with the Company/ RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:
 - Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at enotices@in.mpms.mufig.com (RTA Email ID)
 - Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).
 - Shareholders may note that registration of email address and mobile number is mandatory while voting electronically and joining virtual meeting.
- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday July 02, 2025 to Tuesday July 08, 2025 (both days inclusive).
- 9) The e-voting period will commence at 9.00 a.m. IST Saturday, July 05, 2025 and will end at 5.00 p.m. IST on Monday, July 07, 2025. The Company has appointed Ms. Ashwini Inamdar, (Membership No. FCS 9409) and failing her Mr. Atul Mehta (Membership

No. FCS 5782) partner of M/s. Mehta & Mehta, Company Secretaries, to act as the Scrutinizer, to inter-alia, scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through Remote e-voting may refer to the detailed procedure given hereinafter. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 2 (two) working days of the conclusion of the Meeting.

- 10) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on cs@navkarcorp.com. The same will be replied by the Company in due course.

Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members during AGM.

- 11) Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with Route Map for the AGM is not annexed to this Notice.
- 12) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Private Limited) ("RTA" or "Registrar" or "MUFG"), having registered office at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.
- 13) The Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form, if any. Members can contact the Company or the RTA for assistance in this regard.

SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.

The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Tuesday, July 01, 2025 (Cut-off date) are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may also exercise their right to vote by electronic means.

- 14) Nomination: As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members with respect to the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The forms can be downloaded from the RTA's website at <https://in.mpms.mufig.com>. Members are requested to submit the said form to their Depository Participants ("DPs") in case the shares are held in electronic form and to the Registrar at <https://in.mpms.mufig.com> in case the shares are held in physical form, quoting your folio number.
- 15) Members may kindly note that in accordance with the SEBI Circular SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance redressal by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the link: <https://smartodr.in/login> Members may feel free to utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
- 16) Process for registration of email ID:

In case the shareholder has not registered his/her email address with the Company/its RTA/Depositories, the following instructions to be followed: (i) Kindly login to the website of the Registrar, instameet@in.mpms.mufig.com under Investor Services > Email Registration- fill in the details, upload the required documents and submit. OR (ii) In the case of Shares held in demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and

advised by the DP. In case of any queries/difficulties in registering the e-mail address, Members may write to instameet@in.mpms.mufg.com

- 17) Members are requested to carefully read the following instructions relating to e-voting before casting their vote.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.

- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- » Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- » Enter Image Verification (CAPTCHA) Code
- » Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.

- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".

- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding

securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muftg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- » Click on **"Login"** under 'SHARE HOLDER' tab.
- » Click **"forgot password?"**
- » Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- » Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security

Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- » Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- » Click “forgot password?”
- » Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- » Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- » It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- » For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- » During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

INSTAMEETVCINSTRUCTIONSFORSHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click

on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations")

In conformity with the provisions of Sections 102 of the Act, the Secretarial Standards -2 (issued by the Institute of Company Secretaries of India) and the Listing Regulations, as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned set out of the accompanying Notice dated April 25, 2025 should be taken as forming part of this Notice.

Item No. 3

To approve the appointment of M/s. Ragini Chokshi & Co., Practising Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years for the financial year 2025-26 to financial year 2029-30 and to fix their remuneration

The Members are hereby informed that pursuant to Section 204 of the Act and the rules framed there under and Regulation 24A of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

Pursuant to regulation 24A of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, states that, based on the recommendation of the

Board of Directors, a listed entity shall appoint or re-appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved and recommended to the Members of the Company to appoint M/s. Ragini Chokshi & Co., Practising Company Secretaries (FRN: 92897), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 17th Annual General Meeting till the conclusion 22nd Annual General Meeting to be held in the year 2030.

The Company has received Eligibility cum consent letter to act as Secretarial Auditor from M/s. Ragini Chokshi & Co., stating their eligibility and non-disqualification from being appointed as Secretarial Auditors of the Company, for the aforesaid term.

The disclosure required pursuant to Regulation 36(5) of the Listing Regulations, including annual remuneration/ fees as recommended by the Board of Directors of the Company are given under Annexure I of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item no. 3 of the Notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 3 of the accompanying Notice for the approval of the Members.

ANNEXURE I

Details of the Secretarial Auditors seeking appointment

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015)

Pursuant to Section 204 of the Companies Act, 2013 (the "Act") and the rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity shall undertake Secretarial Audit by a Company Secretary in Practice or by a firm of Company Secretaries in Practice, who shall be Peer Reviewed Company Secretary holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In view of the aforesaid, the management of the Company had invited formal proposals from various firms and evaluated them on the key parameters such as no. of years of experience, size of the firm, competency, technical capability, experience of partners, the adequacy of experienced resources, approach on transition and overall approach on the audit process etc. Keeping in view of the discussion during the meetings with them, the management then presented shortlisted suitable firms to the Audit Committee for its consideration, approval and recommendation to the Board of Directors.

Basis of recommendations along with the rationale for appointment of Secretarial Auditors:

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder, SEBI Listing Regulations and SEBI circular dated December 31, 2024 with regard to the disqualifications, services not to be rendered by the Secretarial Auditors, peer reviewed Company Secretary, experience of the firm, capability, independent assessment, audit experience, and also based on the evaluation of the quality of audit work done by them in the past.

After considering the aforesaid key parameters and past experience of the audit firms and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 25, 2025, considered, approved and recommended to the members of the Company to appoint M/s. Ragini Chokshi & Co., Practicing Company Secretaries (FRN: 92897), as Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the conclusion of this 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting to be held in the year 2030.

The brief profile of M/s. Ragini Chokshi & Co. is given below:

Established in 1991 and headquartered in Mumbai, Ragini Chokshi & Company, Company Secretaries founded by Ms Ragini Chokshi, a Senior Member of ICSI and Senior Partner of M/s Ragini Chokshi & Co, is a firm of Company Secretaries with branch offices in Delhi, Kolkata, Kerala, and Madhya Pradesh. The firm specializes in delivering high-quality corporate Secretarial & legal services ensuring cost effective and timely solutions across a spectrum of corporate law and compliance matters.

The proposed fees payable to the Secretarial Auditors for FY 2025-26 is ₹ 80,000/- only subject to increment as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board to alter and vary the terms and conditions of appointment etc. (exclusive of applicable taxes and out of pocket expenses). The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee and mutually agreed upon with the Auditor.

As this is the first appointment as Secretarial Auditor pursuant to Regulation 24A of SEBI Listing regulation, details with respect to any material change in the remuneration proposed to be paid to the new auditors from that paid to the outgoing auditors is not applicable.

Annexure -II

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards-2, the details of the Directors proposed to be re-appointed at the ensuing Annual General Meeting are given below:

Sr. No.	Particulars	Mr. Manish Gupta
1	DIN	08567943
2	Date of Birth	11-01-1968
3	Nationality	Indian
4	Brief Profile and qualification	Mr. Manish Gupta brings over 33+ years of diversified experience in P&L Management, General Management, Strategy formulation and execution, Marketing and Commercial Management, Project Management, Supply Chain Management in automotive sector and Ports. He has worked in various supply chain related assignments with Indian and global companies based out of India. Over the last seven years, Manish has been managing P&L as Chief Executive Officer & Director in Vizag General Cargo Berth (Vedanta Ltd) and Unit head in Paradip terminals (JSW Infrastructure). Mr Gupta is a production Engineer from Sardar Patel University, Gujarat.
5	Terms & Conditions of appointment	To be re-appointed as Director on retirement by rotation
6	Nature of expertise in specific functional areas	As mentioned under point no. 4 above
7	Shareholding in Navkar Corporation Limited including shareholding as a beneficial owner	Nil
8	Details of last remuneration drawn	NA
9	Details of remuneration sought to be paid	NA
10	Date of first appointment on the Board	October 11, 2024
11	Disclosure of relationships between Directors/KMPs and Manager	Nil
12	Directorship in other Listed entity	Nil
13	Chairmanship of Committees	Nil
14	Membership of Committees of Navkar Corporation Limited	1. Stakeholders Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
15	Names of the Listed Entities from which the appointee has resigned in the past 3 years	Nil
16	Number of Board Meetings attended during the Financial Year 2024-25	2

BOARD'S REPORT



BOARD'S REPORT

To the Members of
Navkar Corporation Limited,

The Board of Directors of Navkar Corporation Limited ("The Company" or "Navkar") is pleased to present their 17th Annual Report along with the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

1. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

The Company's financial performance during the year ended March 31, 2025 compared to the previous financial year is summarized below:

Particulars	(₹ in Lakhs except EPS)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Income		
Revenue from Operations	48,449.40	43,487.12
Other Income	526.63	597.05
Total Income	48,976.03	44,084.17
Expenses		
Cost of Services	38,997.55	30,240.33
Employee Benefits Expenses	4,520.57	3,990.38
Finance Costs	2,069.96	1,401.81
Depreciation and Amortisation Expenses	5,090.86	4,170.53
Other Expenses	4,380.30	3,080.04
Total Expenses	55,059.24	42,883.09
Profit/(Loss) before exceptional items & tax	(6,083.21)	1,201.08
Exceptional Items	(611.09)	-
Profit/(Loss) before tax from Continuing Operations	(6,694.30)	1,201.08
Tax expense/(credit)		
Current Tax	(33.13)	72.00
Deferred Tax	(2,130.97)	569.21
Total tax expense/(credit)	(2,164.10)	641.21
Profit/(Loss) for the Year from Continuing Operations	(4,530.20)	559.87
Discontinued Operations		
Profit/(Loss) from discontinued operations before tax	-	(730.97)
Tax expense of discontinued operations	-	-
Profit/(Loss) for the Year from discontinued operations	-	(730.97)
Profit/(Loss) for the Year	(4,530.20)	(171.10)
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
<u>From Continuing Operations</u>		
Re-measurement gains/ (losses) on defined benefit obligations	(110.25)	(47.13)
Tax Effect on above	38.52	16.47
<u>From Discontinued Operations</u>		
Re-measurement gains/ (losses) on defined benefit obligations, net of tax	-	-
Other Comprehensive Income/(Loss) for the year, net of tax	(71.73)	(30.66)
Total Comprehensive Income/(Loss) for the year	(4,601.93)	(201.76)
Earnings Per Equity Share (Face Value of ₹ 10 each)		
For Continuing Operation		
Basic and Diluted (in ₹)	(3.01)	0.37
For Discontinuing Operation		
Basic and Diluted (in ₹)	-	(0.49)

Financial Highlights

The total revenue of your Company stood at ₹ 48,976.03 Lakhs for the financial year ended March 31, 2025 as against ₹ 44,084.17 Lakhs for the previous financial year. The Loss before tax is ₹ 6,694.30 Lakhs for the current year as against Profit before tax of ₹ 1,201.08 Lakhs in previous financial year. After

making provision for tax, net loss of your Company is ₹ 4,530.20 Lakhs as against net loss of ₹ 171.10 Lakhs in the previous financial year.

The Annual Audited Financial Statements of the Company are complied with Section 129 of the Companies Act, 2013 ("the Act") and are prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under Section 133 of the Act read

with the Companies (Accounts) Rules, 2014 and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”).

The Annual Audited Financial Statements of the Company are prepared on a going-concern basis.

Publication and access to the Financial Statements and Results

The Company publishes its Unaudited Financial Results which are subjected to limited review on a quarterly basis. The Audited Financial Results are published on an annual basis. Upon publication, the Financial Results are also uploaded on the websites of the stock exchanges where the equity shares of the Company are listed and the website of the Company.

In accordance with Section 136 of the Act, the Annual Audited Financial Statements of Company and all relevant documents, related thereto, are uploaded on the website of the Company and can be accessed at the weblink: <https://navkarcorp.com/investor-relations>

Change in Control

The Board of Directors of Navkar Corporation Limited (“the Company”), in its meeting held on June 27, 2024, had approved the execution of Share Purchase Agreement (‘SPA’) dated June 27, 2024 entered between JSW Port Logistics Private Limited (a wholly owned subsidiary of JSW Infrastructure Limited), the Company, and Mr. Shantilal Jayavantraj Mehta, Mr. Kunthukumar S Mehta, Mr. Nemichand J Mehta, Mr. Jayesh Nemichand Mehta, Mrs. Kamalabai S Mehta, Mrs. Seema Mehta, Mrs. Shailaja Nemichand Mehta, Shailaja Mehta Family Trust (Sole Trustee – Nemichand J Mehta), Nemichand Mehta Family Trust (Sole Trustee – Nemichand J Mehta) and Sidhhartha Corporation Private Limited for sale of 10,59,19,675 equity shares (“Equity Shares”) of the Company held by the promoter & promoter group of the Company. The transaction contemplated under the SPA has been concluded and the Equity Shares have been transferred to JSW Port Logistics Private Limited on October 11, 2024. Further JSW Port Logistics Private Limited has acquired 1299 equity shares through Open Offer in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011. The Company is now a subsidiary of JSW Port Logistics Private Limited.

Further, the Company had filed reclassification of Promoters & Promoter Group with National Stock Exchange of India Limited and BSE Limited under Regulation 31A (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on November 25, 2024.

Moreover, the Company has withdrawn the name of Late Sairabai J Mehta from the reclassification application as she ceased to be a part of promoter/promoter group as per Reg 31A (6) of the SEBI Listing Regulations due to her demise and completion of transmission process of shares.

The Company received the approval to its reclassification application from BSE Limited and National Stock Exchange of India Limited on April 11, 2025 and accordingly, its erstwhile promoters have now been reclassified as ‘public’.

Operational Highlights

The operations are exhaustively discussed in the ‘Management Discussion and Analysis’ forming part of the Annual Report.

Changes in the nature of Business:

The Company continues to provide logistics services to its customers and hence, there have been no changes in the nature of the business and operations of the Company during the financial year under review.

Material Changes and Commitment, if any, affecting financial position of the Company from financial year end and till the date of this report:

There have been no such material changes and commitments, affecting the financial position of the Company which have occurred between the end of financial year to which the Financial Statements relates and the date of this Report.

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

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

3. STATE OF COMPANY’S AFFAIRS:

BUSINESS OVERVIEW AND STATE OF COMPANY’S AFFAIRS:

The Company operates into (a) Container Freight Stations or CFSs (b) Inland Container Depot or ICD

and (c) Rail Terminals also referred to as Private Freight Terminals or PFTs by the Indian Railways (d) Container Train Operators:

Container Freight Stations (“CFS”)

Container Freight Stations serve a gateway port. In our case, our three Container Freight Stations serves the gateway port of Nhava Sheva (also called Jawaharlal Nehru Port Trust). Company has three Container Freight Stations - two at Ajiwali and one at Somathane – all in Panvel Taluka, Maharashtra. The import containers nominated by container shipping lines or consignees are required to be evacuated from the port premises and transported to Container Freight Station. After arrival at the CFS, the import laden container is stacked and stored awaiting clearance by the consignee’s clearing agent. The process of customs clearance of goods is carried out by the Customs Broker (earlier referred to as Custom House Agent). Similarly, CFS provides all the services for Export Cargoes. Our CFS provides all the services that are needed to facilitate the clearance of the cargoes (Exim and Domestic). To serve the need of customs clearance and delivery of the goods or the laden container itself, we are required to have an array of equipment (both big and small) that include Reach Stackers, Fork Lifts, Cranes, slings, trailers, and other cargo handling equipment. For storage purposes, there are warehouses which are marked for the storage of export and import goods. Open areas are marked for stacking and storing import and export containers. As a CFS, we provide all the range of services that fall within the guidelines for handling cargoes and containers from the Container Yard (CY) of the port’s terminal to the CFS and handover of the goods or the laden container at the CFS. Facilities for parking, container storing and repairs are available here.

Railway Terminals

Navkar operates two railway terminals referred to as Gati Shakti Cargo Terminals (‘GCT’). These terminals are at our Somathane (Panvel) facility and at ICD Morbi. The GCT at Somathane is served with three railway tracks. The railway terminals are used for handling export rakes of agro products, domestic rakes and container rakes (referred to as BLC rakes). The GCT handles all types of railway rakes (Exim and domestic) at Somathane. All rakes arriving with cargoes are handled as per the guidelines of the Indian railways.

Inland Container Depot

The Company owns and operates an Inland Container Depot at Morbi. Located in Gujarat State on Highway 7, this ICD at Morbi caters to the industries in the Suarashtra region of Gujarat. Our Morbi ICD serves both – Mundra & Kandla Ports, with a majority of the volumes getting routed through Mundra Port as the Base Port. ICD Morbi is spread over 140 acres and is supported by our own Gati-Shakti Cargo Terminal having six Railway sidings. The facility is equipped with the best of equipment and infrastructure – over two lakhs square feet of contemporary warehousing, Rubber Tyre Gantry Cranes, Reach Stackers, Cranes, Fork lifts etc. for meeting all handling and storage requirements at the facility. The facility is supported by our own fleet of trailers for container movement and incorporates a spacious parking area, handling all types of cargoes and containers. We have the best of facilities for container storage and repairs exceeding the standards specified by all our partner shipping lines. The import cycle commences with the laden import containers of the consignees being picked up at Mundra Port and being moved by rail to our ICD. At the ICD, the import laden containers are off-loaded from the rake and moved to stacks based on consignee identity. The consignee completes all formalities for custom clearance and container release with Indian Customs and Shipping Lines respectively with the help of the Custom House Agent (‘CHA’) and takes delivery of their import containers. In most cases, the consignee will work with the ICD on an integrated service package wherein transportation of laden container from our ICD to the customer facility and empty container from customer facility back to our ICD is performed by the ICD. The Import Cycle gets concluded with the offloading of empty containers to shipping line at our ICD. The Export Cycle commences with issue of empty containers to exporters from our ICD to shippers. Similar to Import customers, most Export customers contact our ICD for integrated service package wherein the transportation to and from the customer’s facility is performed by the ICD. Shippers complete customs formalities for LEO at our ICD and subsequently, containers are moved to Mundra / Kandla Port by rail or road. The Exports Cycle concludes with Gate in at Port in the Terminals’ capacity.

Container Train Operations (“CTO”)

The Company holds two licenses issued by Indian Railways to operate container rakes on Indian Railway Network. The Company owns eight BLC rakes and have taken three rakes on long term lease for CTO line of business. The CTO business is supported by more than 2000 domestic containers which are used for carrying cargo across various circuits. The Company operates various domestic circuits namely from various cement companies to terminal at Somathne, between Somathne GCT located at Panvel CFS and Wadharwa GCT located at ICD Morbi and various railway good shed and both Company owned terminals. The Company is working in developing more domestic circuits using railway good shed which has started recently. In addition to domestic circuit, CTO LOB also engaged in EXIM containerized movement between Mundra port and ICD Morbi.

4. ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:

During the financial year under review, there is no alteration in the Memorandum and Articles of Association of the Company.

5. REGISTERED OFFICE OF THE COMPANY

The Board of Directors of the Company had, in their meeting held on October 11, 2024, approved the shifting of the registered office of the Company outside the local limits but within the jurisdiction of Registrar of Companies, Mumbai i.e. from 205-206, J.K. Chambers, Sector-17, Vashi, Navi Mumbai-400705 to Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026 subject to the approval of the members of the Company.

The said change was approved by the members by passing a special resolution through Postal Ballot on December 13, 2024.

6. TRANSFER OF UNCLAIMED SHARE APPLICATION MONEY TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

During the year under review, pursuant to provisions of Section 125 of Companies Act 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, there is no unpaid or unclaimed share application money which is required to be transferred by the Company to the IEPF.

7. TRANSFER TO RESERVES:

Details of reserve and surplus are provided in the Note No.15 of the Financial Statements.

8. DIVIDEND:

The Board of Directors of your Company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any dividend for the financial year ended March 31, 2025.

As per Regulation 43A of the SEBI Listing Regulations, the Company has formulated Dividend Distribution Policy taking into account the parameters prescribed in the said Regulations. The Dividend Distribution Policy is available on the Company’s website at https://navkarcorp.com/upload_data/Files/dividend-distribution-policy.pdf

9. PUBLIC DEPOSIT:

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

10. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale, and complexity of operations of the Company. Regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

The Auditors of the Company has audited and assessed the Internal Financial Controls of the Company during the financial year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of the assessments carried, no material weakness was observed in the effectiveness of internal control systems nor were any deficiencies in the design or operation of such internal controls observed. Further there were no significant changes in internal control over financial reporting and the internal control systems were operating adequately.

The Statutory Auditors have also examined the internal financial controls of the Company and have submitted an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting for the financial year ended March 31, 2025.

The Internal Auditor reports to the Audit Committee comprising of Independent Directors. Further during the year under review, the Company has implemented delegation of authority across its team, which creates effective checks and balances within the system to arrest all possible gaps.

Further there were no letters of internal control weaknesses issued by the Internal Auditor or the Statutory Auditors during the financial year under review.

The Company believes that strengthening of internal controls is an ongoing process and there will be continuous efforts to keep pace with changing business needs and environment.

11. RISK MANAGEMENT:

The Company has a well-defined risk management framework in place which inter-alia includes identification of elements of risk, if any, which in the opinion of the Management and the Board may impact the performance outcome of the Company. The Company has developed and implemented a Risk Management Policy which is approved by the Board.

The Risk Management Policy inter-alia includes identification and assessment of the likelihood and impact of risk, mitigation steps and reporting of existing and new risks associated with the Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives. The Risk Management Committee is, inter-alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy, and effectiveness of the above process to the Board on a periodic basis. The details of composition of the Risk Management Committee, their terms of reference, meetings held and attendance of the Committee Members thereat during the financial year 2024-25

are provided in the section titled 'Report on Corporate Governance', which forms part of the Annual Report.

12. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

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

13. SHARE CAPITAL:

During the year under review, there is no change in the Authorized Share Capital of the Company.

As on March 31, 2025 the Authorized Share Capital of the Company is ₹ 2,26,00,00,000/- (Indian Rupees Two Hundred Twenty-Six Crores) divided into 21,50,00,000 (Twenty-One Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each, 50,00,000 (Fifty Lakhs) 0% Cumulative Redeemable Preference Shares of ₹ 10/- (Indian Rupees Ten only) each and 6,00,000 (Six Lakhs) 6% Cumulative Redeemable Preference Shares of ₹ 100/- (Indian Rupees One Hundred only) each.

During the year under review, the Company has redeemed its 23,00,000 (Twenty-Three Lakhs) 0% cumulative Redeemable Preference Shares of ₹ 10/- (Indian Rupees Ten only) each on November 14, 2024 and 99,790 (Ninety-Nine Thousand Seven Hundred Ninety) 6% Cumulative Redeemable Preference Shares of ₹ 100/- (Indian Rupees One Hundred only) on March 21, 2025 as per the terms of their issue.

As on March 31, 2025, the issued, subscribed and paid-up share capital of the Company is ₹ 1,50,51,91,810/- (Rupees One Hundred Fifty Crores Fifty One Lakhs Ninety One Thousand Eight Hundred Ten Only) divided into 15,05,19,181 (Fifteen Crores Five Lakhs Nineteen Thousand One Hundred and Eighty-One) Equity Shares of ₹ 10/- (Indian Rupees Ten only) each.

14. CREDIT RATING:

The details of the credit ratings during the financial year 2024-25 are as follows:

Total Bank Loan Facilities Rated	Date of Rating	Long Term Rating	Short Term Rating
₹ 100 Crore	April 25, 2024	CRISIL A-/Positive (Assigned)	-
₹ 268 Crore (Enhanced from ₹ 100 Crore)	May 10, 2024	CRISIL A-/Positive (Reaffirmed)	-
₹ 278 Crore (Enhanced from ₹ 268 Crore)	July 25, 2024	CRISIL A-/Watch Developing (Continues on 'Rating Watch with Developing Implications')	CRISIL A2+/Watch Developing (Assigned; Placed on Rating Watch with Developing Implications')
₹ 278 Crore	October 28, 2024	CRISIL AA-/Stable (Upgraded from 'CRISIL A-'; Removed from 'Rating Watch with Developing Implications')	CRISIL A1+ (Upgraded from 'CRISIL A2+'; Removed from 'Rating Watch with Developing Implications')

15. LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

16. REQUIREMENTS FOR MAINTENANCE OF COST RECORDS

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

17. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANY

The Company does not have any company, which is its subsidiary, associate or joint venture. Hence, the details of this clause are not applicable to the Company. Further the Company has become subsidiary company of JSW Port Logistics Private Limited with effect from October 11, 2024.

18. BOARD OF DIRECTORS

Composition

In compliance with the provisions of regulation 17(1)(a) of the SEBI Listing Regulations, the board of directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Independent Woman Director and not less than

fifty per cent of the Board of Directors shall be Non-Executive Directors.

As on March 31, 2025, the Board of the Company consists of Eight (8) Directors comprising of One Chairman cum Non-Executive Non-Independent Director, One Executive Director, Two other Non-Executive Non-Independent Directors and Four Independent Directors including One Women Independent Director.

Director Retiring by Rotation

In terms of Section 152(6) of the Act, Mr. Manish Gupta (DIN: 08567943), Non-Executive Non-Independent Director is eligible to retire by rotation and being eligible offers himself for the re-appointment at the ensuing Annual General Meeting ("AGM").

The brief resume of the Director to be appointed at this Annual General Meeting and other related information has been furnished in the Notice convening the 17th AGM.

Directors appointed/re-appointed at the AGM

The Shareholders of the Company have, at the 16th AGM of the Company held on Monday, September 23, 2024 and, on the basis of recommendation of the Board and the Nomination and Remuneration Committee, approved the following appointments/re-appointments as per the regulatory requirement of the Act and relevant SEBI Listing Regulations.

Sr. No.	Director	Designation	Terms and conditions
1.	Mr. Nemichand J Mehta (DIN: 01131811)	Whole-Time Director	Re-appointed as Director, liable to retire by rotation on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 16 th AGM.
2.	Mr. Nemichand J Mehta (DIN: 01131811)	Whole-Time Director	Re-appointed as Whole-Time Director for a period of 03 (Three) years, with effect from September 01, 2024 to August 31, 2027, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 16 th AGM.

Impact of Change in Control on Board Composition

The change in control of the Company has resulted in several changes in the Company's governance structure. Following the completion of the open offer and the shift in control, the Board of Directors has undergone a reconstitution process, which includes both the appointment of new directors and the resignation of certain existing directors.

At the Board Meeting held on October 11, 2024, the following changes with respect to appointment of Directors and resignation of existing ones from the Board of the Company were made:

Appointment of New Directors:

Sr. No.	Name	DIN	Designation after members' approval
1.	Mr. Rinkesh Roy	07404080	Chairman (Non-Executive & Non- Independent Director)
2.	Mr. Lalit Singhvi	05335938	Non-Executive & Non-Independent Director
3.	Mr. Manish Gupta	08567943	Non-Executive & Non-Independent Director
4.	Mr. Karun Kant Dave *	07358737	Non-Executive & Non-Independent Director

*Mr. Karun Kant Dave resigned w.e.f November 05, 2024.

The Shareholders of the Company approved the appointment of the above directors by passing a resolutions through Postal Ballot, with requisite majority, on December 13, 2024, being the last date of remote e-voting.

Resignation of Directors w.e.f. October 11, 2024

Sr. No.	Name	DIN
1.	Mr. Shantilal J. Mehta	00134162
2.	Mr. Nemichand J Mehta	01131811
3.	Mr. Jayesh N. Mehta	00510313
4.	Mr. Dinesh Mohanlal Jain	10043560

Appointment of Mr. Amit Garg (DIN: 00350413), as Whole-Time Director

The Board of Directors, at their meeting held on November 06, 2024, have appointed Mr. Amit Garg as an Additional Director in the capacity of Whole-Time Director for a tenure of 3 (three) years commencing from November 06, 2024 till November 05, 2027. Further, the Shareholders of the Company approved the appointment of Mr. Amit Garg as Whole-Time Director by passing a special resolution through Postal Ballot on December 13, 2024.

Detailed disclosures with regard to the approved appointments/re-appointment were made in Notice of the 17th AGM, which can be referred at the website link of the Company: <https://navkarcorp.com/investor-relations#annual-report>

Composition of Board of Directors

The composition of the Board of Directors of the Company as on March 31, 2025 is as follows:

Sr. No.	Name of Director	DIN	Designation
1	Mr. Rinkesh Roy	07404080	Chairman (Non-Executive & Non-Independent Director)
2	Mr. Lalit Singhvi	05335938	Non-Executive & Non-Independent Director
3	Mr. Manish Gupta	08567943	Non-Executive & Non-Independent Director
4	Mr. Amit Garg	00350413	Whole-time Director
5	Mr. Ashok Kumar Thakur	07573726	Non-Executive Independent Director
6	Mr. Sandeep Kumar Singh	02814440	Non-Executive Independent Director
7	Mrs. Pooja H Goyal	07813296	Non-Executive Women Independent Director
8	Mr. Atul Kumar	09045002	Non-Executive Independent Director

Declaration by Independent Directors

Pursuant to Section 149(7) of the Act, the Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act, as amended, read with Rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the Management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have also confirmed their registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with the requirements of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Further, the Board, after taking these declarations/disclosures on record and acknowledging the veracity of the same, opines that the Independent Directors of the Company strictly adheres to corporate integrity, possesses requisite expertise, experience and qualifications to discharge the assigned duties and responsibilities as mandated by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Directors are debarred from holding office as Director by virtue of any order of SEBI or any other competent authority.

The Independent Directors of the Company have passed or exempted from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs

Performance Evaluation

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of your Company has carried out an annual evaluation of its own performance and that of its Committees as well as reviewed the performance of the Directors individually for financial year 2024-25. The

performance evaluation of the Non-Independent Directors and the Board as a whole, was carried out by the Independent Directors. The Independent Directors also carried out evaluation of the Chairman of the Company, considering the views of the other Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Process of evaluation

Feedback for each of the evaluation was sought by way of internal structured questionnaires with the Directors and the Committees for accessing the questionnaires and submitting their feedback/comments. The questionnaires for performance evaluation are in alignment with the guidance note on Board evaluation issued by the Securities and Exchange Board of India ("SEBI"), vide its circular dated January 5, 2017 and cover various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties etc., based on the criteria approved by the Nomination and Remuneration Committee ('NRC'). The Members of the Board/Committees were also able to give qualitative feedback and comments apart from the standard questionnaires.

Results of evaluation

The outcome of the evaluation was presented to the Board, the NRC and the Independent Directors at their respective meetings for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise done and the results/outcome of the evaluation process. The outcome of the evaluation, with the feedback/comments given by the Board Members, are provided in the section titled 'Report of Corporate Governance', which forms part of this report.

Familiarisation Program for Independent Directors

The Directors are afforded many opportunities to familiarise themselves with the Company, its Management, and its operations during their association with the Company. The Company

conducts induction and familiarisation programs for the Directors joining the Board including site visits, to familiarise them.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates terms and conditions of their engagement. The Whole-Time Director, Chief Executive Officer provides an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution, terms of reference of the Committees, board procedures, management strategies etc. Further the Directors are on a quarterly basis apprised on the powers, roles and responsibilities and constitution of the Board Committees, its charter and terms of reference and changes therein and, the Committee meetings held during a quarter.

The Board Members are apprised by the Senior Management at quarterly Board Meetings by way of presentations which include industry outlook, competition update, company overview, operations and financial highlights, regulatory updates, presentations on internal control over financial reporting, succession planning, strategic investment, etc. which not only gives an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management. The Directors are also informed of the various developments in the Company.

The details of the familiarization programmes for Directors are available on the Company's website, viz. <https://www.navkarcorp.com/investor-relations#documents>

Remuneration Policy and criteria for determining attributes, qualification, independence, and appointment of Directors

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

Salient Features of this policy are as under: -

- The Philosophy for remuneration of Directors, Key Managerial Personnel, Senior Management Personnel of the Company is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.
- Independent Directors and Non-Independent Non-Executive Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 and approved by Board of Directors. (for attending the meetings of the Board and of committees of which they may be members).
- Overall remuneration should reflect the size of the company, complexity of the sector/industry/ company's operations and the company's capacity to pay the remuneration.
- The Nomination and Remuneration Committee will recommend to the Board the remuneration paid for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- The extent of overall remuneration to Executive Directors/ Key Managerial Personnel / rest of the senior management employees should be sufficient to attract and retain talented and qualified individuals suitable for every role.
- The remuneration mix for the Executive Directors is as per the resolutions approved by the shareholders.

The said policy of the Company has been hosted on the website of the Company at <https://www.navkarcorp.com/investor-relations#corporate-governance>

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, your Directors, based on representation from the management and after due enquiry, confirm that:

- In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed and there are no material departures therein;

- They had in consultation with Statutory Auditors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on March 31, 2025 and of the profit of the Company for the financial year ended on that date;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively during the financial year ended March 31, 2025;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the financial year ended March 31, 2025.

Board Meetings

During the period under review, 09 (Nine) Board Meetings were duly convened and held. The intervening gap between the said meetings were in accordance with the provisions of Companies Act, 2013 read with relevant Rules made thereunder, Secretarial Standard-I issued by the Institute of Company Secretaries of India and provisions of SEBI Listing Regulations. The dates of the Board meetings and details of attendance of each Director has been disclosed in the Report on Corporate Governance forming part of the Annual Report.

Annual General Meeting/Extra Ordinary General Meeting/Postal Ballot

The 16th AGM of the Company was held on Monday, September 23, 2024, at 10:30 A.M. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400703.

During the year under review, no Extraordinary General Meeting was held. However, certain business items were transacted through Postal Ballot.

Board Committees

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

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

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

Audit Committee

As on March 31, 2025, the Audit Committee comprised of three Members, of whom two Members, including the Chairman are Independent Directors. All the Members of the Committee possess strong accounting and financial management knowledge.

Composition of Audit Committee

The details of the composition of the Audit Committee as on March 31, 2025 is given hereunder:

Sr. No.	Name	Designation	Category
1	Mr. Ashok Kumar Thakur	Non - Executive- Independent Director	Chairperson
2	Mrs. Pooja Hemant Goyal	Non – Executive- Independent Director	Member
3	Mr. Nemichand Jayavantraj Mehta	Whole-Time Director (upto October 11, 2024)	Member
4	Mr. Lalit Singhvi	Non-Executive - Non - Independent Director (w.e.f October 11, 2024)	Member

The Company Secretary of the Company acts as the Secretary to the Committee.

Recommendation of Audit Committee

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

Meeting of Independent Directors

The Independent Directors of the Company met without the presence of other Directors or the Management of the Company.

The Meetings were conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company (taking into account the views of the Non-Executive Directors) and to assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the financial year under review, the Independent Directors met 3 (Three) times - on April 30, 2024, October 07, 2024 and March 25, 2025. All the Meetings were attended by all the Independent Directors of the Company.

The Independent Directors at their meeting held on October 07, 2024 approved the recommendation regarding Open Offer for acquisition of up to 39,134,988 fully paid-up equity shares having face value of ₹ 10 each ("Equity Shares"), representing 26.00% of the voting share capital (as defined in the letter of offer dated ("LOF"), of the Target Company ("Open Offer"), made by Acquirer and PAC pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

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

Declaration from Directors and Practicing Professional

Based on the written representations pursuant to provisions of Section 164 of the Companies Act, 2013, received from all the Directors of the Company, none of the Directors of the Company are disqualified to act as a Director as on March 31, 2025.

M/s. Mehta & Mehta, Company Secretaries, also have certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by Securities and Exchange Board of India ("SEBI") or Ministry of Corporate Affairs ("MCA") or any such statutory authority. The said certificate is attached in the Report on Corporate Governance which forms part of the Annual Report.

19. KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the following persons have been designated as Key Managerial Personnels ("KMPs") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Director	Designation
1.	Mr. Amit Garg	Whole-Time Director
2.	Mr. Arun Sharma	Chief Executive Officer
3.	Mr. Sabyasachi Mukherjee	Chief Financial Officer
4.	Ms. Deepa Gehani	Company Secretary & Compliance Officer

Changes in Chief Financial Officer of the Company

During the year under review Mr. Prasoon Singh, the erstwhile Chief Financial Officer ("CFO") of the Company, had tendered his resignation from the post of Chief Financial Officer of the Company with effect from close of business hours of January 27, 2025. Further basis the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Sabyasachi Mukherjee as CFO of the Company with effect from January 27, 2025.

20. AUDITORS AND THEIR REPORTS

Statutory Auditor

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants were appointed

as Statutory Auditors of the Company for second term of five consecutive years, commencing from the conclusion of the 16th Annual General Meeting to hold office till the conclusion of the 21th Annual General Meeting of the Company, to be held in the calendar year 2029.

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

Unmodified Statutory Auditors Reports

The Statutory Auditors Report on the Annual Audited Financial Statements for the financial year 2024-25 forms part of the Annual Report and are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

Secretarial Auditor

M/s. Mehta & Mehta, Company Secretaries, Mumbai were appointed as the Secretarial Auditor of the Company to conduct the audit of the secretarial records of the Company and for providing Annual Secretarial Compliance Report, Corporate Governance Certifications and other certifications as may be required under the SEBI Listing Regulations.

Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended March 31, 2025 from M/s. Mehta & Mehta, Company Secretaries, Mumbai in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/ CFD/CMD1/27/2019 dated 8th February, 2019. The said Report has been submitted to the Stock Exchanges within the prescribed statutory timelines. The Annual Secretarial Compliance Report, in compliance with Regulation 24A of the SEBI Listing Regulations, is annexed to the Report on Corporate Governance and forms part of the Annual Report.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report for the financial year ended March 31, 2025 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended March 31, 2025 is annexed to this Boards' Report as **Annexure I** and forms part of the Annual Report.

Internal Audit

The Company has in place an adequate internal audit framework to monitor the efficacy of the internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes.

The Board has appointed K.V.M.R. & Company (FRN 016531C), Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2024-25. The Internal Auditor reports directly to the Chairman of the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, inter-alia, corporate, core business operations, as well as support functions and is reviewed and approved by the Audit Committee.

The internal audit approach verifies compliance with the operational and system related procedures and controls. Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations on a regular basis.

Cost Audit

The provisions of Cost Audit and maintenance of cost records as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company.

Reporting of frauds by Auditors

During the financial year under review, the Statutory Auditor and the Secretarial Auditor of the Company have not reported any instance of fraud committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act.

21. RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the financial year 2024-25 with related parties were in compliance with the provisions of the Companies

Act, 2013 and SEBI Listing Regulations. All such transactions were approved by the Audit Committee and the Board, from time to time and the same are disclosed in the financial statements of your Company for the financial year under review. The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2024-25 as envisaged in Regulation 23(2) of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

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

The Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company on Materiality of Related Party Transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3) (h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, there are no transactions that are required to be reported in Form AOC-2.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board of Directors of the Company can be viewed on the website of the Company through the link: https://navkarcorp.com/upload_data/Files/rpt-policy.pdf

22. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

The Company believes that as a responsible corporate citizen, it has a duty towards the society, environment, and the country where it operates. The Company's sense of responsibility (which goes beyond just complying with operational and business statutes) towards the community and environment, both ecological and social, in which it operates is known as corporate social responsibility.

CSR Committee

The CSR Committee of the Board is constituted in compliance with the provisions of the Act read with the applicable rules made thereunder.

The CSR Committee of the Company comprises of Four Directors as on March 31, 2025 as detailed hereunder. The Chairman of the CSR Committee is an Independent Director and the Company Secretary of the Company acts as the Secretary to the CSR Committee.

Details of the composition of the CSR Committee as on March 31, 2025 is given hereunder.

Sr. No.	Name	Designation	Category
1	Mrs. Pooja Hemant Goyal	Non - Executive, Independent Director	Chairperson
2	Mr. Sandeep Kumar Singh	Non - Executive, Independent Director	Member
3	Mr. Lalit Singhvi	Non-Executive, Non-Independent Director	Member
4	Mr. Manish Gupta	Non-Executive, Non-Independent Director	Member

The terms of reference of CSR committee has been disclosed in the Corporate Governance section of Annual Report and a detailed breakup of expenditure carried out on CSR activities has been disclosed in the Corporate Social Responsibility Report attached as **Annexure II** of the Board's Report.

CSR Policy

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

The CSR Policy including a brief overview of the projects or programs approved by the Board with implementation schedule thereof is uploaded on the Company website and can be accessed through the weblink: https://navkarcorp.com/upload_data/Files/policies-csr-policy.pdf

CSR Spend

During the financial year under review, the Company has spent ₹ 1,11,52,123/- (Indian Rupees: One Crore Eleven Lakhs Fifty Two Thousand One Hundred Twenty Three Only) towards CSR activities as stipulated under Schedule VII. There is no unspent CSR expenditure as on March 31, 2025.

Impact Assessment of CSR Projects

The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence, the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

However, in line with the CSR Policy, the Company voluntarily conducts internal assessments to monitor and evaluate the CSR projects of the Company

Annual Report on CSR

Annual Report on CSR for the financial year 2024-25 including the salient features of the CSR Policy adopted by the Company is annexed as **Annexure II** of this report and forms part of the Annual Report.

23. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism.

Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct Policy, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage /suspected leakage of Unpublished Price Sensitive Information of the Company etc.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against

victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. Further, no personnel have been denied access to the Audit Committee during the financial year under review.

The details of this Policy is explained in the Report on Corporate Governance and also posted on the website of the Company at: https://navkarcorp.com/upload_data/Files/vigil-mechanism-or-whistle-blower-policy.pdf

There was no instance of such reporting received during the financial year ended March 31, 2025.

24. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

- **Internal Complaints Committee (ICC):**

The Company has instituted an Internal Complaints Committee (ICC) to redress and manage sexual harassment complaints in a timely manner. The Committee is chaired by a female employee employed at a senior level amongst the employees and has an external senior representative who is a subject matter expert. The Board is periodically updated on matters arising out of the policy/ framework and on certain incidents, if any.

- **Policy on Prevention of Sexual Harassment at Workplace (POSH) and Awareness:**

The Company has zero tolerance towards sexual harassment and is committed to providing a safe environment for all. The Company's policy is inclusive, irrespective of the gender or sexual orientation of an individual. It also includes situations around work from home scenarios. Pursuant to the POSH Act, the details regarding the number of complaints received, disposed, and pending during the financial year, pertaining to incidents under the above framework/ law are as follows:

Particulars	Numbers
Number of complaints pending at the beginning of the financial year	Nil
Number of complaints received during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints those remaining unresolved at the end of the financial year	Nil

25. CORPORATE GOVERNANCE

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

The Report on Corporate Governance as stipulated under Regulation 34 of SEBI Listing Regulations, is provided together with a certificate from the auditors of the company regarding compliance of conditions of corporate governance as stipulated under SEBI Listing Regulations. A certificate of the Chief Executive Officer and Chief Financial Officer of the Company in terms of SEBI Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed. Also a declaration signed by the Chief Executive Officer stating that members of the board and senior management personnel have affirmed the compliance vide Code of Conduct of the board and senior management is attached to the report on corporate governance.

26. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the top one thousand listed entities based on market capitalization shall report Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, in the format as may be specified by the Board. During the year under review this report is not applicable to our Company.

27. POLICIES

Your Company is committed to adhere to the highest standards of ethical, moral and legal business

conduct. In accordance with the requirements of the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations") and other applicable laws, as amended from time to time, your Company has formulated certain Policies. These Policies are reviewed periodically and are updated as and when needed. The policies are uploaded on the website of the Company <https://navkarcorp.com/investor-relations>

Name of the Policy	Brief Description
Code of Conduct	The Board of your Company has laid down Codes of Conduct viz. for all the Directors, Key Managerial Personnel, Senior Management and Employees of the Company. These Codes are the central policy documents which specify the requirements for business practices and principles of behaviour that the Directors associated the Company and employees working for and with the Company must comply with, regardless of their location.
Policy on Materiality of and on dealing with Related Party Transactions	The Policy has been framed in accordance with Regulation 23(1) of the SEBI Listing Regulations to regulate all the transactions between the Company and its related parties.
Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning	This Policy includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down therein, succession planning for Directors and Senior Management and sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel, Senior Management Personnel of the Company.
Risk Management Policy	The Risk Management Policy statement is adopted to outline guidelines mandated by the Company's Board of Directors in identification, assessment, measurement, mitigation, monitoring and reporting of all risks associated with the activities conducted by the Company.
Dividend Distribution Policy	The Dividend Distribution Policy is adopted in accordance to the provisions of Regulation 43A of the SEBI Listing Regulations.

Whistleblower Policy (Policy on Vigil Mechanism)	The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations is implemented through Whistleblower Policy for providing adequate safeguards against victimization of persons to report genuine concerns regarding unethical behaviour or actual or suspected fraud or violation of the Company's Codes and Policies and also makes a provision for direct access to the Chairperson of the Audit Committee.
Policy for determination of materiality for disclosure of events or information	This Policy is adopted in accordance with the SEBI Listing Regulations and requires the Company to make disclosure of events or information which are material to the Company as specified under the provisions of Regulation 30 of the SEBI Listing Regulations
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")	This Code has been formulated in accordance with the SEBI Insider Trading Regulations to ensure prompt, timely and adequate disclosure of UPSI which inter alia includes Policy for Determination of "Legitimate Purposes".
Corporate Social Responsibility Policy	The Corporate Social Responsibility ("CSR") Policy of the Company is aimed to promote CSR initiatives across the Company as required under section 135 of the Companies Act, 2013.
Document Retention and Archival Policy	This Policy provides for retention of events or information which has been disclosed to the Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations, on the website of the Company for a period of five years from the date of hosting.

28. SHAREHOLDERS AND INVESTORS

The Company regularly interacts with its shareholders and investors through results announcements, annual reports, investor presentations the Company's website, and subject-specific communications. The AGM gives the shareholders an opportunity to communicate directly with the Board and Management. During this meeting, the Board engages with shareholders and answers their queries on various subjects. The Company has a designated e-mail address for shareholders i.e. cs@navkarcorp.com.

29. DIRECTORS AND OFFICERS LIABILITY INSURANCE (D&O)

Pursuant to Regulation 25(10) of the Listing Regulations, the Company has taken the Directors and Officers Liability Insurance ('D & O Insurance') policy for all the Directors, including Independent Directors, to indemnify them against any liability in

respect of any negligence, default, misfeasance, breach of duty, or breach of trust for which they may be guilty in relation to the Company.

30. INSIDER TRADING CODE

The Company has instituted a mechanism to avoid Insider Trading and abusive self-dealing in the securities of the Company. In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), the Company has established systems and procedures to prohibit insider trading activity and has framed the Code of Prohibition of Insider Trading (the "Code"). The Code of the Company prohibits the directors of the Company and other specified employees from dealing in the securities of the Company on the basis of any Unpublished Price Sensitive Information (UPSI), available to them by virtue of their position in the Company. The objective of this Code is to prevent the misuse of any UPSI and prohibit any insider trading activity to protect the

interests of the shareholders at large. The Board of Directors of the Company has adopted the Code and formulated the Code of Practices and Procedures for Fair Disclosure in terms of the requirements of the SEBI PIT Regulations.

The Code is available on the website of the Company at <https://navkarcorp.com/investor-relations>

31. COMPLIANCE WITH SECRETARIAL STANDARD

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

32. ANNUAL RETURN

In accordance with provisions of Section 134 of the Companies Act, 2013 read with applicable rules made thereunder, the Annual Return in the prescribed format is available on the website of the Company at the link: <https://www.navkarcorp.com/investor-relations#documents>

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

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

34. CODE OF CONDUCT FOR DIRECTORS AND KMPs

The Board of Directors of the Company has adopted the Code of Conduct for its Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the SEBI Listing Regulations. For the financial year 2024-25, all Board members and Senior Management personnel of the Company have affirmed the compliance with the code as applicable to them and a declaration to this effect signed by the Chief Executive Officer and forms part of the Corporate Governance Report. The Company's Code of Conduct for Directors and Senior Management is hosted on the website of the Company at <https://navkarcorp.com/investor-relations> The Declaration signed by the Chief Executive Officer stating that members of the board

and senior management personnel have affirmed the compliance vide Code of Conduct of the board and senior management is attached to the report on corporate governance.

35. PARTICULARS OF EMPLOYEES

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure IV** to this Report. The disclosure under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

In terms of Section 136 (1) of the Act, the Annual Report and the Audited Financial Statements are being sent to the Members and others entitled thereto. The said statement is also available for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing AGM.

36. OTHER DISCLOSURES

The Board states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year:

- 1) As per rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- 2) As per rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
- 3) As per rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares under the Employees Stock Option Schemes;

- 4) Since the Company has not formulated any scheme of provision of money for the purchase of own shares by employees or by the trustee for the benefit of the employees in terms of Section 67(3) of the Act, no disclosures are required to be made;
- 5) There was no revision of financial statements and the Board's Report of the Company during financial year;
- 6) No application has been made under the Insolvency and Bankruptcy Code, hence the requirement to disclose the details of the application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial along with their status as at the end of the financial year is not applicable; and
- 7) The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions, along with the reasons thereof, is not applicable for the financial year.

37. CAUTIONARY NOTE

The statement in the Directors Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. These risks and

uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

38. APPRECIATION AND ACKNOWLEDGEMENT

The Directors would like to express their appreciation and thank the Ministry of Corporate Affairs, the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies, Government and other regulatory Authorities, other statutory bodies, Company's bankers, Members for the excellent support received from them during the financial year and look forward to their continued support in future.

The Directors express their sincere appreciation to all company employees for their unstinted commitment and continued contribution.

On Behalf of the Board of Directors
Navkar Corporation Limited

Rinkesh Roy
Chairman
DIN: 07404080

Place: Navi Mumbai
Date: April 25, 2025

Annexure-I

FORM MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
Navkar Corporation Limited
Jindal Mansion, 5A, Dr. G.
Deshmukh Marg, Mumbai,
Maharashtra, India, 400026

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed here under 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 March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the Company)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the Company)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company)**;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company)**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company)**;

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

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

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

During the period under review the Company has complied with the provisions of 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 the 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 notices are given to all Directors to schedule the Board / Committee 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 the decisions at Board and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committee of the Board as the case may be.

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

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

- a) The Board of Directors at its meeting held on 27th June 2024 approved the execution of Share Purchase Agreement (SPA) dated June 27, 2024 entered between the Company, sellers forming part of the promoter/promoter group of the Company, and Acquirer JSW Port Logistics Private Limited (Wholly Owned Subsidiary Company of JSW Infrastructure Limited) for sale of 10,59,19,675 Equity Shares of the Company of Face Value of Rs. 10/- each, aggregating to 70.37% of the paid-up equity share capital of the Company.
- b) The Board of Directors at its meeting held on 6th November 2024 and 27th January 2025 approved the redemption of 23,00,000 (Twenty-Three Lakh) and 99,790 (Ninety-Nine Thousand Seven Hundred Ninety) 6% Cumulative Redeemable Preference Shares as per the terms of their issue.
- c) The Board of Directors at its meeting held on 11th October 2024 and shareholders through postal ballot dated 16th December 2024 approved the shifting of the registered office of the company within the jurisdiction of registrar of companies from 205-206 J. K Chambers, Sector- 17, Vashi Navi Mumbai 400703 to Jindal Mansion, 5A, Dr. G Deshmukh Marg, Mumbai 400026.

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

Ashwini Inamdar
Partner

FCS No: 9409

CP No.: 11226

PR No.: 3686/2023

UDIN: F009409G000200644

Place: Mumbai

Date: 25-04-2025

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

Annexure A

To,
The Members,
Navkar Corporation Limited
Jindal Mansion, 5A, Dr. G.
Deshmukh Marg, Mumbai,
Maharashtra, India, 400026

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

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Ashwini Inamdar
Partner

Place: Mumbai
Date: 25-04-2025

FCS No: 9409
CP No.: 11226
PR No.: 3686/2023
UDIN: F009409G000200644

Annexure II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Rule 9 of Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company

The Company's CSR Policy is available on the Company's website at www.navkarcorp.com.

2. Composition of CSR Committee

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

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Pooja H. Goyal	Non-Executive Independent Director (Chairperson of CSR committee)	3	3
2	Mr. Sandeep Kumar Singh	Non-Executive Independent Director (Member)	3	3
3	Mr. Lalit Singhvi (appointed w.e.f. 11.10.2024)	Non-Executive Non-Independent Director (Member)	3	1
4	Mr. Manish Gupta (appointed w.e.f. 11.10.2024)	Non-Executive Non-Independent Director (Member)	3	1
5	Mr. Shantilal J. Mehta (ceased wef 11.10.2024)	Chairman & Managing Director (Member)	3	2
6	Mr. Nemichand J. Mehta (ceased wef 11.10.2024)	Whole-Time Director (Member)	3	2

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company	https://navkarcorp.com/investor-relations
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.	In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company.
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	Nil
6.	Average Net Profit of the company as per sec 135(5) of:	₹ 55,58,59,763/- (Indian Rupees: Fifty-Five crores Fifty-Eight Lakhs Fifty-Nine Thousand Seven Hundred Sixty-Three only)

7.	a.	Two percent of average net profit of the company as per section 135(5)	₹ 1,11,17,195/- (Indian Rupees: One Crore Eleven Lakhs Seventeen Thousand One Hundred Ninety-Five Only)
	b.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
	c.	Amount required to be set off for the financial year, if any	Nil
	d.	Total CSR obligation for the financial year (7a+7b-7c).	₹ 1,11,17,195/- (Indian Rupees: One Crore Eleven Lakhs Seventeen Thousand One Hundred Ninety-Five Only)

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

Total Amount Spent for the Financial Year. (in ₹.)	Amount Unspent (in ₹.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer.
1,11,52,123/-	-	-	-	-	-

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

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation on - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
1.	Animal Welfare	(iv)	No	Rajasthan	Pali	81,52,123/-	No	Navkar Charitable Trust	CSR00006749
2.	General community infrastructure support & welfare initiatives	i) (X)	Yes	Maharashtra	Mumbai	3,07,658/-	No	JSW Foundation	CSR00003978
3.	Educational infrastructure & systems strengthening	(II)	Yes	Maharashtra	Raigad	26,92,342/-	No	JSW Foundation	CSR00003978
	Total					1,11,52,123/-			

(d)	Amount spent in Administrative Overheads	Nil
(e)	Amount spent on Impact Assessment, if applicable	Not Applicable
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	1,11,52,123/-
(g)	Excess amount for set off, if any	Not Applicable

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	1,11,17,195/-
(ii)	Total amount spent for the Financial Year	1,11,52,123/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	34,928/-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	34,928/-

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

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

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)	Nil
(a) Date of creation or acquisition of the capital asset(s).	-
(b) Amount of CSR spent for creation or acquisition of capital asset.	-
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	-
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	-

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

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

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

Rinkesh Roy
Chairperson of Company
Non- Executive Director
(DIN: 07404080)

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

Date: April 25, 2025
Place: Navi Mumbai

Annexure III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IS FORMING PART OF THE BOARD'S REPORT FOR THE FINANCIAL YEAR 2024-25

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

(A) CONSERVATION OF ENERGY

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

Your Company has adopted comprehensive approach to encourage energy efficiency across its operations with continued awareness among the employees. As a responsible organization your company has improvised the established systems and processes to conserve energy aligned to its nature of the business. It has taken several initiatives for implementation by adding new dimensions pertaining to the, Artificial Intelligence(AI), other technology innovation, up-gradation with opportunities available with IT development in the Logistics sector. As an on-going process, we continue to undertake the following measures to conserve energy and environment:

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

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

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

During the year under review, your Company has taken following major initiatives for alternate source of energy:

- » Focus on alternative modes of transport – from road transport to rail;
- » Deploying alternate energy vehicles – Electric and CNG vehicles;
- » Reduction in energy consumption, use of renewable energy and optimum use of utilities through continuous measuring and monitoring as well as switching to more energy efficient appliances in our office premises and warehousing operations;

(iii) The capital investment on energy conservation equipment:

During the under review, the Company has incurred following capital investment on energy conservation equipment.

Sr. No.	Particulars	Amount (in Lakhs)
1	Installation of generators	12.86
2	Installation of Capacitor (Power Factor)	2

(B) TECHNOLOGY ABSORPTION

Technology plays a crucial role in promoting sustainability in logistics by enabling more efficient operations and reducing environmental impacts. Logistics is a massive market affective business sector and has been changing over the years. The flow of information, adoption of new technologies enabled the company tracing of consignments, Route Optimization, Paper less offices etc. Company is leveraging its technology enabled logistics network that connects every location of the country to ensure speed and reliability for the transportation of cargo.

Digital transformation, including the adoption of advanced technologies like the Internet of Things, artificial intelligence, and big data analytics enhances supply chain collaboration and operational efficiency. Technologies such as telematics improve driver behavior and route planning, further reducing the emissions associated with transportation. The Company also keeps track of the latest technologies that is transforming the industry and driving initiatives across all the verticals of the business.

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

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

During the year under review, your Company continued to work on advanced technologies, up-gradation of existing technology and capability development in the critical areas for current and future growth. The Company continued with earlier adopted technologies and also implemented certain other technologies for business transformation as mentioned below:

Enhanced Inventory Management:

- » Real-time Visibility: AI algorithms can process the continuous stream of data from RFID tags to provide a precise, real-time view of inventory location, movement, and status across the entire supply chain.
- » Improved Accuracy: Automated RFID scanning, enhanced by AI for data validation and anomaly detection, drastically reduces manual errors in inventory counts and tracking, achieving accuracy levels close to 99%.
- » Optimized Stock Levels: AI-powered forecasting analyzes historical RFID data, demand patterns, and other relevant factors to predict future needs, preventing both stock outs and overstocking, thus lowering holding costs.
- » Faster Stock Audits: AI can analyze RFID data to quickly reconcile physical inventory with system

records, making audits faster, more efficient, and less disruptive.

Streamlined Logistic Operations:

- » Automated Inbound and Outbound Processes: AI can manage the automated scanning of RFID-tagged goods entering and leaving the warehouse, speeding up receiving and shipping, and reducing manual data entry.
- » Optimized Warehouse Layout and Picking Routes: AI algorithms can analyze product movement data from RFID to suggest optimal warehouse layouts and efficient picking routes for workers and robots, reducing travel time and improving fulfillment rates.
- » Enhanced Efficiency: Automation of tasks like sorting, labeling, and packaging, guided by AI analysis of RFID data, saves time and reduces errors.

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

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

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

(iii) The expenditure incurred on Research and Development.

During the financial year 2024-25, the Company did not incur any expenses towards Research and Development activities.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Nil

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

Rinkesh Roy
Chairman
(DIN: 07404080)

Date: April 25, 2025
Place: Navi Mumbai

ANNEXURE:IV

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Information pursuant to section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2024-25, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director(s) and Company Secretary during the financial year 2024-25.

Name of the directors	% increase in remuneration in FY 2024-25	Ratio of remuneration of each Director to median remuneration of employees
Non-executive Independent Directors*		
Mrs. Pooja H. Goyal	NA	1.79
Mr. Sandeep Kumar Singh	NA	1.79
Mr. Ashok Kumar Thakur	NA	1.79
Mr. Atul Kumar	NA	1.79
Non-Executive Non-Independent Directors**		
Mr. Rinkesh Roy (appointed w.e.f. 11.10.2024)	NA	N A
Mr. Lalit Chandanmal Singhvi (appointed w.e.f. 11.10.2024)	NA	NA
Mr. Manish Gupta (appointed w.e.f. 11.10.2024)	NA	NA
Executive Directors		
Mr. Shantilal Jayavantraj Mehta (ceased w.e.f. 11.10.2024)	-	16.53
Mr. Nemichand Jayavantraj Mehta (ceased w.e.f. 11.10.2024)	-	16.53
Mr. Jayesh N. Mehta (ceased w.e.f. 11.10.2024)	-	9.78
Mr. Dinesh M. Jain (ceased w.e.f. 11.10.2024)	-	16.01
Mr. Amit Garg (appointed w.e.f. 06.11.2024)	-	21.99
Key Managerial Personnel other than Executive Directors***		
Mr. Arun Sharma (CEO)	50.90	27.92
Mr. Prasoon Singh (CFO) (ceased w.e.f. 27.01.2025)	23.60	10.35
Mr. Sabyasachi Mukherjee (CFO) (appointed w.e.f. 27.01.2025)	-	1.85
Ms. Deepa Gehani (CS)	40.60	8.71

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

** The Non-Executive & Non-Independent Directors are availing remuneration from Holding Company & its other subsidiary entities.

***The Key Management Personnel were rated as Outstanding hence their salary increase was higher than the median percentage increase of other employees.

- ii. **The percentage increase in the median remuneration of the employees in the financial year:** The percentage increase in the median remuneration of employees in FY 2024-25 is 10.2%
- iii. **The number of permanent employees on the role of the Company:** There were 457 employees on the rolls of the Company as on March 31, 2025.
- iv. **Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2024-25 and its comparison with the percentage increase in the managerial remuneration and justification thereof:** The average annual increase in salaries of employees other than the managerial personnel was 10.2% during the financial year 2024-25, the average annual increase in the managerial remuneration was 12% there are no exceptional circumstances for increase in the managerial remuneration during the financial year 2024-25.
- v. **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms that the remuneration is as per the remuneration policy of the Company.

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

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in Annexure V forming part to this Report. Further, the Report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

On Behalf of the Board of Directors
Navkar Corporation Limited

Rinkesh Roy
Chairman
DIN: 07404080

Place: Navi Mumbai
Date: April 25, 2025



REPORT ON CORPORATE GOVERNANCE



REPORT ON CORPORATE GOVERNANCE

"Good corporate governance is the cornerstone of a stable and healthy Corporate.

It promotes transparency, accountability, and ethical behavior, and it is essential for building trust and confidence."

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Responsible Corporate Governance reflects a Company's culture, policies, relationship with its stakeholders, its commitment to values and ethical business conduct. At Navkar Corporation Limited, we adhere to the high standards of governance embedded in the culture of the Company from the rich Navkar's legacy of fair, ethical and transparent practices laid across the Organisation.

The Company's Governance pillars are its core value system embedded in the Company's Code of Conduct. By adhering to Core Values and fostering a culture of integrity, we mitigate risks, enhance operational efficiency, and safeguard the interests of our shareholders, customers, employees and the communities we serve. We believe that living by these values allows us to foster long-term corporate goals and create a positive impact on our business, our stakeholders and the communities we serve.

The Company continues to strengthen its governance principles to generate long-term value for its various stakeholders on a sustainable basis thus, ensuring ethical

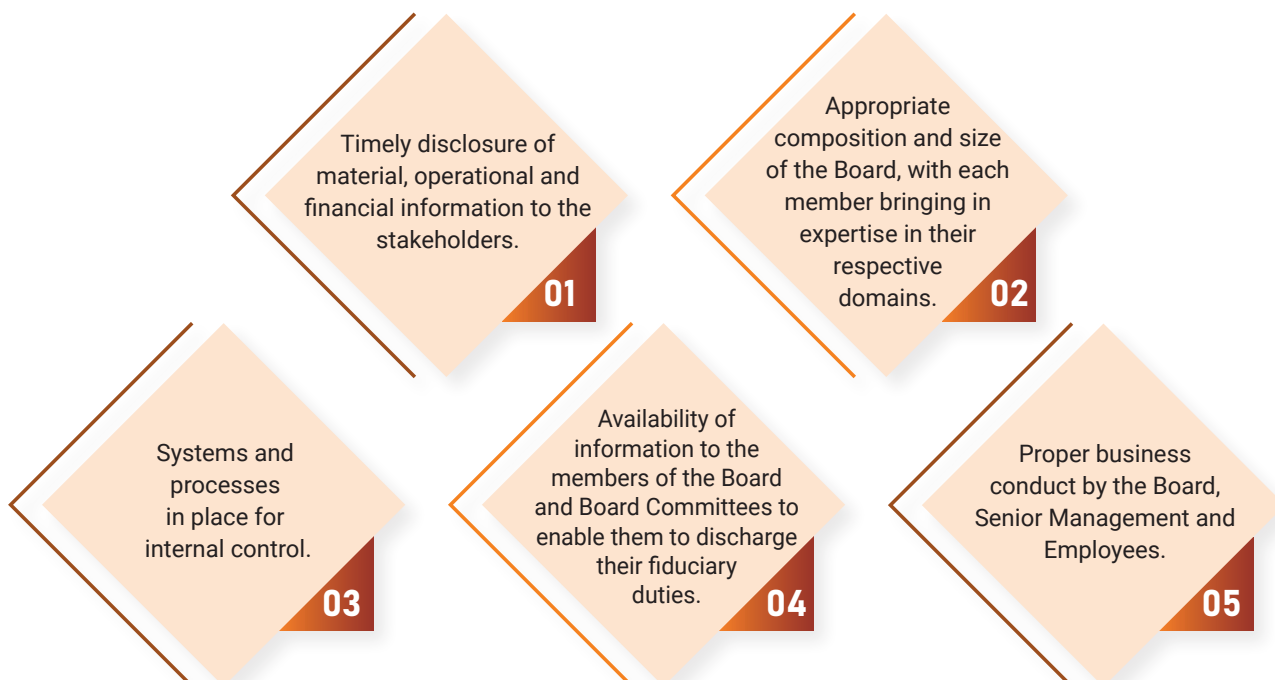
and responsible leadership both at the Board and at the Management levels.

We strongly believe that efficient governance at all levels is necessary to drive change, towards a more resilient and responsible future. In order to continue to sustain as a progressive company balancing financial return to investors with unwavering focus on being socially responsible, there is a need to constantly reinvent and upgrade our governance models in synchronization with the demands of the contemporary times.

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

The Company's Governance framework is based on the following principles:

Corporate Governance Principles



COMPANY'S GOVERNANCE STRUCTURE

The governance structure of Company is designed to ensure that the Company is managed in the best interests of its all stakeholders, including shareholders, customers, employees etc. while maintaining effective risk management and compliance with applicable laws and regulations. The Board is responsible for strategic

direction, setting of plans and priorities, monitoring corporate performance against strategic business plan. The Board is assisted by the Board Committees and Board delegated Committees to discharge its responsibilities of devising key strategies and monitoring of Company's activities. The Directors, CEO and Senior officials of the Company are responsible for implementing the Company's strategy and managing day-today operations.



COMPLIANCES WITH CORPORATE GOVERNANCE GUIDELINES:

BOARD OF DIRECTORS: The Company is in compliance with the requirements stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the SEBI Listing Regulations") with respect to corporate governance.

During the financial year 2024-2025, there was a change in control of the Company. On June 27, 2024, JSW Port Logistics Private Limited, (a wholly owned subsidiary Company of JSW Infrastructure Limited) ('the Acquirer') entered into a Share Purchase Agreement (SPA) with the erstwhile promoters of the Company to acquire 10,59,19,675 equity shares of the Company. This triggered an open offer obligation under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

Following the change in control, the Board of Directors of the Company was reconstituted as follows:

Appointment of New Directors:

Sr. No.	Name	DIN	Designation
1.	Mr. Rinkesh Roy	07404080	Chairman (Non-Executive & Non-Independent Director)
2.	Mr. Lalit Singhvi	05335938	Non-Executive & Non-Independent Director
3.	Mr. Manish Gupta	08567943	Non-Executive & Non-Independent Director
4.	Mr. Karun Kant Dave	07358737	Non-Executive & Non-Independent Director
5.	Mr. Amit Garg*	00350413	Whole time Director

* Mr. Amit Garg was appointed w.e.f. November 06, 2024. The Shareholders of the Company approved the

appointment of the above Directors by passing a resolution through Postal Ballot, with requisite majority, on December 13, 2024, being the last date of remote e-voting.

Resignation of Directors:

Sr. No.	Name	DIN
1.	Mr. Shantilal J. Mehta	00134162
2.	Mr. Nemichand J Mehta	01131811
3.	Mr. Jayesh N. Mehta	00510313
4.	Mr. Dinesh Mohanlal Jain	10043560
5.	Mr. Karun Kant Dave	07358737

All the changes in directorship and control were duly intimated to the stock exchanges and complied with the applicable provisions of the Companies Act, 2013 ('the Act'), SEBI SAST Regulations, and SEBI Listing Regulations.

The Board places on record its appreciation for the contributions made by the outgoing directors and welcomes the incoming directors, expressing confidence in their ability to contribute positively to the Company's governance and strategic direction.

The composition of the Board of the Company is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013 ("the Act").

As on March 31, 2025, the Board of the Company consists of Eight (8) Directors comprising of One Executive Director, Three Non-Executive Non-Independent Directors including one Chairman cum Non-Executive Non-Independent Director and, Four Independent Directors including One Women Independent Director.

The Board of the Company represents an optimal mix of professionalism, knowledge and experience that enables it to discharge its responsibilities efficiently and provide effective leadership to the business.

The Board of Directors is an apex body and an enlightened board creates a culture of leadership providing long-term vision and improving governance practices. They play a crucial role in guiding, overseeing, monitoring strategy, performance and long-term success of the Company as a whole through strategic direction.

The Board of Directors owns a fiduciary position, exercises appropriate control and independent judgement, monitors effectiveness of Company's governance and supervises the strategic decisions on behalf of the shareholders and

other stakeholders. Our Board represents a confluence of complementary skills, attributes, perspectives, expertise in critical areas and diverse backgrounds.

The Shareholders of the Company, at the 16th AGM of the Company held on Monday, September 23, 2024, on the basis of the recommendation of the Board and the Nomination and Remuneration Committee ('NRC'), approved the following appointments/re-appointments as per the regulatory requirement of the Act and relevant SEBI Listing Regulations:

Sr. No.	Director	Designation	Terms and conditions
1.	Mr. Nemichand J. Mehta (DIN: 01131811)	Whole-Time Director	Re-appointed as Director, liable to retire by rotation on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 16 th AGM.
2.	Mr. Nemichand J. Mehta (DIN: 01131811)	Whole-Time Director	Re-appointed as Whole-Time Director for a period of 03 (Three) years, with effect from September 01, 2024 to August 31, 2027, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening the 16 th AGM.

Board Diversity

The Company is committed to create and leverage the strengths of a diverse talent pool. We appreciate individual differences by creating an inclusive and participative environment. To this end, the Company has adopted and implemented a Board Diversity Policy with an aim to leverage on the differences in the thought, perspective, knowledge, skills, industry experience, proficiency, background, race, gender and other distinctions between Directors.

All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge with due regard to the benefit of diversity on the Board. The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields.

The brief profiles of the Directors of the Company forming part of this Annual Report gives an insight into their education, expertise, skills and experience thus bringing in diversity to the Board's perspectives. The same is also available on the Company's website and can be accessed from the weblink: <https://navkarcorp.com/investor-relations>

Selection and appointment of Directors

The Board, as part of its Succession Planning, periodically reviews its composition to ensure that the same is aligned with the strategy and governance standards of the Company.

The NRC on an annual basis evaluates the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The NRC also discusses succession of Directors coming up for reappointment or approaching end of their term. In order to maintain orderly succession of the Board, the NRC evaluates candidates from a wide range of backgrounds, assesses the balance of skills, knowledge and experience available with the Board as a whole, the skills, qualifications, capabilities of the candidates including ability to devote sufficient time, attention to the professional obligations, past performance (in case of re-appointments) and shortlists candidates who fit into the criteria and expected role. The Chairman works actively with the NRC to plan the composition of the Board and Board committees, induction of new Directors on the Board and Directors' succession.

BOARD SKILL MATRIX

The Board of the Company comprises qualified individuals who collectively possess the skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees. The Board, on the recommendation of the Nomination & Remuneration Committee, has adopted a Board Skill Matrix which identifies the core skills/expertise/ competencies required in context of the business and sector of the Company. The Board collectively possesses the skills and expertise listed in the Skill Matrix. The details of same are detailed as under:

	BUSINESS LEADERSHIP Leadership experience of running large enterprise.
	CORPORATE GOVERNANCE Experience of the best corporate governance practices, relevant governance codes.
	BUSINESS MANAGEMENT Experience in overseeing large and complex Supply Chain, Business Structure, understanding of market available opportunities.
	STRATEGY AND PLANNING Review and Monitor Strategy & Succession Plan to ensure long term sustainable growth.
	FINANCIAL EXPERTISE Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding, and associated risks.
	RISK ASSESSMENT Understanding of the structures and systems which enable the organisation to effectively identify, asses and manage risks and crises.



MR. RINKESH ROY

Chairman & Non-Executive
Non Independent Director

Nationality	Indian
Age	55 Years
Qualification	Master's Degree
DATE OF APPOINTMENT	October 11, 2024
In Current Term	
Term of Directorship	NA
NUMBER OF EQUITY SHARES	
Held	Nil
Directorship in other companies	2
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES	
Chairman	Nil
Member	Nil
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)	1
Areas in expertise	Business Leadership, Financial Expertise, Business Management, Strategy and Planning and Risk Assessment.



MR. AMIT GARG

Whole-Time Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
Held
Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
Chairman
Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
48 Years
Chartered Accountant
November 06, 2024
3 Years
Nil
Nil
Nil
Nil
Nil
Business Leadership, Financial Expertise, Business Management, Strategy and Planning and Risk Assessment.



MR. LALIT SINGHVI

Non-Executive Non-Independent Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
Held
Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
Chairman
Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
61 Years
Chartered Accountant
October 11, 2024
NA
Nil
3
Nil
Nil
1
Business Leadership, Financial Expertise, Business Management, Strategy and Planning, Corporate Governance and Risk Assessment.



MR. MANISH GUPTA

Non-Executive Non-Independent Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
Held
Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
Chairman
Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
57 Years
Graduation
October 11, 2024
NA
Nil
Nil
Nil
Nil
Financial Expertise, Business Management, Strategy and Planning and Risk Assessment.

**MR. SANDEEP KUMAR SINGH**

Independent Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
 Held
 Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
 Chairman
 Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
 55 Years
 Graduation
 August 23, 2023
 For a second term of Five Years
 NA
 Nil
 3
 Nil
 1
 1
 Business Leadership, Corporate Governance, Business Management, Strategy and Planning, Financial Expertise.

**MRS. POOJA H. GOYAL**

Independent Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
 Held
 Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
 Chairman
 Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
 47 Years
 Graduation, L.L.B
 December 14, 2022
 Five Years
 Nil
 1
 Nil
 Nil
 1
 Corporate Governance, Business Management, Strategy and Planning, Financial Expertise and Risk Assessment.

**MR. ATUL KUMAR**

Independent Director

Nationality
Age
Qualification
DATE OF APPOINTMENT
In Current Term
Term of Directorship
NUMBER OF EQUITY SHARES
 Held
 Directorship in other companies
COMMITTEE POSITION IN OTHER PUBLIC COMPANIES
 Chairman
 Member
DIRECTORSHIP IN OTHER Listed Entities (Category of Directorship)
Areas in expertise

Indian
 68 Years
 Graduation
 May 29, 2023
 NA
 Nil
 2
 Nil
 Nil
 Nil
 Corporate Governance, Business Management, Strategy and Planning and Risk Assessment.



MR. ASHOK KUMAR THAKUR

Independent Director

Nationality

Age

Qualification

DATE OF APPOINTMENT

In Current Term

Term of Directorship

NUMBER OF EQUITY SHARES

Held

Directorship in other companies

COMMITTEE POSITION IN OTHER

PUBLIC COMPANIES

Chairman

Member

DIRECTORSHIP IN OTHER

Listed Entities (Category of Directorship)

Areas in expertise

Indian

72 Years

Master's Degree

January 25, 2022

For a second term of Five Years

Nil

3

2

2

2

Corporate Governance, Strategy and Planning,
Financial Expertise and Risk Assessment.

Separate Role of Chairman & Chief Executive Officer

The roles and responsibilities of the Chairman of the Board and Chief Executive Officer ('CEO') have been demarcated and the positions are held by separate individuals. Further, as on March 31, 2025, the Company also has a separately designated Chief Financial Officer and Company Secretary & Compliance Officer. The Board has delegated the operational conduct of the business to the Whole-Time Director ('WTD') of the Company. The

Leadership Team of the Company is headed by the WTD and has the business and functional heads as its members, who manage the day to day affairs of the Company. The WTD together with CEO and business/functional heads, operate within the framework of strategic policies laid down by the Board. They drive Company-wide processes, systems, policies and act as role models for leadership development within the organization.



Inter-se relationship and shareholding of Directors

There is no inter se relationship amongst the Directors on the Board of the Company.

Declaration from Independent Directors

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The maximum tenure of the Independent Directors is in compliance with the provisions of the SEBI Listing Regulations and the Act.

Independent Director Databank Registration

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, all Independent Directors of the Company have confirmed that they have registered themselves with the Independent

Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

Compliance with Directorship limits and Committee positions

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company have submitted necessary disclosures regarding the positions held by them on the Board and/or the Committees of other companies with changes therein, if any, on a regular basis.

On the basis of such disclosures, it is confirmed that as on March 31, 2025, none of the Directors of the Company:

- Hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies);
- Is a Member of more than ten committees and/or Chairperson of more than five committees, across all the Indian public limited companies in which they are Directors;
- Who holds Whole Time Director/Managing Director position, serve as an Independent Director in more than three listed companies.

For the purpose of determination of committee position limits, chairperson and membership positions of the Audit Committee ("AC") and the Stakeholders' Relationship Committee ("SRC") have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

The details of attendance of Directors at Board Meetings during the financial year 2024-25 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

Sr. No.	Name of Director(s)	DIN	Category	No. of Board Meeting Attended	Attendance at last AGM
1.	Mr. Shantilal J Mehta	00134162	Chairman & Managing Director (Promoter)	6	Yes
2.	Mr. Nemichand J Mehta	01131811	Whole-Time Director (Promoter)	6	Yes
3.	Mr. Jayesh N. Mehta	00510313	Whole-Time Director (Promoter Group)	6	Yes
4.	Mr. Dinesh Mohanlal Jain	10043560	Whole-Time Director	5	Yes
5.	Mr. Rinkesh Roy	07404080	Chairman (Non-Executive Non Independent Director)	3	NA
6.	Mr. Lalit Singvi	05335938	Non-Executive Non Independent Director	3	NA
7.	Mr. Manish Gupta	08567943	Non-Executive Non Independent Director	2	NA

8.	Mr. Karun Kant Dave	07358737	Non-Executive Non Independent Director	Nil	NA
9.	Mr. Amit Garg	00350413	Whole-Time Director	2	NA
10.	Mrs. Pooja Hemant Goyal	07813296	Non - Executive, Independent Woman Director	9	Yes
11.	Mr. Ashok Kumar Thakur	07573726	Non - Executive, Independent Director	9	Yes
12.	Mr. Sandeep Kumar Singh	02814440	Non - Executive, Independent Director	9	Yes
13.	Mr. Atul Kumar	09045002	Non - Executive, Independent Director	9	No

Notes:

1. Mr. Shantilal J Mehta, Mr. Nemichand J Mehta, Mr. Jayesh N. Mehta and Mr. Dinesh Jain resigned on October 11, 2024.
2. Mr. Rinkesh Roy, Mr. Lalit Singhvi, Mr. Manish Gupta and Mr. Karun Kant Dave appointed with effect from October 11, 2024.
3. Mr. Karun Kant Dave had tendered his resignation w.e.f. November 5, 2024.
4. Mr. Amit Garg appointed with effect from November 06, 2024.

The Sixteenth (16th) Annual General Meeting ('AGM') of the Company for the Financial Year 2023-24 was held on Monday, September 23, 2024 at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi

Mumbai – 400 703 and except Mr. Atul Kumar all other Directors of the Company were present during the AGM.

The Company had filed reclassification of Promoters & Promoter Group with National Stock Exchange of India Limited and BSE Limited under Regulation 31A (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on November 25, 2024.

Moreover, the Company has withdrawn the name of Late Sairabai J Mehta from the reclassification application as she ceased to be a part of promoter/promoter group as per Reg 31A (6) of the SEBI Listing Regulations due to her demise and completion of transmission process of shares.

The Company received the approval to its reclassification application from BSE Limited and National Stock Exchange of India Limited on April 11, 2025 and accordingly, its erstwhile promoters have now been reclassified as 'public'.

Number of other Directorships or Committees in which a Director is a member or Chairperson as on March 31, 2025:

Sr. No.	Name of Directors	No. of other Directorship ²	No. of Other Committee Membership in other Companies ¹	No. of Other Committee Chairmanship in other Companies
1.	Mr. Rinkesh Roy	2	0	0
2.	Mr. Lalit Singhvi	3	1	0
3.	Mr. Manish Gupta	1	0	0
4.	Mr. Amit Garg	0	0	0
5.	Mr. Ashok Kumar Thakur	3	2	2
6.	Mrs. Pooja H Goyal	1	0	0
7.	Mr. Sandeep Kumar Singh	3	1	0
8.	Mr. Atul Kumar	2	0	0

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

Names of other listed entities where the Director of the Company is a director and the category of directorship(s) as on March 31, 2025:

Sr. No.	Name of Director	Name of Listed entity(ies) in which he/she is a director	Category of Director
1.	Mr. Rinkesh Roy	JSW Infrastructure Limited	Joint Managing Director & CEO
2.	Mr. Lalit Singhvi	JSW Infrastructure Limited	Whole-time Director & & CFO
3.	Mr. Manish Gupta	NIL	NA
4.	Mr. Amit Garg	NIL	NA
5.	Mr. Ashok Kumar Thakur	1. H.G. Infra Engineering Limited 2. Choice International Limited	Non - Executive, Independent Director
6.	Mrs. Pooja Hemant Goyal	H.G. Infra Engineering Limited	Non - Executive, Independent Director
7.	Mr. Sandeep Kumar Singh	Choice International Limited	Non - Executive, Independent Director
8.	Mr. Atul Kumar	NIL	NA

Confirmation and Certification

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

Number of shares and convertible instruments held by Directors;

None of the Directors of the Company hold any shares or convertible instruments in the Company.

Compliances/Governance

- ✓ During the Financial Year 2024- 25, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- ✓ The Board periodically reviews the compliance reports of all laws applicable to the Company.
- ✓ For updates on the composition, terms and conditions of appointment of the Directors of the Company, please refer to the link <https://www.navkarcorp.com/investor-relations#corporate-governance> which is

available on the website of the Company <https://www.navkarcorp.com/>

Meeting of Independent Directors

During the year under review, three (3) meeting of the Independent Directors of the Company was held on April 30, 2024, October 07, 2024 and March 25, 2025 as required under Schedule IV to the Act (Code of Independent Directors) and Regulation 25(3) of the SEBI Listing Regulations. At their meeting held on March 25, 2025, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole including the Chairman of the Board after taking the views of Executive and Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors at their meeting held on October 07, 2024 approved the recommendation regarding Open Offer for acquisition of up to 39,134,988 fully paid-up equity shares having face value of ₹ 10 each ("Equity Shares"), representing 26.00% of the voting share capital (as defined in the letter of offer dated ("LOF"), of the Target Company ("Open Offer"), made by Acquirer and PAC pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

The Meetings were attended by all the Independent Directors as on that dates and Mrs. Pooja H. Goyal chaired the said Meetings.

Terms and Conditions of appointment of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment by the Members. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at <https://www.navkarcorp.com/investor-relations#corporate-governance>

Induction and Familiarisation Programme for Directors

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

Executive Directors including Independent Directors, Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc.

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company conducted familiarisation programme for its Independent Directors including review of industry outlook, regulatory updates at the Board and Audit Committee Meetings. The Directors are also regularly updated by sharing various useful reading material/newsletters relating to the Company's performance, operations, business highlights, developments in the industry etc.

The details of the familiarization programmes for Directors are available on the Company's website, viz. https://www.navkarcorp.com/upload_data/Files/familiarization-programmes-for-independent-directors.pdf

Appointment/Re-appointment of Directors

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

BOARD/COMMITTEE MEETINGS AND PROCEDURES

Parameters	Details										
Terms of reference for committees	<ul style="list-style-type: none"> ➤ Calendar of Reviews. ➤ Committee(s) charters in line with the regulatory requirements (Terms of reference of Board Committee(s) given below). 										
Committee constitution	<ul style="list-style-type: none"> ➤ Board committees are constituted after considering the applicable regulatory requirements and other aspects like specialised knowledge, experience, and expertise of respective members. 										
Details of meetings held during the year	<p>In FY 2024-25, there was 45 meetings of Board and Committee(s) thereof was held for discussion on specific agenda / issues</p> <table> <tr> <th>Meetings</th><th>Nos.</th></tr> <tr> <td>Board meetings</td><td>9</td></tr> <tr> <td>Committee meetings</td><td>33</td></tr> <tr> <td>Independent Directors' meeting</td><td>3</td></tr> <tr> <td>Total Board and committee (s) meetings</td><td>45</td></tr> </table>	Meetings	Nos.	Board meetings	9	Committee meetings	33	Independent Directors' meeting	3	Total Board and committee (s) meetings	45
Meetings	Nos.										
Board meetings	9										
Committee meetings	33										
Independent Directors' meeting	3										
Total Board and committee (s) meetings	45										

BOARD PROCEDURE:

Your Company's Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are well defined.

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

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

Agenda process:

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

agenda in the form of "Other Business" are included with the permission of the Chairman and with the consent of the majority of the Independent Directors present at the meeting.

Proceedings & Attendance:

Apart from the Board members, the CEO, CFO and Company Secretary also attend all the Board & Committee Meetings. The Statutory Auditors and Internal Auditors are also invited to present their reports whenever required. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee meetings, which are generally held prior to the Board Meeting. The Directors and the Committee Members are committed to devote sufficient time available to discharge their duties as Directors or Committee members. As a policy, every Director and Committee member is expected to attend all the meetings held in a calendar year, but in any case, to attend at least 50% of meetings each of Board and Committee meetings held in a calendar year.

During the period under review Nine (9) Board Meetings were convened and duly held on April 30, 2024, May 27, 2024, June 27, 2024, August 09, 2024, October 08, 2024, October 11, 2024, November 06, 2024, January 27, 2025 and March 25, 2025.

The intervening gap between two meetings were in accordance with the provisions of the Act read with relevant Rules made thereunder, Secretarial Standard-I issued by Institute of Company Secretaries of India and provisions of the SEBI Listing Regulations and relevant circulars/notifications issued by MCA and SEBI.

THE ROLE AND THE COMPOSITION OF BOARD COMMITTEES AS OF MARCH 31, 2025 ARE AS FOLLOWS:

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

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

1) AUDIT COMMITTEE

Regulatory reference	Date of meetings	Composition of the Committee as on March 31, 2025		
<ul style="list-style-type: none"> Section 177 of the Companies Act 2013 Regulation 18 of the SEBI Listing Regulations Board approved charter of the Audit Committee 	The Committee met 06 (six) times during the year under review on: <ul style="list-style-type: none"> April 30, 2024 August 09, 2024 October 08, 2024 October 11, 2024 January 27, 2024 March 25, 2025 The time gap between any two meetings were less than 120 days.	Sr. No.	Name	Designation
		1.	Mr. Ashok Kumar Thakur	Chairperson
		2.	Mrs. Pooja H Goyal	Member
		3.	Mr. Lalit Singhvi	Member

Ms. Deepa Gehani, Company Secretary & Compliance officer of the Company acts as the Secretary to the Audit Committee for all the 06 (six) meetings. The Statutory Auditor, Internal Auditor, Chief Financial officer, Chief Executive officer were invited to attend the Audit Committee Meetings to point out any observations they may have with regards to finance, accounting, operations and other allied matters. The Internal Auditor reports were duly placed before the Audit Committee.

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

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	6	6
2	Mrs. Pooja Hemant Goyal	6	6
3	Mr. Nemichand J Mehta	6	4
4	Mr. Lalit Singhvi	6	2

During the financial year 2024-25, pursuant to the Share Purchase Agreement dated June 27, 2024, there was a change in the control of the Company and the Audit Committee was reconstituted on October 11, 2024. Accordingly, Mr. Nemichand Mehta resigned and Mr. Lalit Singhvi appointed as a member of the Committee with effect from October 11, 2024.

Terms of reference:

A. The terms of reference of the Audit Committee, inter-alia, include:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report;

- 5 Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 6 Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
 - 7 Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8 Approval or any subsequent modification of transactions of the listed entity with related parties;
 - 9 Scrutiny of inter-corporate loans and investments;
 - 10 Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - 11 Evaluation of internal financial controls and risk management systems;
 - 12 Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14 Discussion with internal auditors of any significant findings and follow up there on;
 - 15 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - 16 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - 17 To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18 To review the functioning of the whistle blower mechanism;
 - 19 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - 20 Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - 21 Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - 22 Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- B. The audit committee shall mandatorily review the following information:**
- 1) Management discussion and analysis of financial condition and results of operations;
 - 2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - 3) Internal audit reports relating to internal control weaknesses;
 - 4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - 5) Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2) NOMINATION & REMUNERATION COMMITTEE

The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The

NRC assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior management remuneration arrangements to enable the recruitment, motivation and retention of senior management.

Regulatory reference	Date of meetings	Composition of the Committee as on March 31 st 2025		
<ul style="list-style-type: none"> Section 178 of the Companies Act, 2013 Regulation 19 of SEBI Listing Regulations Board Approved Charter of the NRC. 	The Committee met 06 (six) times during the year under review on: <ul style="list-style-type: none"> April 30, 2024 August 09, 2024 October 11, 2024 November 06, 2024 January 27, 2025 March 25, 2025 	Sr. No.	Name	Designation
		1	Mrs. Pooja H Goyal	Chairperson
		2	Mr. Ashok Kumar Thakur	Member
		3	Mr. Sandeep Kumar Singh	Member
		4	Mr. Atul Kumar	Member

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mrs. Pooja H Goyal	6	6
2	Mr. Ashok Kumar Thakur	6	6
3	Mr. Sandeep Kumar Singh	6	6
4	Mr. Atul Kumar	6	6

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

Terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (1A). For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on

the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- Use the services of an external agencies, if required;
 - Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - Devising a policy on diversity of board of directors;
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - Recommend to the board, all remuneration, in whatever form, payable to senior management.

3) STAKEHOLDERS RELATIONSHIP COMMITTEE

Regulatory reference	Date of meetings	Composition of the Committee as on March 31, 2025		
<ul style="list-style-type: none"> Section 178(5) of the Companies Act, 2013 Regulation 20 of SEBI Listing Regulations Board-approved charter of the SRC 	The Committee met 04 (four) times during the year under review on: <ul style="list-style-type: none"> April 30, 2024 August 09, 2024 October 08, 2024 January 27, 2025 	Sr. No.	Name	Designation
		1	Mr. Ashok Kumar Thakur	Chairperson
		2	Mrs. Pooja H Goyal	Member
		3	Mr. Sandeep Kumar Singh	Member
		4	Mr. Manish Gupta	Member

During the financial year 2024-25, pursuant to the Share Purchase Agreement dated June 27, 2024, there was a change in the control of the Company and the Stakeholder Relationship Committee was reconstituted on October 11, 2024. Accordingly, Mr. Shantilal Mehta resigned and Mr. Manish Gupta appointed as a member of the Committee with effect from October 11, 2024.

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	4	4
2	Mrs. Pooja Hemant Goyal	4	4
3	Mr. Shantilal J Mehta (resigned w.e.f. October 11, 2024)	4	3
4	Mr. Sandeep Kumar Singh	4	4
5	Mr. Manish Gupta (appointed w.e.f. October 11, 2024)	4	1

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

Complaints Received During the Financial Year 2024-25

Complaints Pending as on April 01, 2024	Complaints Received during the Year	Complaints Resolved during the Year	Complaints Unresolved as on March 31, 2025
Nil	1	1	Nil

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

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

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

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

4) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Regulatory reference	Date of meetings	Composition of the Committee as on March 31 st 2025		
<ul style="list-style-type: none"> Section 135 of the Companies Act, 2013 Companies (Corporate Social Responsibility Policy) Rules, 2014 Board-approved Charter of the CSR Committee 	1. April 30, 2024 2. August 08, 2024 3. January 27, 2025	Sr. No.	Name	Designation
		1	Mrs. Pooja H Goyal	Chairperson
		2	Mr. Sandeep Kumar Singh	Member
		3	Mr. Lalit Singhvi	Member
		4	Mr. Manish Gupta	Member

During the financial year 2024-25, pursuant to the Share Purchase Agreement dated June 27, 2024, there was a change in the control of the Company and the Corporate Social Responsibility Committee was reconstituted on October 11, 2024. Accordingly, Mr. Shantilal Mehta and Mr. Nemichand Mehta resigned and Mr. Manish Gupta and Mr. Lalit Singhvi were appointed as a member of the Committee with effect from October 11, 2024.

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

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mrs. Pooja H Goyal	3	3
2	Mr. Shantilal J. Mehta (resigned w.e.f. October 11, 2024)	3	3
3	Mr. Nemichand J. Mehta (resigned w.e.f. October 11, 2024)	2	2

4	Mr. Sandeep Kumar Singh	3	3
5	Mr. Manish Gupta (appointed w.e.f. October 11, 2024)	3	1
6	Mr. Lalit Singhvi (appointed w.e.f. October 11, 2024)	3	1

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

- (1) Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013.
- (2) Making recommendation on the amount of expenditure to be incurred on CSR activities.
- (3) Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company.
- (4) Other activities/ functions as provided under the applicable provisions of the Companies Act, 2013 and rules made thereunder. The terms of reference and powers of the Corporate Social Responsibility Committee also include all items listed under Section 135 of the Companies Act, 2013 and rules made thereunder.

5) RISK MANAGEMENT COMMITTEE

Regulatory reference	Date of meetings	Composition of the Committee as on March 31, 2025		
<ul style="list-style-type: none"> Regulation 21 of SEBI Listing Regulations Board-approved charter of the Risk Management Committee 	1. August 09, 2024 2. January 27, 2025	Sr. No.	Name	Designation
		1	Mr. Atul Kumar	Chairperson
		2	Mrs. Pooja H Goyal	Member
		3	Mr. Manish Gupta	Member

During the financial year 2024-25, pursuant to the Share Purchase Agreement dated June 27, 2024, there was a change in the control of the Company and the Risk Management Committee was reconstituted on October 11, 2024. Accordingly, Mr. Shantilal Mehta and Mr. Jayesh Mehta resigned and Mr. Manish Gupta was appointed as a member of the Committee with effect from October 11, 2024.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Atul Kumar	2	2
2	Mrs. Pooja H Goyal	2	2
3	Mr. Shantilal J. Mehta (resigned w.e.f. October 11, 2024)	2	1
4	Mr. Jayesh N. Mehta (resigned w.e.f. October 11, 2024)	2	1
5	Mr. Manish Gupta (appointed w.e.f. October 11, 2024)	2	1

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

- (1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the

company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

6) FINANCE & OPERATION COMMITTEE

Regulatory reference	Date of meetings	Composition of the Committee as on March 31, 2025		
<ul style="list-style-type: none"> Section 179 of the Companies Act, 2013 Board approved Charter 	The Committee met 12 times during the year under review on: <ul style="list-style-type: none"> April 04, 2024 May 07, 2024 May 27, 2024 July 03, 2024 July 25, 2024 September 27, 2024 October 10, 2024 October 14, 2024 November 06, 2024 November 23, 2024 December 18, 2024 January 30, 2025 	Sr. No.	Name	Designation
		1	Mr. Manish Gupta	Chairperson
		2	Mr. Lalit Singvi	Member
		3	Mr. Amit Garg	Member

During the financial year 2024-25, pursuant to the Share Purchase Agreement dated June 27, 2024, there was a change in the control of the Company and the Finance & Operation Committee was reconstituted on October 11, 2024. Accordingly, Mr. Jayesh N. Mehta, Mr. Shantilal J. Mehta, Nemichand J. Mehta and Mr. Dinesh Jain ceased to be a member of the Committee w.e.f. October 11, 2024 and Mr. Manish Gupta, Mr. Karun Kant Dave, Mr. Lalit Singvi were appointed. Further, Mr. Karun Dave ceased to be a member of the Committee w.e.f. November 06, 2024 on his resignation and Mr. Amit Garg was appointed as a member of the Committee.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Jayesh N. Mehta	12	7
2	Mr. Shantilal J. Mehta	12	7
3	Mr. Nemichand J. Mehta	12	7
4	Mr. Dinesh Jain	12	7
5	Mr. Manish Gupta	12	5
6	Mr. Lalit Singvi	12	5
7	Mr. Karun Kant Dave	12	1
8	Mr. Amit Garg	12	3

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

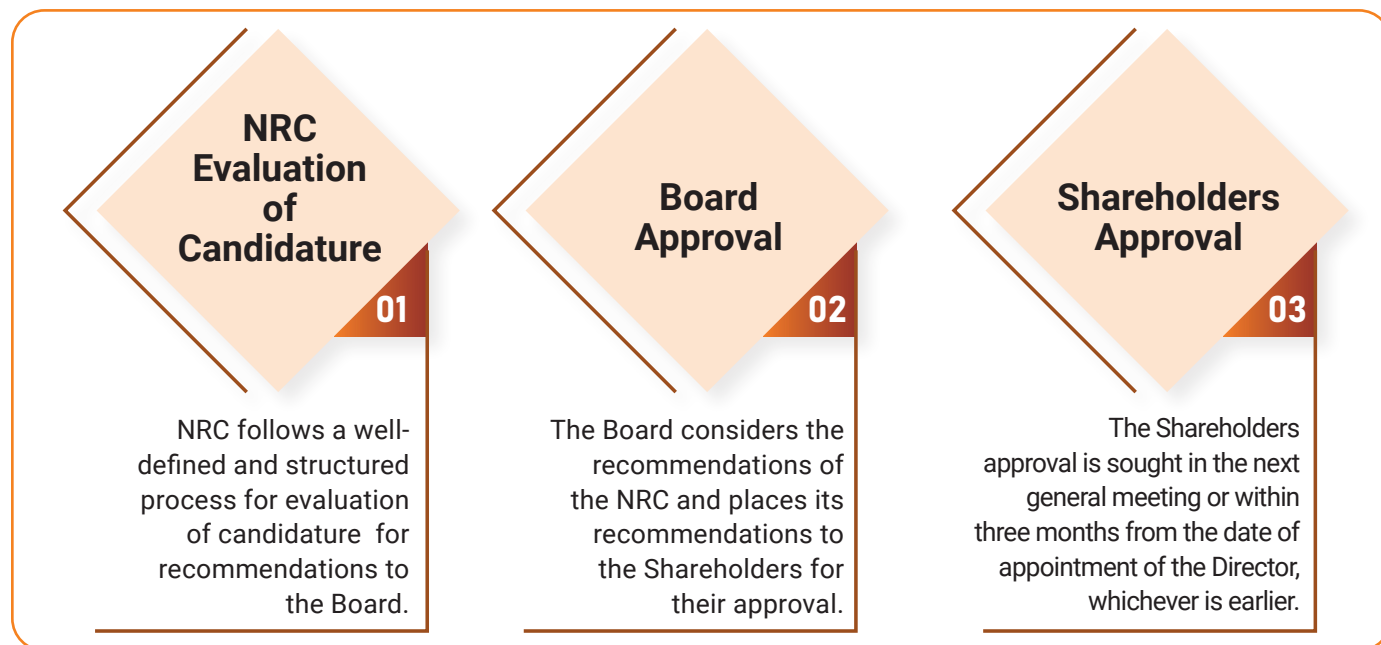
- (1) Authority to approve borrowing of the Company within the prescribed limit.
- (2) Execution & Signing of all the agreements, undertakings, applications, returns, papers etc. in respect of availing credit facility.
- (3) Authority to grant authorizations for Execution & Signing of all the agreements, undertakings, applications etc. required to be submitted with Government Departments/regulatory authorities/customers etc.
- (4) Authority to apply for bidding process and Execution & Signing of all the relevant documents.
- (5) Authority to approve day to day operational/ Business transactions.

COMPLIANCE OFFICER

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

PERFORMANCE EVALUATION OF BOARD AND COMMITTEES OF THE BOARD

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



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

Board of Directors

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

Criteria for Performance Evaluation of Independent Directors

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

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

Committees of the Board

The performance evaluation of Committees was carried out based on the degree of fulfillment of key responsibilities as outlined by the charter, adequacy of Committee composition, effectiveness of meetings, quality of deliberations at the meetings and information

provided to the Committees. The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE FINANCIAL YEAR

As on March 31st 2025, the Company has below SMPs as defined under the SEBI Listing Regulations. The details of SMPs are given hereunder:

Sr. No.	Senior Management	Designation
1	Mr. Arun Sharma	Chief Executive Officer
2	Mr. Sabyasachi Mukherjee	Chief Financial Officer
3	Ms. Deepa Gehani	Company Secretary & Compliance Officer
4	Mr. Yogesh Jain	Assistant Vice President-Commercial
5	Mr. Satish Sharma	General Manager-Accounts & Finance
6	Mr. Arvind Jain	Senior General Manager-Accounts
7	Mr. Ashok Devadiga	Chief Human Resource Officer
8	Mr. Amit Gandhi	AVP - Yard Operation

During the Financial Year 2024-2025, Mr. Rajendra Mehta resigned as Vice-President on October 11, 2024.

The appointment/promotions/remuneration of the SMPs are recommended by the NRC and approved by the Board. Further, the NRC and the Board also notes the cessation/resignations/retirement of SMPs.

REMUNERATION TO DIRECTORS

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

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending Meetings of the Company.

b) Criteria of making payments to Non-Executive Directors

The Board of Directors have devised Nomination and Remuneration Policy in accordance with Section 178 (3) and (4) of the Companies Act, 2013 which consists criteria for determining qualifications, positive attributes and independence of a director and remuneration for the Directors, key managerial personnel and other employees and the other disclosures required to be made under SEBI Listing Regulations . Further Nomination and Remuneration Committee adheres to the terms and conditions of the policy while approving the remuneration payable. Nomination and Remuneration Policy is available on our website viz: <https://www.navkarcorp.com/investor-relations#corporate-governance>

c) Disclosures with respect to remuneration

Non-Executive Directors

Non-Executive Independent Directors are entitled for the sitting fees for attending the meetings of the Board and Committees. The remuneration paid to Non-Executive Independent Directors during the Financial Year 2024-25 are as under:

S. No.	Name of Director	Sitting fees / for attending the Board/ Committee Meetings paid for the Financial Year 2024-25 (₹ in Lakhs)
1	Mr. Ashok Kumar Thakur	9
2	Mrs. Pooja H Goyal	9
3	Mr. Sandeep Kumar Singh	9
4	Mr. Atul Kumar	9
Total		36

Executive Directors

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

The details of remuneration paid/payable to the Managing Director and Whole-time Directors during the Financial Year 2024-25 are as under:

S. No.	Particulars	Name of Directors (₹ in Lakhs)				
		Mr. Shantilal J Mehta*	Mr. Nemichand J Mehta*	Mr. Jayesh N. Mehta*	Mr. Dinesh Jain*	Mr. Amit Garg
1	Remuneration (Salary, Allowance, Perquisites etc.)	82.75	82.75	48.96	80.18	110.08
	Total (A)	82.75	82.75	48.96	80.18	110.08
2	Value of Stock Options	-	-	-	-	-
3	Others (Retirals)	-	-	-	-	-
	Total (B)	-	-	-	-	-
	Total (A+B)	82.75	82.75	48.96	80.18	110.08

*Remuneration includes Gratuity and leave encashment.

Service Contracts, Notice Period, Severance Fees

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

4. GENERAL BODY MEETINGS

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

Sr. No.	Year	Particulars of Meeting	Date & Time	Location	Special Resolution passed, if any
1.	2023-24	16 th AGM	Monday, September 23, 2024	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (One) To re-appoint Mr. Nemichand J Mehta (DIN: 01131811), as Whole-Time Director of the Company
2.	2022-23	15 th AGM	Thursday, August 10, 2023 At 10:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (Five) 1. To re-appoint Mr. Shantilal J. Mehta (DIN 00134162), as Chairman and Managing Director of the Company. 2. To approve change in designation of Mr. Jayesh N. Mehta (DIN: 00510313) from Non-Executive Non- Independent Director to Executive Whole Time Director of the Company. 3. To appoint Mr. Dinesh Mohanlal Jain (DIN: 10043560), as Whole Time Director of the Company. 4. To appoint Mr. Atul Kumar (DIN: 09045002), as an Independent Director of the Company. 5. To re-appoint Mr. Sandeep K. Singh (DIN: 02814440), as an Independent Director of the Company.
3.	2021-22	14 th AGM	Wednesday, September 07, 2022 At 10:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (Two) 1. To re-appoint Mrs. Pooja Hemant Goyal (DIN 07813296), as an Independent Director of the company. 2. Sale of Business Undertaking on a Slump Sale basis.

B. Postal Ballot during the FY 2024-25

During the financial year 2024-25, following resolutions have been passed through Postal Ballot on December 13, 2024. Further, no special resolution is being proposed to be passed through Postal Ballot.

Sr.No.	Particulars
1.	Appointment of Mr. Rinkesh Roy (DIN:07404080), as a Chairman (Non-Executive & Non-Independent Director) of the Company.
2.	Appointment of Mr. Lalit Singhvi (DIN:05335938), as a Non-Executive & Non-Independent Director of the Company.
3.	Appointment of Mr. Manish Gupta (DIN:08567943), as a Non-Executive & Non-Independent Director of the Company
4.	Appointment of Mr. Amit Garg (DIN: 00350413), as a Director

5.	Appointment of Mr. Amit Garg (DIN: 00350413), as a Whole-Time Director and Approval of the Terms of Remuneration Thereof
6.	Approval for Shifting of the Registered Office of the Company outside the Local Limits but within the same Jurisdiction of Registrar of Companies

C. Extraordinary General Meetings:

During the financial year 2024-25, no Extraordinary General Meeting(s) were conducted by the Company. None of the special business proposed to be transacted in the Annual General Meeting Notice is required to be conducted through postal ballot.

MEANS OF COMMUNICATION

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

5. GENERAL SHAREHOLDER INFORMATION

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

Sr. No	Particulars	Description
a	AGM Date	July 08, 2025
b	Financial Year	2024-25
c	Time	11:00 AM
d	Venue	In accordance with the General Circular issued by the MCA on May 5, 2020, the AGM will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
e	Registered Office	Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026
f	Corporate Office	13 th Floor, Goodwill Infinity, Plot No. E/3A, Sector - 12, Kharghar, Navi Mumbai - 410210
g	Plant Location	1) Ajivali CFS I: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH - 4, Panvel, Maharashtra - 410206. 2) Ajivali CFS II: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH - 4, Panvel, Maharashtra - 410206. 3) Somathane CFS: Survey No. 89/93/95/97, Somathane Village, Kon-Savla Road, Taluka Panvel, Maharashtra - 410206. 4) Morbi ICD: Survey No 247/P1, 247P1/P1, 247/P2, 251/P1, 251/P2 and 254 of Village, Vadharva, Taluka Maliya District Morbi, Gujarat, PIN-363670
h	Financial Year	The Company's financial year begins on April 01 st and ends on March 31 st every year.
i	Book Closure Date	July 02, 2025 to July 08, 2025
j	Dividend	No dividend has been declared by the Company; as such, the same is not applicable.
k	Name of Stock Exchanges where the shares are listed	BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (E) Mumbai- 400051
l	Stock code:	NSE: NAVKARCORP BSE: 539332
m	ISIN No.	ISIN: INE278M01019
n	Registrar to the issue and Share Transfer Agents	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186270 Fax: 022-49186060 E-mail: rnt.helpdesk@in.mpms.mufig.com Website: www.in.mpms.mufig.com

o	Address of correspondence:	<p>Enquiries, if any, relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, loss of share certificates etc., should be addressed to:</p> <p>MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186270 Fax: 022-49186060 E-mail: rnt.helpdesk@in.mpms.mufg.com (OR) directly to the Company to:</p> <p>The Company Secretary and Compliance Officer Navkar Corporation Limited Registered Office: Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Dr Deshmukh Marg, Mumbai, Mumbai, Maharashtra, India, 400026 Corporate Office: 13th Floor, Goodwill Infinity, Plot No. E/3A, Sector -12, Kharghar, Navi Mumbai - 410210 Tel: 022-48006500 Fax: 022-48006509 E-mail: cs@navkarcorp.com</p>
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p) Listing fees have been paid to BSE Limited and National Stock Exchange of India Ltd. for the Financial Year 2025-26.

q) Market Price Data:

The Monthly high and low prices of your Company's share at BSE and NSE during the financial year 2024-25:

Period	BSE		Period	NSE	
	High	Low		High	Low
	₹	₹		₹	₹
Apr-24	112.50	94.04	Apr-24	112.50	93.40
May-24	108.50	94.95	May-24	108.50	95.15
Jun-24	124.79	77.62	Jun-24	122.00	77.65
Jul-24	156.90	107.95	Jul-24	156.99	107.75
Aug-24	163.95	125.00	Aug-24	164.40	129.48
Sep-24	158.45	127.50	Sep-24	156.90	128.10
Oct-24	140.00	109.00	Oct-24	140.00	108.65
Nov-24	151.15	123.05	Nov-24	151.20	123.11
Dec-24	176.30	146.85	Dec-24	176.43	147.00
Jan-25	169.15	118.25	Jan-25	169.45	117.63
Feb-25	128.65	92.85	Feb-25	128.70	92.61
Mar-25	109.89	87.70	Mar-25	109.80	88.00

Stock Performance in comparison to broad based indices BSE Sensex and Nifty

Period	BSE Sensex		Nifty	
	Closing Price (BSE)	BSE Sensex	Closing price (NSE)	Nifty
	₹	₹	₹	₹
Apr-24	107.31	74,482.78	106.20	22,604.85
May-24	99.00	73,961.31	98.20	22530.70
Jun-24	111.62	79,032.73	111.70	24,010.60
Jul-24	143.35	81,741.34	143.68	24,951.15
Aug-24	150.30	82,365.77	149.71	25235.90
Sep-24	130.55	84,299.78	130.25	25,810.85
Oct-24	135.40	79,389.06	135.46	24,205.35
Nov-24	149.80	79,802.79	149.61	24,131.10
Dec-24	165.60	78,139.01	165.41	23,644.80
Jan-25	123.20	77,500.57	123.20	23,508.40
Feb-25	93.80	73,198.10	93.64	22124.70
Mar-25	102.99	77,414.92	103.09	23,519.35

r) **Share Transfer System:**

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

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

s) **Distribution of Shareholding as on March 31, 2025**

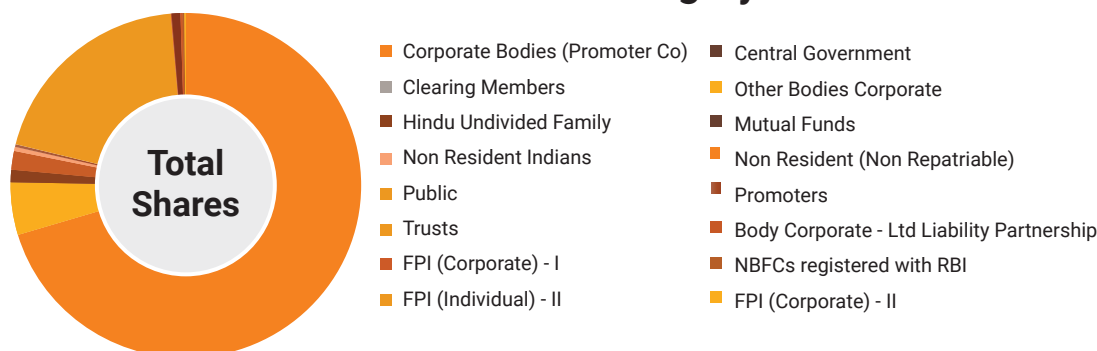
SR. NO.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES	PERCENTAGE OF TOTAL
1	1	to	500	47300	84.03	5599023	3.7198
2	501	to	1000	4365	7.75	3444831	2.2886
3	1001	to	2000	2238	3.98	3335461	2.2160
4	2001	to	3000	747	1.33	1908613	1.2680

SR. NO.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES	PERCENTAGE OF TOTAL
5	3001	to	4000	351	0.62	1257876	0.8357
6	4001	to	5000	344	0.61	1630862	1.0835
7	5001	to	10000	495	0.88	3668985	2.4376
8	10001	to	*****	449	0.80	129673530	86.1508
Total				56289	100	150519181	100

t) **Category of Shareholders as on March 31, 2025**

Category	Total Holders	Total Shares	Percentage
Corporate Bodies (Promoter Co)	1	105920974	70.3704
Central Government	1	500	0.0003
Clearing Members	4	1932	0.0013
Other Bodies Corporate	367	7405018	4.9197
Hindu Undivided Family	1593	1756379	1.1669
Mutual Funds	3	2636708	1.7517
Non Resident Indians	518	573107	0.3808
Non Resident (Non Repatriable)	366	378877	0.2517
Public	53367	29779828	19.7847
Promoters	2	120000	0.0797
Trusts	1	2576	0.0017
Body Corporate - Ltd Liability Partnership	45	1198820	0.7965
FPI (Corporate) - I	14	307689	0.2044
NBFCs registered with RBI	3	248387	0.165
FPI (Individual) - II	1	200	0.0001
FPI (Corporate) - II	3	188186	0.125
TOTAL :	56289	150519181	100

Shareholder Category



u) Bifurcation of shares held in physical and demat form as on March 31, 2025

Particulars	No. of Shares	Percentage (%)
Physical Segment		
Physical Shares	2	0.00%
Demat Segment		
NSDL (A)	12,78,59,018/-	84.95%
CDSL (B)	2,26,60,161/-	15.05%
Total (A+B)	150519179	100%
Total	150519181	100%

v) Dematerialization of Shares

As on March 31, 2025, 99.99% of the paid-up Equity Share Capital of the Company was held in dematerialised form and available for trading in the dematerialised form under both the depositories' viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The requisite fees were duly paid to the depositories.

The Company has also appointed MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) as the connectivity agent to provide electronic connectivity interface with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for securities of the Company.

There are no shares in demat suspense account or unclaimed suspense account as on March 31, 2025.

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

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

x) Disclosure of commodity price risks and commodity hedging activities

During the financial year 2024-25, Company is not involved into any activity relating to Commodity price risk and commodity hedging activities.

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

During the financial year 2024-25, Company has not raised money through Preferential Allotment or Qualified Institutions and there is no amount unspent as per Regulation 32 (7A) of the SEBI Listing Regulations.

z) Credit Rating

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

6. OTHER DISCLOSURES:

a) Code of Conduct

The Company has laid down Code of Conduct for the Directors, Senior Management personnel and other employees. The Code is hosted on the website of the company at https://www.navkarcorp.com/upload_data/Files/code-of-conduct.pdf

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

b) Code of Conduct for Prohibition of Insider Trading

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

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

Code is hosted on the website of the Company at https://www.navkarcorp.com/upload_data/Files/code-of-conduct-for-prevention-of-insider-trading.pdf

c) Secretarial Audit

M/s. Mehta & Mehta, Practicing Company Secretaries has conducted a Secretarial Audit of the Company for FY 2024-25. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, its Memorandum and Articles of Association, SEBI Listing Regulations and other applicable Regulations. The Secretarial Audit Report forms part of the Board's Report.

In accordance with the SEBI Circular dated February 8, 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. Mehta & Mehta Associates, Practicing Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2025.

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

d) Related party transactions

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

- (a) Related Party Transactions are placed before the Audit Committee for review and approval. Annual omnibus approval is obtained for transactions which are of repetitive nature and / or entered in the ordinary course of business.
- (b) All the related party transactions entered into by the Company, during the financial year, were in its ordinary course of business and

on an arm's length basis. Further, there are no material related party transactions entered by the Company.

- (c) The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. The Policy on Related Party Transactions & Materiality is hosted on the website of the Company at https://www.navkarcorp.com/upload_data/Files/rpt-policy.pdf

e) Details of Non-Compliance

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

f) Whistle Blower Policy & Vigil Mechanism

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

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

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

personnel of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy & Vigil Mechanism is hosted on the website of the Company at https://www.navkarcorp.com/upload_data/Files/vigil-mechanism-or-whistle-blower-policy.pdf

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

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

Adoption of Non-mandatory requirement:

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

h) Web Link:

Sr. No.	Requirement	Website Link
1	Policy for determining 'material' subsidiaries	The company does not have any subsidiary. Hence, formation of material subsidiary policy is not applicable to the company.
2	Policy on dealing with related party transactions	https://www.navkarcorp.com/upload_data/Files/rpt-policy.pdf

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

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

j) Recommendations of the Committees

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

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

The total fees paid by the Company to M/s Uttam Abuwala Ghosh & Associates, Statutory Auditors of the Company is ₹ 37.89 Lacs /- (Rupees Thirty Seven Lacs Eighty Nine Thousand Only).

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

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

During the financial year 2024-25, the Company has not received any complaint of Sexual Harassment.

m) Details of Non-Compliance of Corporate Governance Report

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

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

i) The Board: The Chairman of the Company is a Non-Executive Non-Independent Director.

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

iii) Modified opinion(s) in Audit Report: For the Financial Year ended March 31, 2024, the Independent Auditors have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements.

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

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

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

p) Non-Resident shareholders

Non-resident shareholders are requested to immediately notify:

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

q) Updation of shareholders details

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

r) Nomination of shares

Section 72 of the Companies Act, 2013 extends nomination facility to individuals holding shares in physical form in companies. Shareholders, in particular, those holding shares in single name,

may avail of the above facility by furnishing the particulars of their nominations in the prescribed Form No. SH-13 annexed to this report or download the same from the Company's website.

s) Email Id registration

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to Company like Notice and Outcome of Board Meetings, Dividend credit intimations, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses. The Company periodically sends reminder to all those shareholders who haven't registered their email address or wish to change the same. The shareholders willing to register their email address can write to their respective Depository Participant or Company's Registrar and Share Transfer Agent, as the case may be.

t) SEBI Complaints Redress System (SCORES)

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

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

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

u) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested' by name and amount.

During the year under review, the Company has not granted any loans or advances in the nature of loans to firms/ companies in which directors are interested.

v) A declaration to be made that the securities of the company have not been suspended from trading during the financial year.

During the financial year the securities of the company have not been suspended from trading.

DECLARATION

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' for financial year 2024-25.

For Navkar Corporation Limited

Arun Sharma
Chief Executive Officer

Place: Navi Mumbai
Date : April 25, 2025

CERTIFICATE FROM THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Navkar Corporation Limited

- A. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief, we state that:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and there have been no deficiencies in the design or operation of such internal controls of which we are aware.
- D. We have indicated to the auditors and the Audit Committee that there were:
- i. no significant change in internal control over financial reporting during the year;
 - ii. no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Navkar Corporation Limited

Arun Sharma
Chief Executive Officer

Sabyasachi Mukherjee
Chief Financial Officer

Place: Navi Mumbai
Date : April 25, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

NAVKAR CORPORATION LIMITED

Jindal Mansion, 5A, Dr. G.
Deshmukh Marg, Mumbai,
Maharashtra, India, 400026

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Navkar Corporation Limited** having **CIN L63000MH2008PLC187146** and having registered office at Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Dr Deshmukh Marg, Mumbai, Mumbai, Maharashtra, India, 400026 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	RINKESH ROY	07404080	11/10/2024
2	LALIT CHANDANMAL SINGHVI	05335938	11/10/2024
3	MANISH GUPTA	08567943	11/10/2024
4	SANDEEP SINGH KUMAR	02814440	23/08/2018
5	ASHOK KUMAR THAKUR	07573726	25/01/2017
6	POOJA HEMANT GOYAL	07813296	14/12/2017
7	AMIT GARG	00350413	13/12/2024
8	ATUL KUMAR	09045002	29/05/2023

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

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

Ashwini Inamdar

FCS No: 9409

CP No: 11226

UDIN: F009409G000200743

PR No.: 3686/2023

Place: Mumbai

Date: 25/04/2025

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Navkar Corporation Limited
Jindal Mansion, 5A, Dr. G.
Deshmukh Marg, Mumbai,
Maharashtra, India, 400026

We have examined the compliance of conditions of Corporate Governance by **Navkar Corporation Limited** (hereinafter referred as "Company") for the financial year ended March 31, 2025 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

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

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

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

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

Ashwini Inamdar
Partner

Place: Mumbai
Date: 25/04/2025

UDIN: F009409G000200710
FCS No: 9409
CP No.: 11226
PR No.: 3686/2023

SECRETARIAL COMPLIANCE REPORT OF NAVKAR CORPORATION LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Navkar Corporation Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the Company);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the Company);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:
 - (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned).	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

- (c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standard The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	YES	-
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	-
5.	To examine details related to Subsidiaries of listed entities: <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	<i>During the period under review there were no material subsidiaries of the Company.</i>
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	-
8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	YES	-

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	<i>During the period under review there were no actions taken by SEBI of Stock Exchanges.</i>
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	-
13.	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	NA	<i>There were no non-compliances.</i>

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

Ashwini Inamdar
Partner

Place: Mumbai
Date: 25-04-2025

UDIN: F009409G000200688
FCS No: 9409
CP No.: 11226
PR No.: 3686/2023

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

To,
Navkar Corporation Limited
Jindal Mansion, 5A, Dr. G.
Deshmukh Marg, Dr Deshmukh
Marg, Mumbai,
Maharashtra, India, 400026

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

- 1) Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same.
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
- 5) The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
- 6) As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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

Ashwini Inamdar
Partner

Place: Mumbai
Date: 25-04-2025
UDIN: FOO9409G000200688

FCS No: 9406
CP No.: 11226
PR No.: 3686/2023

MANAGEMENT DISCUSSION AND ANALYSIS



Management Discussion and Analysis

The logistics industry plays a vital role in the dynamic economic landscape of India by enabling the efficient movement of goods and services throughout the country's large territory. As India strives to realise its ambitious economic goals, efficient management of its logistics sector emerges as a pressing imperative. Given its pivotal role in supporting various industries, from manufacturing to agriculture and e-commerce, the logistics sector faces a myriad of challenges, and offers a number of opportunities.

The Indian logistics sector is one of the largest in the world and presents a huge addressable opportunity. The sector is critical for the country's economic growth as it connects various elements of the economy and consists of transportation, warehousing and other supply chain solutions ranging from suppliers to end customers.

INDUSTRY OVERVIEW & TRENDS

GLOBAL ECONOMY

The global economy has demonstrated unprecedented resilience in meeting supply economic upheaval in 2023-24 caused by cataclysmic geopolitical events in the form of the continuing conflicts between Russia & Ukraine and the Israel Palestinian was culminating in the Red Sea Crisis. Global growth is projected by the World Bank to hold steady at 2.7% whereas India's growth rate projection remained at 6.7% up by 0.2% over the previous year. As per the January report of World bank predicted the world economy to settle below pre COVID era. However, with imposition of Tariffs by USA the new normal is shifting its base. Countries that collectively account for more than 80% of the world's population and global GDP would still be growing more slowly than they did in the decade before COVID-19. Several factors contribute to this tepid forecast, Tariff war, high central bank policy rates, withdrawal of fiscal support, high debt levels, slowing down economic activity, low productivity growth and wars across various geography. Conversely many parts of the world are on the other hand, most of the regions are seeing a better than expected response to tight monetary policy manifested by reduction in inflation, also supported by resolution of supply side issues. Global headline inflation continued to recede last year amid easing energy and food prices, healing supply chains, and the lagged effects of tight monetary policy stances (figure 1.5.A). As a result, headline inflation by

late 2024 was at or below target in over 60 percent of economies and remained only slightly above target elsewhere. Global inflation is expected to moderate to 2.7% in 2026, however many central banks are expected to remain cautious in lowering policy interest rates.

IMF predicts slow global recovery on account of regional divergences. The Red Sea crisis, Tariff imposition has complicated and destabilized global supply chains which will get manifested in the 2025-26 period. Increased shipping and insurance costs coupled with longer lead times will contribute to this disruption and squeeze earnings further.

Ongoing trade disturbances, geo-economic disruptions, escalating geopolitical tensions, extreme climate change, and uncertain financial scenarios continue to pose risks affecting growth in trade and commerce.

This disruption and realignment provides a strategic opportunity for challengers like India to increase their share of the pie thereby boosting economic growth.

OVERVIEW OF THE INDIAN ECONOMY

The Indian economy is a bright spot in this generally dismal scenario caused by the global disruptions. The economy has a positive outlook for coming years and is poised to be the fastest growing amongst the major economies globally. Various sources place the growth rate of Indian economy between 6.2% and 6.5% with the IMF indicating that India's economic growth forecast for the current year has been reduced to 6.2 percent poised to increase to 6.5% in FY 26. The improvement in the growth estimate is attributed to the robust economic performance of the country, domestic demand and investment, is expected to continue driving growth of the economy. Indian economy has been strong in 2023, with substantially higher levels of capital formation enabling growth. In India, growth is expected to decelerate to 6.5 percent in fiscal year (FY) 2024/25 (April 2024 to March 2025) from 8.2 percent in FY2023/24, reflecting a slowdown in investment and weak manufacturing growth. However, services activity has been steady, while growth in the agricultural sector has recovered. Private consumption growth has remained resilient, primarily driven by improved rural incomes accompanied by a recovery of agricultural output. In contrast, higher inflation and slower credit growth have curbed consumption in urban areas

However, private sector investment has been inadequate in spite of sustained implicit and explicit incentives from the government. Aggregate decline in participation of Foreign Direct Investment has also impacted the overall capital investments. The economy however is poised to grow backed by the services and financial sectors. Going forward, Government should prioritise reforms in the areas of learning and development, skilling of workforce, energy security, health and wellness, women's participation in the workforce and promotion of small businesses especially in the manufacturing industries to improve our growth prospects.

The phenomenal increase in the National Highways and Indian Railways networks is a key driver of growth in the economy. This phenomenal development enhances accessibility to the remote parts of the country thereby improving national connectivity. The investment in infrastructure entailed by this development has created numerous employment opportunities thereby propelling economic growth.

OVERVIEW OF THE INDIAN LOGISTICS INDUSTRY

The Indian logistics industry is on the cusp of a giant leap forward, annual growth is expected to be in the range of 8.0% to 9.0% in the next decade. This growth will be propelled by new age businesses, drawing heavily on contemporary technology. Government intervention by way of industry friendly policies, support to advancement of requisite technologies and rapid infrastructure creation will be an enabler in this growth journey. We can already see evidence of this rapid growth with the advent of the physical and technological infrastructure to sustain road, rail, sea and air transportation, contemporary warehousing and peripheral services like freight forwarding, new age solutions and technological support forming the entire spectrum of activities. The industry has transformed to encompass hitherto unexplored activities like predictive planning, analytics, value-added services comprehensive, customized and complex multimodal supply chain solutions, amongst others.

It is noteworthy that despite advancements, logistics costs in India remain high at 14% of GDP as compared to middle and low single digits in developed countries. Initiatives like Gati-Shakti programme, coupled with the major activity in infrastructure development and technology adoption is improving the efficiencies and economies in this sector Customized and integrated solutions encompassing multimodal transportation and warehousing services along with other peripheral services

are essential offerings in this evolving landscape.

KEY GOVERNMENT INITIATIVES

Higher cost of logistics in India is driven by inefficiencies inherent to the industry in India. For example road transportation accounts for nearly 70% of goods moved, while rail, ocean, and air account for the balance 30%. In the last few years the Indian Government has taken cognizance of these factors and launched several initiatives to foster industry wide efficiencies.

- 1. National Logistics Policy:** The National Logistics Policy seeks to bring about a paradigm shift across the logistics landscape and enable reduction of logistics costs by half to benchmark levels by 2030. The policy envisions a Digital Integration System, ULIP, Comprehensive Logistics Action Plan, and Ease of Logistics Services, among other initiatives to achieve this task. The policy is supported by 13 State Logistics Policies diversifying and customizing policy frameworks to suit their specific needs.
- 2. Logistics Efficiency Enhancement Programme (LEEP):** LEEP is designed to improve freight transport efficiency. Associated cost, transportation time, and logistics practices like goods transferring and tracking through infrastructure technology and process interventions.
- 3. PM Gati Shakti Scheme:** The PM Gati Shakti Scheme was launched by the Government of India in 2021 with the purpose of creating a world-class, seamless multi-modal transport network in India. It will incorporate the infrastructure schemes of various Ministries and State Governments, Economic Zones to improve connectivity & make Indian businesses more competitive. It will also leverage technology extensively including spatial planning tools with ISRO and imagery developed by Bhaskaracharya National Institute for Space Applications and Geoinformatics.
- 4. Dedicated Freight Corridors:** This project involves the construction of the Eastern and Western Dedicated Railway Freight Corridors (DFCs), having a cumulative length of over 3,000 km. Dedicated Freight Corridor (DFC) project was conceived in 2005 and two DFCs, namely Eastern DFC (EDFC) and Western DFC (WDFC) were approved by Cabinet in 2008. The aim is to reduce overall logistics cost by increasing speed, optimizing capacity, and providing seamless connectivity with ports for expediting movement with efficiency. The end objective is to decongest high

density rail routes and facilitate shift from road to rail and coastal shipping

5. **Sagarmala Programme:** Sagarmala seeks to enhance the performance of the logistics sector by reducing logistics costs for both domestic and international trade. By leveraging coastal and waterway transportation, the program aims to minimize the need for extensive infrastructure investments, thus making logistics more efficient and improving the competitiveness of Indian exports. 839 projects, calling for investment of nearly Rs. 5.8 lakh crores, are aimed to be undertaken for implementation under the Sagarmala Programme, out of which, 241 projects worth Rs.1.22 lakh crores have been completed.
6. **Bharat Mala Pariyojana:** The Bharatmala Pariyojana envisages development of about 26,000 km length of Economic Corridors, which along with Golden Quadrilateral (GQ) and North-South and East-West (NS-EW) Corridors are expected to carry majority of the Freight Traffic on roads. Further, about 8,000 km of Inter Corridors and about 7,500 km of Feeder Routes have been identified for improving effectiveness of Economic Corridors, GQ and NS-EW Corridors. The programme envisages development of Ring Roads / bypasses and elevated corridors to decongest the traffic passing through cities and enhance logistic efficiency. As of December 2023, 76% of the planned length, equivalent to 26,418 km, was awarded for construction, and approximately 15,549 km was completed. Completion of the project is expected by 2026.

COMPANY OVERVIEW

Navkar Corporation Limited (hereinafter referred to as 'the Company', 'Navkar') is one of India's fastest Integrated Logistics Services Providers having capabilities across Container Freight Stations (CFS) & Inland Container Depots (ICD), Rail Terminals (PFT), Container Train Operations (CTO), Warehousing and other supporting Logistics Solutions. The Company provides comprehensive, customised, technology-enabled logistics solutions at a transactional or strategic level to meet customer specific requirements. Our strength lies in our wide bouquet of offerings enabled by our extensive network of strategically located facilities and our transportation network integrating as a vast hub and spoke model designed to empower customers in enhancing the productivity of their supply chain.

Our solutions seamlessly integrate multiple modes of logistics deploying industry-leading technology, infrastructure, processes, and human resources.

We operate in four distinct yet interwoven business streams, viz. Container Freight Station Operations, Inland Container Depot Operations, Container Train Operator Operations and Private Freight terminal Operations.

Our network consists of 3 CFSs in the vicinity of Nhava Sheva Port, 1 ICD in the hinterland of Saurashtra at Morbi served through Mundra and Kandla Ports, 2 PFTs, one adjacent to our CFS at Somathane and one adjacent to our ICD at Morbi, assorted bonded warehousing, general warehousing and transportation assets at all our facilities, and 8 owned container rakes.

We serve Indian and Multinational companies across a multitude of sectors, including Manufacturing, Automotive, Chemicals and Fertilizers, Consumer Goods, Retail, Commodities, Paper, Iron & Steel, Non Ferrous Metals, Tiles, Petrochemicals, Agri-commodities amongst other industries.

BUSINESS STREAMS

Navkar operates in four distinct business streams, each with dedicated operations supported by business functions, viz. sales & marketing, operations, human resources, information technology and finance. Our marketing strategy focusses on offering customers the flexibility to choose between standalone and integrated solutions across the business streams to meet the exact demands of their business.

1. **Container Freight Stations:** Navkar Corporation Ltd. owns three **Container Freight Stations (CFSs)** serving the gateway port of Nhava-Sheva. Our CFSs handle import and export containers, offering customs clearance services and also offer a variety of value additions for our customers. We own contemporary cargo and container handling, dedicated warehouses to meet customer needs, and container stacking yards. We provide end-to-end cargo and container services, including parking and repair facilities.
2. **Inland Container Depot & Multi Modal Logistics Parks:** Navkar Corporation Ltd. owns one **Inland Container Depot (ICD)** at Vadharva. The ICD is part of the **Multimodal Logistics Park** offering Warehousing (Domestic and Bonded), Multi Modal Transportation, Storage yard for empty and laden containers and

storage and handling of various types of cargo ranging from bulk, block, palletized, liquid, Hazardous and Reefer cargos.

3. Private Freight Terminals: Navkar Corporation Ltd. operates two **Private Freight Terminals (PFTs)** i.e. private railway terminals for handling Freight Trains. These terminals are to serve MMR (Mumbai Metropolitan Region) located at Somathane (Panvel) and to serve Saurashtra & Kutch regions of Gujarat with focus on Morbi located at Vadharva (Morbi). Our Rail Terminals are capable to handle all types of cargo trains ranging from trains for Steel cargo, Bulk cargo, Bagged cargo, Containerized cargo and Automobiles.

4. Container Train Operator: Navkar Corporation Ltd. Owns Category 1 License issued by Indian Railway for operation of Container train on Indian Railway Network on PAN INDIA Basis. We own 8 container trains in addition to operations of rake on lease basis time to time. Our rakes are deployed on EXIM and domestic circuit and giving regular service across Ports and Industrial centers.

SEGMENT-WISE PERFORMANCE

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

OUTLOOK

India's GDP growth in FY 2025-26 is likely to be impacted by various factors like US tariff, inflation, reduced participation from Private Sector and Foreign Direct Investors in the India growth story, tight monetary policy and a continuing unstable financial outlook. Amid this scenario, the GDP growth is likely to be around 6.5% for this fiscal. The Annual budget is a balanced response by the Government to the projected 6.5% GDP growth rate for FY 2025-26. The continuation in robust investments in the infrastructure sector by Government of India and the push for agricultural productivity, skilling and employment generation and Research & Development in the budget will support the onward growth of the economy.

OPPORTUNITY

- Leveraging technology, along with Third Party Logistics Services.
- For the Indian economy, the logistics sector plays an important role. The large Indian populace is a sector for consumption of goods that are procured locally or imported. This consumption partly drives the economy and the logistics services.
- Improvement in Indian Railway infrastructure with development of DFC will help in increase of rail efficiency.
- Leveraging presence of our own and leased railway assets to provide integrated logistics solutions to some of the most prominent industries in India

THREATS

- Growing competition from other Logistics Sectors. Government Initiative share of DPD containers is increasing every month. Amongst these DPD containers, there are many that head straight for factories and some that head for CFSs for interim storage or for completing the customs processes prior clearance.
- Increasing congestion in Mundra Port has affected rail evacuation.
- Increase in capacity by competitors and development of new terminals.

RISK AND CONCERNS

The Company is dedicated to identifying and managing the risks it is exposed to, both internal and external, and has put in place mechanisms to handle the same proactively and competently. The Company also recognizes that these risks potentially have an adverse impact on its ability to create sustainable value for its stakeholders. A comprehensive and robust mitigation plan has been put in place to address such risks. The major risks faced are as below

1. We operate in a highly competitive industry populated by a large number of unorganized players. Many segments within the industry are highly commoditized and have low barriers to entry, creating a highly fragmented market where achieving substantial market share is difficult.
2. The high level of fragmentation and consequent competition may impact revenue and profitability adversely. To mitigate this, the Company creates value through integrated technology-based solutions, transport network-based solutions, and skill development of its employees.
3. The ICD / CFS business of the Company is subject to the performance of the Indian EXIM Trade which, in turn is dependent on global economic conditions. A plethora of factors with potential impact on global economic conditions in turn have a cascading effect on the business. Given the projected growth in the Indian economy and expected recovery in global trade, rising spending in the infrastructure and manufacturing space, it is estimated that imports will continue to rise steadily.
4. Policy changes of the Government pertaining to Monetary & Fiscal Policies, political changes, microeconomic and macroeconomic changes, tax rates, infrastructure development and regulatory environment changes have potential impact on all business lines -

Risk Mitigation

1. The Company has built a strong relationship with major industry participants viz. Shipping Lines, Custom Handling Agents, Freight Forwarders etc.

This strong relationship shores up our existing market share in the business and also gives us an advantage in obtaining favorable and competitive commercial terms to protect our revenues and margins.

2. Our services to the customers are marked by the best in class infrastructure we have positioned, customer centric approach in all our interactions with the customers and the ability to provide innovative and customized solutions to meet specific business needs
3. Our focus on pricing products competitively and with an understanding of the customer expectation, enabled by sound operational, financial and human resources management helps us differentiate against competitors.
4. Completion of projects timely and within budget helps in keeping our costs in check contributing to the overall cost competitiveness and profitability objectives while simultaneously helping us be in the forefront of new development within the industry
5. The company has recognized the vagaries of the exim trade especially in the wake of the ongoing trade war between China and USA which will result into disruption in global supply chain. Company's trade reliance on USA is not meaningful, while some headwind is expected. Conflicts between various countries across globe remains a cause of concern and Company will monitor. Anticipating such disturbances in the past we have diversified our services to increase the contribution of businesses not dependent on ocean freight.
6. Multimodal businesses have contributed a major portion of our annual revenues in FY 2025. Growth is expected to come from the volume of both current and new customers.
7. The business strategy team in the Company is monitoring changes in relevant policies and other events and continually assessing the impact on our businesses with countermeasures being planned and executed expeditiously to minimize impact on revenue, profitability, customer service objectives.



INTERNAL CONTROL SYSTEMS AND ADEQUACY

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

levels at each stage of the processes. These are designed to ensure compliance to the internal financial controls as detailed in the Companies Act, 2013.

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

A well-defined internal control framework has been developed identifying key controls and independent external auditors verifies the adequacy and effectiveness of the internal financial control system through regular periodic audit and system review, provides assurance on the compliance of internal policies & procedures of the Company and certify the appropriateness of internal controls. Internal audit firms directly report to the management at higher level. The functioning of the internal audit as well as internal financial control systems are periodically reviewed by the Audit committee to ensure comprehensive coverage of the areas and necessary directions are issued whenever required to

further strengthen the internal financial control system & procedures keeping in view the dynamic business environment in which the Company operates.

Reports of the auditors are reviewed, compliances are ensured and the reports along with the compliances are apprised to Audit committee periodically. Proactive steps have been taken to ensure compliance with various upcoming regulations through deployment of cross functional teams. The Company at all times encourages the employees to adopt fair, compliant and ethical practices. In addition, implementation and effectiveness of internal financial controls during 2024-25 was also reported by the internal and statutory Auditors of the Company.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

A summary of the financial performance of the Company for the financial year 2024-25 as compared to the previous financial year is given below:

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Income		
Revenue from Operations	48,449.40	43,487.12
Other Income	526.63	597.05
Total Income	48,976.03	44,084.17
Expenses		
Cost of Services	38,997.55	30,240.33
Employee Benefits Expenses	4,520.57	3,990.38
Finance Costs	2,069.96	1,401.81
Depreciation and Amortisation Expenses	5,090.86	4,170.53
Other Expenses	4,380.30	3,080.04
Total Expenses	55,059.24	42,883.09
Profit/(Loss) before exceptional items & tax	(6,083.21)	1,201.08
Exceptional Items	(611.09)	-
Profit/(Loss) before tax from Continuing Operations	(6,694.30)	1,201.08
Tax expense/(credit)		
Current Tax	(33.13)	72.00
Deferred Tax	(2,130.97)	569.21
Total tax expense/(credit)	(2,164.10)	641.21
Profit/(Loss) for the Year from Continuing Operations	(4,530.20)	559.87
Discontinued Operations		
Profit/(Loss) from discontinued operations before tax	-	(730.97)
Tax expense of discontinued operations	-	-
Profit/(Loss) for the Year from discontinued operations	-	(730.97)
Profit/(Loss) for the Year	(4,530.20)	(171.10)
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
From Continuing Operations		
Re-measurement gains/ (losses) on defined benefit obligations	(110.25)	(47.13)
Tax Effect on above	38.52	16.47
From Discontinued Operations		
Re-measurement gains/ (losses) on defined benefit obligations, net of tax	-	-
Other Comprehensive Income/(Loss) for the year, net of tax	(71.73)	(30.66)
Total Comprehensive Income/(Loss) for the year	(4,601.93)	(201.76)
Earnings Per Equity Share (Face Value of ₹ 10 each)		
For Continuing Operation		
Basic and Diluted (in ₹)	(3.01)	0.37
For Discontinuing Operation		
Basic and Diluted (in ₹)	-	(0.49)

Operational Performance

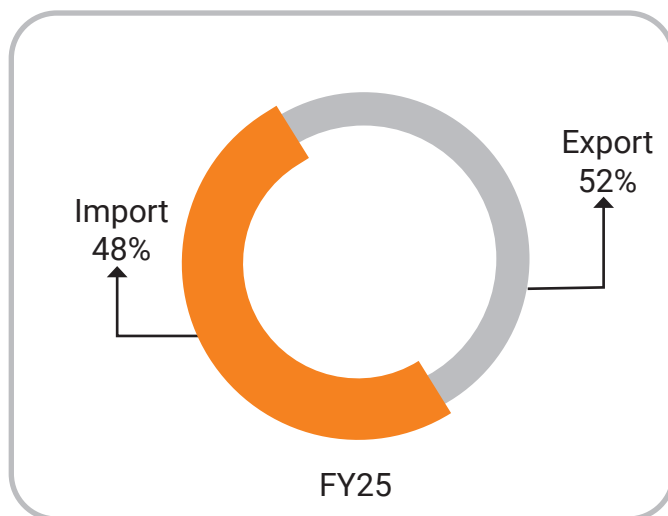
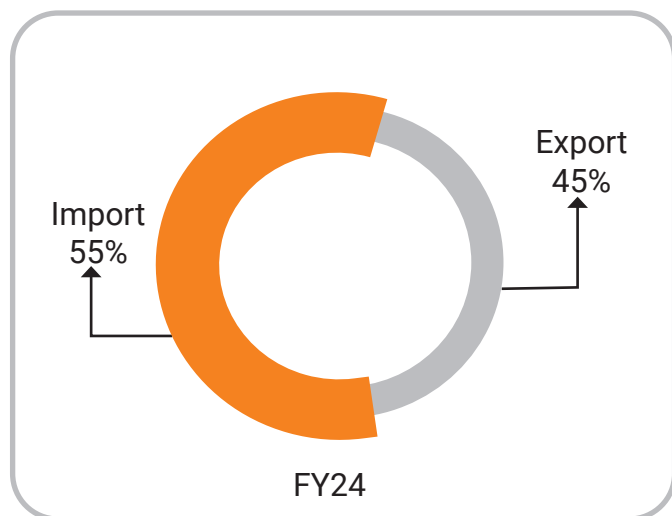
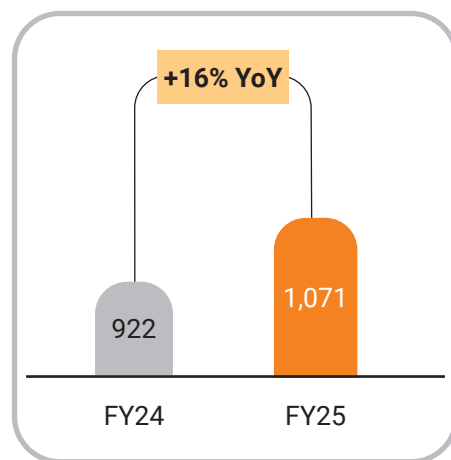
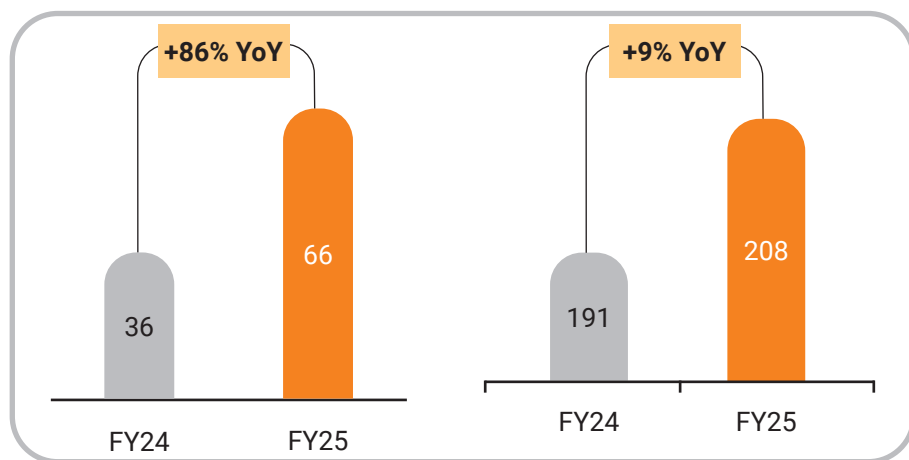
EXIM Volume

Domestic Volume

ICD
Volume handled
(‘000 TEUs)

CFS
Volume handled
(‘000 TEUs)

Volume handled
(‘000 Metric Tonnes)



RATIO ANALYSIS:

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

Particulars	Unit of measurement	March 31, 2025	March 31, 2024*	Variance in % term	Change in Excess of 25%
Current Ratio	In multiple	1.62	2.06	-21.2%	
Debt - Equity Ratio	In multiple	0.08	0.11	-25.2%	The significant change belongs to repayment of preference shares and reduction in short term borrowings.
Debt Service Coverage Ratio (DSCR)	In multiple	0.40	1.25	-68.0%	The significant change belongs to reduction in EBITDA in current year and increase in borrowing cost and repayment of preference shares in current year.
Debtors Turnover Ratio	In multiple	4.79	6.94	-31.0%	The significant change belongs to increase in Trade receivables in current Year with respect to start up of Morbi operations.
Net Profit Margin (%)	In %	-9.35%	-0.39%	2276.6%	The significant change belongs to decrease in Net profit (Refer Note 10 on Accrued Income).
Return on Equity (ROE)(%)	In %	-2.32%	-0.09%	2580.3%	The significant change belongs to decrease in Net profit (Refer Note 10 on Accrued Income).
Payables Turnover Ratio	In multiple	19.49	15.57	25.2%	The significant change belongs to increase in unbilled trade payables in current Year.
Return on Capital Employed (%)	In %	-2.24%	0.86%	-359.0%	The significant change belongs to reduction in EBIT (Refer Note 10 on Accrued Income).
Return on Investments (%)	In %	NA	NA	NA	Company has not parked any short term funds.
Net Capital Turnover Ratio	In multiple	8.31	3.78	119.60%	Due to decrease in working capital on account of significant reduction in other current assets.
Inventory Turnover Ratio	In multiple	NA	NA	NA	Company is in service industry and does not hold inventory for operational purpose except spare parts.

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

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

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

As on March 31, 2025, the Company had a workforce of 457 people on rolls.

FINANCIAL STATEMENTS



INDEPENDENT AUDITORS' REPORT

To the Members of NAVKAR CORPORATION LIMITED, Report on the Audit of Financial Statements– 31st March, 2025

Opinion

We have audited the accompanying financial statements of Navkar Corporation Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the

Audit of the 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 ('ICAI') 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 financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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 financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>1. Revenue from contracts with customers (described in Note 2 (K) of the financial statements)</p> <p>Assessment of Revenue from contracts with customers as a basis of accounting:</p> <p>Revenue from contracts with customers is recognized when control of the goods or services rendered are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled, in exchange for those goods or services.</p> <p>The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) operations and related activities.</p> <p>i) Due to different terms with customers and transaction price, there is a risk that the revenue or discounts or rebates; might be subject to exclusive contract clauses having various price points and considerations.</p> <p>ii) Company auctions imported goods after the expiry of specified time limit after giving due notice to the party. Bids are invited and goods are sold to the highest bidder. Company recognises the revenue as when the risk and rewards associated with the goods are transferred to the party and bid amount is due or received. The estimation of revenue from the auction sale after the expiry of specified time limit, involves risk of judgement and estimation.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it has been considered to be a key audit matter in our audit of these Ind AS financial statements.</p>	<p>Our procedures included the following:</p> <p>i) Evaluated the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts, rebates and taken understanding of the basis of price variances and considerations of the contracts based on the clauses.</p> <p>ii) Obtained an understanding of the Company's policies and procedures in respect of revenue recognition, pricing and approval process.</p> <p>iii) Obtained revenue working along with the underlying documentation and relevant agreements, identified and reconciled invoices based on information in the tracker software and with books of account, tested sales transaction considering the terms of performance, on a sample basis, as part of our evaluation process and disclosure.</p> <p>iv) Performed analytical procedures of revenue by streams, to identify any unusual trends.</p> <p>v) Evaluated the basis of estimate for the auction sale, understanding of the expected revenue likely to be realised from the auction bids and sales.</p>

2. Capitalization of property, plant and equipment and related depreciation (described in Note 3 of the financial statements)

The Company has incurred significant capital expenditure on account of project execution at Morbi and other locations and incurred capital expenses on various fixed assets including containers to improve operational efficiency to the tune of Rs. 53.05 crores (excluding ROU Assets) and further Rs 26.33 crores towards Capital Work in Progress.

We considered Capital expenditure as a Key audit matter due to:

- Significance of amount incurred on such items during the year ended March 31, 2025.
- Judgment and estimate required by management in assessing assets meeting the capitalization criteria set out in Ind AS 16 Property, Plant and Equipment.
- Judgment involved in determining the eligibility of costs including borrowing cost and other directly attributable costs like employee cost for capitalization as per the criteria set out in Ind AS 16 Property, Plant and Equipment along with Ind AS 23 Borrowing Costs.

Our procedures included the following:

- We obtained an understanding of the Company's capitalization policy and obtained understating of the management judgment and estimate in assessing assets meeting the capitalization criteria for compliance of the relevant accounting standards.
- We performed reasonable testing on a sample basis various elements of costs capitalized, the directly attributable cost like employee cost related to capitalization, including verification of underlying supporting evidence and obtained understanding nature of the costs capitalized.
- In relation to borrowing costs we obtained the supporting calculations, verified the interest working included costs including borrowing cost and tested the arithmetical accuracy of the model.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the 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.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management's and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act and;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid or provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act read with Schedule V of the Act;

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its financial statements - Refer to Note 34 on Contingent Liabilities to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2025;
 - iii. There were no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 40 Other Statutory Information's, to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in Note 40 Other Statutory Information's, to the Ind AS financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their

notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

- v. The Company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023. Based on our examination which included test checks Company has used accounting software's for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year.

Further, for the periods where audit trail (edit log) facility was enabled and operated during the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan
Partner
Membership No: 137918
UDIN: 25137918BMLBTF1065

Place: Navi Mumbai.
Date: 25th April, 2025

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT - March 31, 2025

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets

(a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right of Use Assets and Investment Property.

B. The Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment have been physically verified by the Management according to a program designed to cover all the items in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the Program, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties including investment properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note 3 & 6 to the financial statements are held in the name of the Company as at balance sheet date.

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i) (d) of the Order issued by the Ministry of Corporate Affairs under the Companies Act, 2013 are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding initiated or pending against company as at March 31, 2025 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.

ii. In respect of the Company's Inventory

(a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. In our opinion and according to the information and explanations given to us, the

coverage and procedures of such verification by the Management is appropriate having regards to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory by the Management, as compared to book records were not material and have been appropriately dealt with in the books of account. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

(b) The Company has been sanctioned new and existing working capital loans of Rs. 60 crores which is in excess of Rs. 5 crore, in aggregate, from State Bank of India on the basis of security of current assets (Trade Receivables & Inventories). In our opinion and according to the information and explanations given to us, the quarterly returns or statements for the last quarter filed by the Company with State Bank of India have no material differences with books of accounts and the quarterly return.

iii. (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year the Company has not made investment, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

- iv. Based on the information and explanation given to us, the Company has not granted any loans, investments, guarantees, or security covered under Section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits nor any amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.
- vi. Maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	104.21	October 2011 to March 2012	High Court
The Income Tax Act, 1961	Income Tax Act	504.86	AY 2018-19	Income Tax Appellate Tribunal (ITAT)

- viii. According to the information and explanations given to us, there are no transaction, related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Sec. 43 of 1961). Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion, the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has applied the term loans for the purpose for which they were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for the long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture. Hence, the reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiaries, joint ventures or associate companies. Hence, the reporting under clause 3(ix)(f) of the Order is not applicable to

of the Company, the Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, Employees' State Insurance, Goods and Service Tax, Customs Duty, Professional Tax, Income Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Goods and Service Tax, Customs Duty, Professional Tax, Income Tax, Cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) The particulars of dues of income tax and service tax as on March 31, 2025 which have not been deposited on account of disputes are as follows:

the Company.

- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Hence, the reporting under clause 3(x)(b) of the Order is not applicable.
- xi. In respect of the Material Fraud
 - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.
 - (b) During the year, no report under sub-section (12) of section 143 of the Companies Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) No whistle-blower complaints have been received during the year by the Company.

- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Hence, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in Note 38 to the financial statements as required under the Indian Accounting Standard (Ind-AS) 24, "Related Party Disclosures" specified under Section 133 of the Act, read with relevant rules issued thereunder.
- xiv. In respect of Company's Internal Audit System
 - (a) The company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, the provisions of the sec.192 of the Companies Ac 2013 are not applicable to the Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the reporting under clause 3(xvi) (a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the year covered by audit and in the immediately preceding financial

year. Hence, the reporting under Clause 3(xvii) of the Order is not applicable to the Company.

- xviii. There is no resignation of statutory auditors of the Company during the year. Hence, the reporting under Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors, management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that indicates that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) (a) to (b) of the Order is not applicable to the Company.
- xxi. The Company is not required to prepare Consolidated Financial Statements. Hence, the reporting under clause 3(xxi) of the Order is not applicable to the Company.

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan
Partner
Membership No: 137918
UDIN: 25137918BMLBTF1065

Place: Navi Mumbai.
Date: 25th April, 2025

ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT - March 31, 2025

Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **Navkar Corporation Limited**

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Navkar Corporation Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial control and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial

Controls and 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 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 systems 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these 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 financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that:

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because

of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Uttam Abuwala Ghosh & Associates

Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan

Partner
Membership No: 137918
UDIN: 25137918BMLBTF1065

Place: Navi Mumbai.
Date: 25th April, 2025

BALANCE SHEET as at March 31, 2025

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non Current Assets			
Property, plant and equipment	3	1,84,946.84	1,86,896.06
Capital work-in-progress	4	530.33	2,288.18
Right-of-use assets	5	1,260.64	604.76
Investment property	6	4,916.12	4,916.12
Intangible assets	7	1,826.75	2,148.59
Financial assets			
Others	8	441.94	345.11
Deferred tax assets (Net)	9	4,430.55	2,261.05
Income tax assets (Net)	9	855.76	718.83
Other non-current assets	10	270.57	794.86
Total Non-Current Assets		1,99,479.50	2,00,973.56
Current Assets			
Inventories	11	303.12	346.55
Financial Assets			
Trade Receivables	12	11,271.70	8,972.52
Cash and Cash Equivalents	13	384.54	543.44
Other Financial Assets	8	43.62	29.20
Other Current Assets	10	3,184.05	12,442.46
Total Current Assets		15,187.03	22,334.17
Total Assets		2,14,666.53	2,23,307.73
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	15,051.92	15,051.92
Other Equity	15	1,77,796.68	1,82,398.61
Total Equity		1,92,848.60	1,97,450.53
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	16	10,503.79	13,769.34
Lease Liabilities	5	843.29	392.08
Provisions	17	1,114.55	854.64
Total Non Current Liabilities		12,461.63	15,016.06
Current Liabilities			
Financial Liabilities			
Borrowings	18	5,059.89	7,546.81
Lease Liabilities	5	434.53	219.08
Trade Payables	19		
Total outstanding dues of micro enterprises and small enterprises		115.08	72.72
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,893.75	1,370.57
Other financial liabilities	20	303.79	909.88
Other Current Liabilities	21	370.69	650.37
Provisions	17	178.57	71.71
Total Current Liabilities		9,356.30	10,841.14
Total Liabilities		21,817.93	25,857.20
Total Equity and Liabilities		2,14,666.53	2,23,307.73

The notes form an integral part of the Financial Statements.

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W
Ajaysingh Chauhan
Partner
Membership Number: 137918
UDIN : 25137918BMLBTF1065

For and on behalf of the Board of Directors

Rinkesh Roy
Chairman
DIN :07404080

Arun Sharma
Chief Executive Officer

Deepa Gehani
Company Secretary

Amit Garg
Whole Time Director
DIN :00350413

Sabyasachi Mukherjee
Chief Financial Officer

Place : Navi Mumbai
Date : April 25, 2025

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2025

(₹ in Lakhs except EPS)

Particulars	Note No.	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Income			
Revenue from Operations	22	48,449.40	43,487.12
Other Income	23	526.63	597.05
Total Income		48,976.03	44,084.17
Expenses			
Cost of Services	24	38,997.55	30,240.33
Employee Benefits Expenses	25	4,520.57	3,990.38
Finance Costs	26	2,069.96	1,401.81
Depreciation and Amortisation Expenses	27	5,090.86	4,170.53
Other Expenses	28	4,380.30	3,080.04
Total Expenses		55,059.24	42,883.09
Profit/(Loss) before exceptional items & tax		(6,083.21)	1,201.08
Exceptional Items	29	(611.09)	-
Profit/(Loss) before tax from Continuing Operations		(6,694.30)	1,201.08
Tax expense/(credit)	9		
Current Tax		(33.13)	72.00
Deferred Tax		(2,130.97)	569.21
Total tax expense/(credit)		(2,164.10)	641.21
Profit/(Loss) for the Year from Continuing Operations		(4,530.20)	559.87
Discontinued Operations	31		
Profit/(Loss) from discontinued operations before tax		-	(730.97)
Tax expense of discontinued operations		-	-
Profit/(Loss) for the Year from discontinued operations		-	(730.97)
Profit/(Loss) for the Year		(4,530.20)	(171.10)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
From Continuing Operations			
Re-measurement gains/ (losses) on defined benefit obligations		(110.25)	(47.13)
Tax Effect on above		38.52	16.47
From Discontinued Operations			
Re-measurement gains/ (losses) on defined benefit obligations, net of tax		-	-
Other Comprehensive Income/(Loss) for the year, net of tax		(71.73)	(30.66)
Total Comprehensive Income/(Loss) for the year		(4,601.93)	(201.76)
Earnings Per Equity Share (Face Value of ₹ 10 each)	30		
For Continuing Operation			
Basic and Diluted (in ₹)		(3.01)	0.37
For Discontinuing Operation			
Basic and Diluted (in ₹)		-	(0.49)

The notes form an integral part of the Financial Statements.

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W
Ajaysingh Chauhan
Partner
Membership Number: 137918
UDIN : 25137918BMLBTF1065

For and on behalf of the Board of Directors

Rinkesh Roy
Chairman
DIN :07404080

Arun Sharma
Chief Executive Officer

Deepa Gehani
Company Secretary

Amit Garg
Whole Time Director
DIN :00350413

Sabyasachi Mukherjee
Chief Financial Officer

Place : Navi Mumbai
Date : April 25 , 2025

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2025

A. Equity Share Capital (Equity shares of ₹ 10 each issued, subscribed and fully paid)

(₹ in Lakhs)

Particulars	Number of shares (In Lakhs)	Total
As at 1st April, 2023	1,505.19	15,051.92
Movement during the year	-	-
As at 31st March, 2024	1,505.19	15,051.92
Movement during the year	-	-
As at 31st March, 2025	1,505.19	15,051.92

B. Other Equity

(₹ in Lakhs)

Particulars	Reserves and Surplus					Total
	Capital Reserve on amalgamation	Securities Premium	Capital redemption reserve	Capital Contribution by shareholders	Retained Earnings	
Balance as at 1st April, 2023	4,896.50	91,271.20	2,068.64	1,743.50	82,620.53	1,82,600.37
Total Comprehensive Income for the year	-	-	-	-	(201.76)	(201.76)
Transfer to Capital Redemption Reserve	-	-	201.67	-	(201.67)	-
Balance as at March 31, 2024	4,896.50	91,271.20	2,270.31	1,743.50	82,217.10	1,82,398.61
Total Comprehensive Income for the year	-	-	-	-	(4,601.93)	(4,601.93)
Transfer to Capital Redemption Reserve	-	-	129.49	-	(129.49)	-
Transfer to Retained Earnings	-	-	(2,399.80)	(1,743.50)	4,143.30	-
Balance at March 31, 2025	4,896.50	91,271.20	-	-	81,628.98	1,77,796.68

The accompanying notes form an integral part of these financial statements.

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W
Ajaysingh Chauhan
Partner
Membership Number: 137918
UDIN : 25137918BMLBTF1065

For and on behalf of the Board of Directors

Rinkesh Roy
Chairman
DIN : 07404080

Arun Sharma
Chief Executive Officer

Deepa Gehani
Company Secretary

Amit Garg
Whole Time Director
DIN : 00350413

Sabyasachi Mukherjee
Chief Financial Officer

Place : Navi Mumbai
Date : April 25, 2025

STATEMENT OF CASH FLOW

for the year ended March 31, 2025

(₹ in lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
A. Cash Flow from Operating Activities		
Profit/ (Loss) Before Tax from continuing operations	(6,694.30)	1,201.08
Loss Before Tax from discontinuing operations	-	(730.97)
Adjustments for :		
Depreciation and amortisation expense	5,090.86	4,170.53
(Gain)/ Loss on sale of property, plant and equipment (net)	702.63	573.30
Interest income	(22.38)	6.93
Gain on lease modifications	(19.64)	-
Allowance for doubtful debts, advances and others	196.43	3.00
Finance costs	2,069.96	1,401.81
Operating profit before working capital changes	1,323.56	6,625.68
Adjustments for :		
(Increase)/ Decrease in Inventories	43.43	(148.46)
Increase in Trade Receivables	(2,318.51)	(4,614.45)
Decrease in Other Assets	9,004.84	6,210.76
Increase/ (Decrease) in other liabilities	(1,362.52)	211.70
Increase/ (Decrease) in Trade Payables	1,553.96	(1,365.67)
Increase in Provisions	256.52	1.99
Cash flow from operations	8,501.28	6,921.55
Direct Taxes Paid (Net of Refunds)	(103.81)	(735.27)
Net cash generated from operating activities (A)	8,397.47	6,186.28
B. Cash Flow from Investing Activities		
Purchases of property, plant and equipment and Intangible asset (including under development, Capital Advances and Capital creditors)	(2,581.16)	(30,468.95)
Proceeds from sale of property, plant and equipment and intangible assets	2,088.97	249.34
Interest Received	22.55	(6.93)
Net cash used in investing activities (B)	(469.64)	(30,226.54)
C. Cash flow from financing activities		
Proceeds from non-current borrowings	245.52	18,663.34
Proceeds from current borrowings	-	1,990.78
Repayment of non-current borrowings	(3,319.74)	(3,822.70)
Repayment of current borrowings	(2,896.28)	-
Repayment of Lease Liabilities	(345.50)	(108.81)
Interest Paid	(1,770.73)	(1,287.08)
Net cash generated/ (used) in financing activities (C)	(8,086.73)	15,435.53
Net decrease in cash and cash equivalents (A+B+C)	(158.90)	(8,604.73)
Cash and Cash Equivalents at the beginning of the year	543.44	9,148.17
Cash and Cash Equivalents at the end of the year	384.54	543.44
Net decrease in cash and cash equivalents	(158.90)	(8,604.73)

STATEMENT OF CASH FLOW for the year ended March 31, 2025

Reconciliation forming Statement of Cash flows:

(₹ in lakhs)

Particulars	As at March 31, 2024	Cash Flows (net)	New leases	Non-cash changes			As at March 31, 2025
				Foreign exchange (Gain)/Loss	Business combination	Others*	
Borrowings (non current) (including current maturities of long term borrowing included in current borrowings note 18)	17,024.47	(3,074.22)	-	-	-	59.27	14,009.52
Borrowings (current) (excluding current maturities of long term borrowings)	4,291.68	(2,896.28)	-	-	-	158.76	1,554.16
Lease Obligation (Including current maturities)	611.16	(345.50)	942.55	-	-	69.61	1,277.82

*Other changes with respect to effective interest rate of borrowings and finance charges of lease liability.

(₹ in lakhs)

Particulars	As at March 31, 2023	Cash Flows (net)	New leases	Non-cash changes			As at March 31, 2024
				Foreign exchange (Gain)/Loss	Business combination	Others*	
Borrowings (non current) (including current maturities of long term borrowing included in current borrowings note 18)	4,391.63	14,840.64	-	-	-	(2,207.80)	17,024.47
Borrowings (current) (excluding current maturities of long term borrowings)	-	1,990.78	-	-	-	2,300.90	4,291.68
Lease Obligations (including current maturities)	3.95	(108.81)	693.02	-	-	23.00	611.16

*Other changes with respect to effective interest rate of borrowings, finance charges of lease liability and reclassification of Preference Share from non-current to current.

Notes:

1. The cash flow statement is prepared using the "indirect method" set out in IND AS-7 - Statement of Cash Flows.

The accompanying notes form an integral part of these financial statements.

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W
Ajaysingh Chauhan
 Partner
 Membership Number: 137918
 UDIN : 25137918BMLBTF1065

For and on behalf of the Board of Directors

Rinkesh Roy
 Chairman
 DIN :07404080

Arun Sharma
 Chief Executive Officer

Deepa Gehani
 Company Secretary

Amit Garg
 Whole Time Director
 DIN :00350413

Sabyasachi Mukherjee
 Chief Financial Officer

Place : Navi Mumbai
 Date : April 25, 2025

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 1: Company Overview

Navkar Corporation Limited ("the Company") is a public limited Company domiciled in India having its registered office at Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026. The Company was incorporated on September 29, 2008 under the provisions of the erstwhile Companies Act, 1956.

The Company is engaged in providing Container Freight Station (CFS) facilities and Inland Container Depot (ICD) and is focused on capitalizing the available opportunities in the logistics space in western India. Our CFS is largely dependent on EXIM container traffic in and out of Indian port – JNPT. The equity shares of the Company were listed on The National Stock Exchange of India Limited and BSE Limited on September 9, 2015.

The Board of Directors of Navkar Corporation Limited ("the Company") in its meeting held on 27 June, 2024 has approved the execution of Share Purchase Agreement (SPA) dated 27 June, 2024 entered between the Company, sellers forming part of the promoter/promoter group of the Company and Acquirer JSW Port Logistics Private Limited (Wholly owned subsidiary company of JSW Infrastructure Limited) for sale of 10,59,19,675 Equity Shares of the Company of Face Value of Rs. 10/- each, aggregating to 70.37% of the paid up equity share capital of the Company. The necessary definitive agreements have been signed between the parties. Further JSW Port Logistics Private Limited has acquired 1299 equity shares through open offer made in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011.

The financial statements are authorized for issue in accordance with a resolution of Board of Directors on Apr 25, 2025.

Note 2: Summary of Material Accounting Policies

A. Basis of preparation of financial statements

(i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Basis of preparation

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities (including derivative instruments) are measured at fair value.
- defined benefit plans- plan assets measured at fair value; and

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise stated.

(iii) Current versus non-current classification

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

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when it is:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities as classified as non-current.

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

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

B. Use of estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. Critical accounting estimates

(i) Income taxes

The Company's major tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

(ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Defined benefit plans

Gratuity liability, wherever applicable, is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Company's gratuity benefit scheme is a defined benefit plan.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increase and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(v) Revenue from contracts with customers

The Company's contracts with customers include promises to provide the services to the customers. Revenue is recognized on satisfaction of each performance obligation (distinct services) as per the terms of the contract. Performance obligations are treated as distinct obligation:

- When it is identifiable separately from other obligations in the contract
- Its progress can be measured separately
- Transaction price to the performance obligation can be allocated
- The customer will not be required to re-perform the services already performed in case it decides to terminate the contract at that stage

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

- e. There will not be any impairment in the value of services already performed
- f. The customer can get the rest of the performance without intervention.

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

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

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

D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at historical cost less accumulated depreciation and, accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred. Capital work in progress is stated at cost.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with estimate of an asset's expected useful lives and are depreciated accordingly. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation

The Company depreciates property, plant and equipment (others than freehold land) over their estimated useful lives using the straight-line method. Management, based on a technical evaluation, evaluates the useful lives of the assets reflecting the number of years over which these assets are expected to remain in service. The estimated useful lives of assets are as follows:

Description of Asset	Estimated useful lives In Years
Building	3 to 60
Computer & Printer	3
Furniture & Fixtures	10
Railways Slidings	20
Roads	10
Networks & Servers	3 to 6
Office Equipments	5
Electrical Installation	10
Plant & Machinery	10 to 20
Motor Vehicles	8 to 20

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

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

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

E. Investment property

Investment property is property that is held for long-term rental yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at cost less accumulated impairment loss, if any.

Though the Company measures investment using cost based measurement, the fair value of investment disclosed in the notes. Fair value is determined based on an annual evaluation performed by an accredited external independent valuer.

Investment property is derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net sale proceeds and the carrying amount of the asset is recognised in Statement of Profit and Loss in the period of de-recognition.

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property and property, plant and equipment do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

F. Intangible Assets

Intangible assets are stated at cost, net of accumulated amortisation and impairment losses,

if any. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The amortization period and the amortisation method are reviewed at the end of each financial year. Intangible assets acquired separately are measured on initial recognition at cost.

Description of Asset	Estimated useful lives In Years
Software	3
Licences & Approval	based on license term

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment at every reporting period or whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each financial period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Capital work in progress includes the cost of intangible assets including expenditure incurred on survey, evaluation & investigation of projects that are not yet ready for their intended use and the cost of assets not put to use before the Balance Sheet date. However, at any stage, if management decides to abandon a project the expenditure incurred thereon is charged to the Statement of Profit and Loss.

G. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Asset whose carrying value exceeds their recoverable amount are written down to the recoverable amount and an impairment loss is recognized in the Statement of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

H. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

A. Initial recognition and measurement

All financial assets are recognised initially at fair value plus transaction cost, that are attributable to the acquisition of the financial asset. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

B. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

I. Financial Assets at amortised cost:

A Financial Assets are measured at the amortised costs if both the following conditions are met:

- The assets are held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amounts outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised costs using the effective interest rate (EIR) method.

II. Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets are classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

III. Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

IV. Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair values. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair values in other comprehensive income. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair values with all changes recognized in the Statement of Profit and Loss.

C. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, or not transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement along with its associated liability. The transferred asset and the associated liability are measured on

a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

D. Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of expected credit losses on trade receivables, or contract revenue receivables to 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The application of simplified approach does not require the Company to track changes in credit risk. Unbilled revenue which are not fair valued through Statement of Profit and Loss are measured at an amount equal to lifetime ECL. Trade receivables and unbilled revenues are presented net of impairment in the Balance Sheet.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. On that basis, the Company estimates the following provision matrix at the reporting date.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss. This amount is grouped under the head 'other expenses'.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

The balance sheet presentation for various financial instruments is described below:

- Financial assets measured at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amounts until the assets meet write-off criteria, the Company does not reduce impairment allowance from the gross carrying amounts.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair values, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amounts' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increase in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase / origination.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair values and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit and Loss, loans and borrowings, payables, or as derivatives designated as hedging instruments at an effective hedge, as appropriate.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through Statement

of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair values through Statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair values through Statement of Profit and Loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risks are recognized in OCI. These gains / losses are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair values of such liabilities are recognised in the Statement of Profit and Loss. The Company has not designated any financial liability at fair value through Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the Statement of Profit and Loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to 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

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified. Such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

Derivative financial instruments, are such as forward currency contracts, option's and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instrument is initially recognized at fair value on the date on which a derivative contract is entered into and is subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair values are positive and as financial liabilities when the fair values are negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the Statement of Profit and Loss. Any gains or losses arising from changes in the fair values of derivatives are taken directly to Statement of profit and Loss.

J. Inventories

Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to sell. Inventories are revalued at regular intervals providing for obsolescence and

other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts.

K. Recognition of Revenue

Cargo Handling Services:

The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) operations and related activities.

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

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognize revenue when and when as an entity satisfies performance obligations

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is recognized when no significant uncertainty exists as to its realization or collection. Import and export stuffed containers' ground rent charges and cargo storage charges are accounted to the extent of recoverability of maximum days and import and export container handling and delivery charges are accounted on accrual basis.

Revenue and expenses for sale of abandoned cargo are recognised when auctioned after necessary approvals from appropriate authorities are obtained.

The amount recognised as revenue in its Statement of Profit and Loss is exclusive of Goods and Service Tax and is net of discounts.

Auction Sale:

Company auctions imported goods other than the goods lying in the bonded warehouses and goods meant for export after the expiry of specified time limit after giving due notice to the party. Bids are invited and goods are sold to the party which bids highest amount. Company recognises the revenue as when the risk and rewards associated with the goods are transferred to the party and bid amount is due or received.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Transportation:

Company provides transportation services to its customer by Road and Rail. Revenue from transportation by road is accounted for as and when the performance obligation is done and mutually agreed consideration for the rendered services is due or received. Such revenue is recorded as income from Goods and Transport Agency services whereas the income from transportation through railway is clubbed with Cargo Handling Services income as bundled services.

Repairs & Maintenance Services:

Company provides Maintenance and Repair Services to containers of Shipping lines. Company accounts for a revenue as and when the agreed services are rendered and consideration for the rendered services is due or received.

Electronic Data Interchange:

Company facilitates document processing related to import and export of goods to its customer. Recognises the income once the service is rendered and consideration for the rendered service is due or received.

Contract balances:

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (h) Financial Instruments.

Contract liabilities

A contract liabilities are the obligations to transfer goods or perform services as agreed with the customer for which the Company has received consideration (or an amount of consideration is due) from the customer. A contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

L. Other Income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established, provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding

and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

M. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of the provisions to be reimbursed, the expense relating to the provisions are presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrences or non-occurrences of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

N. Accounting for Taxation of Income

(i) Current taxes

Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by and as applicable to the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised at current tax rate in the Statement of Profit and Loss. The credit available under the Income Tax act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the individual Company will pay normal income tax during the period for which the MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(ii) **Deferred taxes**

Deferred income tax assets and liabilities are recognized for all differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax includes MAT credit mat credit available paid as per the provisions of the Income Tax Act and the rules prescribe thereunder as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset

to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

O. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation techniques

In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair values are measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair values, and for non-recurring measurement, such as assets held for distribution in the event of discontinued operations.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

P. Foreign Currency-Transactions and Balances

The Company's functional currency is INR and accordingly, the financial statements are presented in INR in lacs.

Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The Gains and losses arising on account of differences in foreign exchange rates on settlement/ or translation dates of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use. These are included in the cost of the respective assets when they are regarded as an adjustment to interest costs on the foreign currency borrowings.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction. Other comprehensive income, net of taxes, includes translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as financial instruments and measured at fair value through other comprehensive income (FVOCI).

Q. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

R. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company as a Lessee

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

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever as per the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

S. Employee Benefits

a) Short-term obligations

Short Term Liabilities for wages and salaries, expected cost of the bonus and ex-gratia including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits when the liabilities are settled. All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

c) Post-employment obligations

The Company operates the following post-employment schemes:

- (i) Defined benefit plans such as gratuity
- (ii) Defined contribution plans such as provident fund.

Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the "The Payment of Gratuity Act, 1972". The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows with reference to market yields at the end of the reporting

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

period on government bonds that have a terms approximating to the terms of the obligation.

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the Statement of Profit and Loss.

Remeasurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

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

Defined Contribution Plan

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

T. Earnings Per Share

Basic Earnings per Share (EPS) amounts are calculated by dividing the profit for the reporting period attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per share is the adjusted figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

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

U. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in values.

V. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

W. Segment Reporting

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

The Company operates in a single reporting segment hence disclosures under the Ind AS 108 – “Segment Reporting” are not applicable.

X. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.



NOTES TO THE FINANCIAL STATEMENT

as at and for the year ended March 31, 2025

Note 3 : Property, Plant and Equipment:

(₹ in lakhs)

Particulars	Land and Land Developments	Building	Plant and Machinery	Furniture and Fixtures	Computer Equipments	Motor Vehicles	Office Equipments	Railway Sidings	Electrical Installation	Roads	Total
Cost / deemed Cost:											
At April 01, 2023	1,05,446.87	12,311.17	26,595.63	839.19	1,119.10	10,498.24	620.33	17,291.34	505.31	1,188.96	1,76,416.14
Additions	2,710.03	3,342.34	13,982.00	105.85	73.32	11,099.06	102.71	1,267.91	192.61	98.66	32,974.50
Deductions	-	-	(65.48)	-	-	(335.68)	(2.62)	-	-	-	(403.78)
At March 31, 2024	1,08,156.90	15,653.51	40,512.15	945.04	1,192.42	21,261.62	720.42	18,559.25	697.92	1,287.62	2,08,986.86
Additions	895.45	1,575.79	2,264.32	3.17	26.14	273.43	31.90	234.92	-	-	5,305.12
Deductions	(876.79)	-	(2,318.91)	-	-	(1,462.01)	(0.44)	-	-	-	(4,658.17)
At March 31, 2025	1,08,175.56	17,229.30	40,457.56	948.21	1,218.56	20,073.04	751.88	18,794.17	697.92	1,287.62	2,09,633.81
Accumulated depreciation & impairment:											
At April 01, 2023	-	1,952.32	5,397.67	559.14	981.53	1,972.24	513.02	7,062.27	4.08	7.58	18,449.85
Depreciation	-	231.08	1,553.05	59.40	49.54	837.24	41.52	823.07	51.11	113.29	3,759.29
Deductions	-	-	(34.66)	-	-	(83.17)	(0.51)	-	-	-	(118.34)
At March 31, 2024	-	2,183.40	6,916.06	618.54	1,031.07	2,726.31	554.03	7,885.34	55.19	120.87	22,090.80
Depreciation	-	292.48	1,902.19	65.86	58.70	1,027.82	46.11	880.93	66.30	122.32	4,462.71
Deductions	-	-	(1,185.30)	-	-	(681.19)	(0.05)	-	-	-	(1,866.54)
At March 31, 2025	-	2,475.88	7,632.95	684.40	1,089.77	3,072.94	600.09	8,766.27	121.49	243.19	24,686.97
Net book value											
At March 31, 2025	1,08,175.56	14,753.42	32,824.61	263.81	128.79	17,000.10	151.79	10,027.90	576.43	1,044.43	1,84,946.84
At March 31, 2024	1,08,156.90	13,470.11	33,596.09	326.51	161.35	18,535.32	166.39	10,673.91	642.73	1,166.75	1,86,896.06

1) As on March 31, 2025 Property, Plant and Equipment having a gross block value of ₹ 7,765.24 lakhs (March 31, 2024: ₹ 7,765.24 lakhs) were pledged as security for availing loans are subject to first charge/ collateral to secure those loans taken by the Company.

Note 4 : Capital Work-in-progress

CWIP ageing :

(₹ in Lakhs)

Capital Work-in-Progress	Amount in CWIP for a period of				As at 31st March 2025*	Amount in CWIP for a period of			As at 31st March 2024*
	Less than 1 year	1-2 years	2-3 years	More than 3 years		Less than 1 year	1-2 years	2-3 years	
Projects in progress	119.71	410.62	-	-	530.33	2,288.18	-	-	2,288.18
Total	119.71	410.62	-	-	530.33	2,288.18	-	-	2,288.18

1) Capital Work in Progress addition during the year include amount of borrowing costs capitalised of ₹ NIL: (March 31, 2024: ₹ 54.22 lakhs).

2) Amount transferred to property, plant and equipment during the year ended March 31, 2025: ₹ 3,986.34 lakhs (March 31, 2024: ₹ 19,242.39 lakhs).

3) There are no temporary suspended projects.

*There are no capital work-in-progress where completion is overdue against original planned timelines or where estimated cost exceeded its original planned cost as on March 31, 2025 and March 31, 2024.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 5 : Right-of-use Assets and Lease liability

(₹ in Lakhs)

Particulars	Land	Building	Plant and Machinery	Total
Gross carrying value				
At April 01, 2023	53.28	-	-	53.28
Additions	64.98	-	629.41	694.39
Deductions	(53.28)	-	-	(53.28)
At March 31, 2024	64.98	-	629.41	694.39
Additions	-	73.40	1,343.92	1,417.32
Deductions	-	(73.40)	(629.41)	(702.81)
At March 31, 2025	64.98	-	1,343.92	1,408.90
Accumulated depreciation & impairment:				
At April 01, 2023	50.05	-	-	50.05
Depreciation	22.92	-	69.94	92.86
Deductions	(53.28)	-	-	(53.28)
At March 31, 2024	19.69	-	69.94	89.63
Depreciation	23.63	20.39	262.29	306.31
Deductions	-	(20.39)	(227.29)	(247.68)
At March 31, 2025	43.32	-	104.94	148.26
Net book value				
At March 31, 2025	21.66	-	1,238.98	1,260.64
At March 31, 2024	45.29	-	559.47	604.76

Lease Liabilities

The Company has taken various assets on lease and recognised lease liabilities in respect of these assets.

Reconciliation of the lease liabilities is as below:

(₹ in Lakhs)

Particulars	Amount
As at April 01, 2023	3.95
Additions	693.02
Interest accrued	23.00
Lease principal payments	(85.81)
Lease interest payments	(23.00)
As at March 31, 2024	611.16
Additions	1,417.32
Interest accrued	69.61
Lease principal payments	(275.89)
Lease interest payments	(69.61)
Disposal of Lease	(474.77)
As at March 31, 2025	1,277.82

Breakup of lease liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current	434.53	219.08
Non Current	843.29	392.08
Total Liabilities	1,277.82	611.16

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note :

- Land, Building and Plant and Machinery have been taken on lease by the Company. The terms of lease rent are for the period ranging from 2 years to 3 years depending on the lease agreement with the lessor. Such leases are renewable by mutual consent. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements.
- The minimum lease rentals and the present value of minimum lease payments in respect of right of use assets acquired under leases are as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Minimum payments	Present value of payments	Minimum payments	Present value of payments
Less than 1 year	531.04	434.53	266.15	219.08
1 - 5 years	910.96	843.29	421.27	392.08
More than 5 years	-	-	-	-
Total minimum lease payment	1,442.00	1,277.82	687.42	611.16
Less: Amounts representing finance charges	(164.18)	-	(76.26)	-
Total	1,277.82	1,277.82	611.16	611.16

- 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 Company has recognised ₹ 138.52 lakhs for the year ended March 31, 2025 (March 31, 2024 ₹ 206.67 lakhs) as rent expenses during the year which pertains to short term lease/ low value asset which was not recognised as part of right-of-use asset.

Note 6 : Investment Property

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Gross Carrying Amount		
Opening	4,916.12	4,916.12
Additions	-	-
Closing	4,916.12	4,916.12
Accumulated Depreciation/impairment		
Opening	-	-
Depreciation	-	-
Closing	-	-
Net carrying amount	4,916.12	4,916.12

Notes :

- The Investment Property consist of Land and Land Developments.
- The Board of Directors had decided in their meeting held on November 25, 2016 for development of Residential Township on approximately 45 acres of land of the Company situated at Narpoli and Dahivali in Panvel, District Raigarh, Maharashtra, located in close proximity to the other residential projects.

c) Disclosure for Fair Value

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investment Property	13,000.94	6,100.95

d) Description of valuation techniques used and key inputs to valuation on investment properties

As at March 31, 2025 and March 31, 2024, the fair values of the properties are ₹ 13,000.94 lakhs and ₹ 6,100.95 lakhs respectively. These valuations are based on valuations performed by accredited registered valuers, SR Valuers for FY 2025 and Ramachandra & Associates for FY 2024.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 7 : Intangible Assets

(₹ in Lakhs)

Particulars	Software*	Licences**	Total
Cost / deemed Cost:			
At April 01, 2023	327.70	2,619.78	2,947.48
Additions	46.00	-	46.00
Deductions	-	-	-
At March 31, 2024	373.70	2,619.78	2,993.48
Additions	-	-	-
Deductions	-	-	-
At March 31, 2025	373.70	2,619.78	2,993.48
Accumulated amortisation and impairment			
At April 01, 2023	187.18	339.33	526.51
Depreciation	28.21	290.17	318.38
Deductions	-	-	-
At March 31, 2024	215.39	629.50	844.89
Depreciation	30.37	291.47	321.84
Deductions	-	-	-
At March 31, 2025	245.76	920.97	1,166.73
Net book value			
At March 31, 2025	127.94	1,698.81	1,826.75
At March 31, 2024	158.31	1,990.28	2,148.59

Note :

*Intangible assets in case of computer software are amortised on straight-line basis over a period of 3 years based on management's estimate. The amortisation period and the amortisation method are reviewed at the end of each financial year.

**Intangible assets in case of licences & approval are amortised on straight-line basis over a period of remaining useful life as per the terms of asset. The amortisation method are reviewed at the end of each financial year.

Note 8 : Other Financial Assets (Unsecured)

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Security deposits				
- to related party (Refer note 38)	45.00	-	-	-
- to others	30.44	-	29.87	-
Other bank balances				
Bank Balances with maturity more than 12 months				
-Fixed Deposits	33.92	-	33.92	-
- Margin Money	332.58	-	281.08	-
[*under lien against bank guarantee from banks]				
Interest receivables on				
-Fixed Deposits	-	1.81	-	0.24
-Margin Deposit	-	8.12	0.24	5.73
Others				
Advances to Employees	-	33.69	-	23.23
Total	441.94	43.62	345.11	29.20

Note 9 : Taxation

Indian companies are subject to Indian income tax . For each fiscal year, the respective entities profit or loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the Income Tax Act, 1961.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2024-25 is 15% plus a surcharge and education cess. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

Business loss and long term capital loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

(a) Income tax expense/(Benefit)

Income tax related to items charged or credited directly to Profit or Loss during the year:

	(₹ in Lakhs)	
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Current Tax:		
Current Income Tax	-	72.00
Taxes of earlier years	(33.13)	-
Current Tax (a)	(33.13)	72.00
Deferred Tax:		
Deferred tax	(2,127.95)	535.62
MAT credit	-	(193.11)
(Restoration) / Reversal of MAT Credit Entitlement relating to earlier years on finalisation of Income Tax Returns	(3.02)	226.70
Deferred Tax (b)	(2,130.97)	569.21
Total tax expenses (a+b)	(2,164.10)	641.21

A reconciliation of income tax expense applicable to accounting Profit / (Loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

	(₹ in Lakhs)	
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Profit before tax	(6,694.30)	470.11
Enacted tax rate in India	31.200%	33.384%
Expected income tax expense at statutory tax rate	(2,088.62)	156.94
Tax allowances	(83.57)	-
Expenses not deductible in determining taxable profits	44.24	257.57
Tax (credit) attributable to prior period	(36.15)	226.70
Tax expense for the year	(2,164.10)	641.21
Effective income tax rate	32.33%	136.40%

(b) Deferred Tax Asset (net)

Significant components of deferred tax assets / (liabilities) recognised in financial statements are as follows :

	(₹ in Lakhs)			
Particulars	As at March 31, 2024	Recognised/reversed through profit and loss	Recognised in / reclassified from other comprehensive income	As at March 31, 2025
Deferred tax assets / (liabilities):				
Property, plant and equipment and intangible assets	(9,991.92)	(791.24)	-	(10,783.16)
MAT credit entitlement	11,152.49	3.02	-	11,155.52
Unused tax losses	798.68	2,588.26	-	3,386.94
Provision for employee benefits	323.71	118.36	38.52	480.59
Others	(21.91)	212.57	-	190.66
Total	2,261.05	2,130.97	38.52	4,430.55

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	As at March 31, 2023	Recognised/reversed through profit and loss	Recognised in / reclassified from other comprehensive income	As at March 31, 2024
Deferred tax assets / (liabilities):				
Property, plant and equipment and intangible assets	(8,799.72)	(1,192.20)	-	(9,991.92)
MAT credit entitlement	11,308.09	(155.60)	-	11,152.49
Unused tax losses	-	798.68	-	798.68
Provision for employee benefits	279.68	27.56	16.47	323.71
Others	25.74	(47.65)	-	(21.91)
Total	2,813.79	(569.21)	16.47	2,261.05

Details of current tax assets (net)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax assets (net of provisions)	855.76	718.83
	855.76	718.83

Details of deferred tax assets not recognised

The Company has not recognised deferred tax asset, of ₹ 15.94 lakhs for the year ended March 31, 2025 (March 31, 2024 ₹ NIL), with respect to its tax losses and other temporary differences as it is unable to quantify the probability of its off-set against estimated immediate future profits. The estimated future profits are based on estimated business plan, hence, the recognition is sensitive to the changes in the business plan.

Expiry schedule of losses on which deferred tax assets is not recognised is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Long Term Capital losses (expire in assessment year 2033-34)	15.94	-
	15.94	-

Notes :

- The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and relates to income taxes levied by the same tax authority.
- There are certain income-tax related legal proceedings which are pending against the Company. Potential liabilities, if any have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (Refer note 34).

Note 10 : Other Assets (Unsecured, Considered Good)

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Unsecured, Considered good				
Capital Advances	184.81	-	674.14	-
Less: Allowance for doubtful advances	(90.73)	-	-	-
Net Capital Advances(A)	94.08	-	674.14	-
Other than capital advances				
Accrued Income*	-	-	-	1,409.10
Advance to Suppliers	-	130.07	-	398.33
Deferred Expense	-	0.42	-	-
Prepaid Expenses	29.62	323.30	39.18	272.24

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Balance with government authorities:				
-Service Tax	-	7.82	-	7.82
-Goods & Service Tax	-	2,251.94	-	4,067.13
Total(B)	29.62	2,713.55	39.18	6,154.62
Security Deposit	146.87	23.26	81.54	38.65
Less: Provision for security deposit	-	(18.31)	-	-
Net Security Deposits(C)	146.87	4.95	81.54	38.65
Other Receivables	-	533.61	-	6,249.19
Less: Provision for other receivables	-	(68.06)	-	-
Net Other Receivables(D)	-	465.55	-	6,249.19
Total (A+B+C+D)	270.57	3,184.05	794.86	12,442.46

*Accrued Income of ₹ 2,437.56 lakhs on long standing EXIM Containers, which was earlier recognised in the books based on management estimate has been reversed in the current year based on the revised estimate by external valuer.

Note 11 : Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Inventories (at lower of cost or net realizable value)		
Spare Parts and Consumables	303.12	346.55
Total	303.12	346.55

Note 12 : Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	10,596.70	8,134.30
Trade Receivables which have significant increase in Credit Risk	37.03	17.70
Less : Allowance for credit losses	(37.03)	(17.70)
Unbilled Revenue	675.00	838.22
Total	11,271.70	8,972.52

Trade Receivables are non - interest bearing and terms of payment are generally from 45 to 90 days.

1. Movement in loss allowance for expected credit risk

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening loss allowance	17.70	14.70
Loss allowance during the year	34.11	3.00
Write-off during the year	-	-
Reversal / Writeback during the year	(14.78)	-
Closing loss allowance	37.03	17.70

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

2. Ageing as at March 31, 2025:

(₹ in Lakhs)

Particulars	Undisputed Trade receivables		Disputed Trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Within the credit period	-	-	-	-
Outstanding for following periods from due date of payment				
Less than 6 months	9,952.21	-	-	-
6 months to 1 year	555.27	4.62	-	-
1 to 2 years	89.22	32.41	-	-
2 to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Unbilled	675.00	-	-	-
Total	11,271.70	37.03	-	-

Ageing as at March 31, 2024:

(₹ in Lakhs)

Particulars	Undisputed Trade receivables		Disputed Trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Within the credit period	-	-	-	-
Outstanding for following periods from due date of payment				
Less than 6 months	7,751.04	-	-	-
6 months to 1 year	383.26	17.70	-	-
1 to 2 years	-	-	-	-
2 to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Unbilled	838.22	-	-	-
Total	8,972.52	17.70	-	-

- Trade Receivables have been given as collateral towards borrowings, the details relating to which have been described in note 16 and 18.
- Trade receivables from related parties details has been described in note 38.
- Credit risk management regarding trade receivables has been described in note 33.
- Trade Receivables does not include any receivables from directors and officers of the company.

Note 13 : Current Financial Assets - Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Bank Balances		
- In current accounts	218.01	261.60
Cash in Hand	166.53	281.84
Total	384.54	543.44

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 14 : Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in Lakhs)	Amount	Number of shares (in Lakhs)	Amount
Authorised:				
Equity shares of the par value of ₹ 10 each	2,150.00	21,500.00	2,150.00	21,500.00
Preference shares :				
0% Cumulative Redeemable Preference Shares of ₹ 10 each	50.00	500.00	50.00	500.00
6% Cumulative Redeemable Preference Shares of ₹ 100 each	6.00	600.00	6.00	600.00
	2,206.00	22,600.00	2,206.00	22,600.00
Issued, Subscribed and Paid up Capital				
Equity Shares of ₹ 10 each fully paid up	1,505.19	15,051.92	1,505.19	15,051.92
Total	1,505.19	15,051.92	1,505.19	15,051.92

(a) Terms / rights attached to:

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in Lakhs)	Amount	Number of shares (in Lakhs)	Amount
Balance as at the Beginning of the year	1,505.19	15,051.92	1,505.19	15,051.92
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	1,505.19	15,051.92	1,505.19	15,051.92

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Equity Shares

Shares held by	As at March 31, 2025		As at March 31, 2024	
	Number of shares (in Lakhs)	%	Number of shares (in Lakhs)	%
Shantilal Jayavantraj Mehta	-	0.00%	459.49	30.53%
Shailaja Mehta Family Trust	-	0.00%	288.99	19.20%
Nemichand Mehta Family Trust	-	0.00%	183.64	12.20%
Sidhartha Corporation Private Limited	-	0.00%	92.48	6.14%
JSW Port Logistics Private Limited	1,059.21	70.37%	-	0.00%

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(d) Detail of Shares held by promoters as defined in the Companies Act, 2013

Promoter Name	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Individuals					
Shantilal Jayavantraj Mehta	60,000	0.04	4,59,49,253	30.53	(30.49)
Nemichand J Mehta	60,000	0.04	12,68,075	0.84	(0.80)
Kunthukumar S Mehta	-	-	21,00,000	1.40	(1.40)
Late Sairabai J Mehta	-	-	1,20,000	0.08	(0.08)
Jayesh Nemichand Mehta	-	-	30,000	0.02	(0.02)
Kamalabai S Mehta	-	-	30,000	0.02	(0.02)
Seema Mehta	-	-	30,000	0.02	(0.02)
Shailaja Nemichand Mehta	-	-	1,000	0.00	(0.00)
Body Corporates					
Sidhhartha Corporation Private Limited - Promoter Group	-	-	92,48,347	6.14	(6.14)
JSW Port Logistics Private Limited*	10,59,20,974	70.37	-	-	70.37
Trust					
Shailaja Mehta Family Trust - Promoter Group	-	-	2,88,99,000	19.20	(19.20)
Nemichand Mehta Family Trust - Promoter Group	-	-	1,83,64,000	12.20	(12.20)
Total	10,60,40,974	70.45	10,60,39,675	70.45	-

*The Board of Directors of Navkar Corporation Limited ("the Company") in its meeting held on June 27, 2024 has approved the execution of Share Purchase Agreement (SPA) dated June 27, 2024 entered between the Company, sellers forming part of the promoter/promoter group of the Company and Acquirer JSW Port Logistics Private Limited (Wholly owned subsidiary company of JSW Infrastructure Limited) for sale of 10,59,19,675 Equity Shares of the Company of Face Value of ₹ 10/- each, aggregating to 70.37% of the paid up equity share capital of the Company. The said transfer is completed on October 11, 2024. Further JSW Port Logistics Private Limited has acquired 1,299 equity shares through open offer made in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulation 2011.

Note 15 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Reserve on Amalgamation	4,896.50	4,896.50
Capital Redemption Reserve	-	2,270.31
Securities Premium	91,271.20	91,271.20
Capital Contribution by Shareholders	-	1,743.50
Retained Earnings	81,628.98	82,217.10
Total	1,77,796.68	1,82,398.61

(i) Capital Reserve on Amalgamation:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	4,896.50	4,896.50
Add : Additions during the year	-	-
Balance as at the end of the year	4,896.50	4,896.50

Note:

Capital Reserve on Amalgamation is created as per the Scheme of Amalgamation between erstwhile Preeti Logistics Limited with the Company approved by the Hon'ble High Court Judicature at Bombay on February 11, 2010.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(ii) Capital Redemption Reserve:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	2,270.31	2,068.64
Add : Transfer from Retained Earnings	129.49	201.67
Less : Transfer to Retained Earning	(2,399.80)	-
Balance as at the end of the year	-	2,270.31

Note: The Company has issued redeemable non-convertible Preference Share. Accordingly, the Companies (Share Capital and Debentures) Rules, 2014 (as amended), require the Company to create CRR out of profits of the Company available for payment of dividend. CRR is required to be created over the life of Preference Share for an amount which is equal to 100% of the amount to be redeemed of Preference Shares issued at the time of maturity. The company has allotted two categories of preference shares : One is 0% Redeemable Cumulative Preference Shares and another one is 6% Redeemable Cumulative Preference Shares (issued to erstwhile preference shareholders of Navkar Terminals Ltd in lieu of merger of the same into Navkar Corporation Ltd). The Company created the required CRR out of retained earnings which was fully redeemed on November 14, 2024 and March 21, 2025 respectively. The CRR created for both the preference shares is transferred to retained earnings during the year.

(iii) Securities Premium:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	91,271.20	91,271.20
Add : Received on issue of shares during the year	-	-
Less: Amount utilised during the year	-	-
Balance as at the end of the year	91,271.20	91,271.20

(iv) Capital Contribution by Shareholders:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	1,743.50	1,743.50
Add: Contribution during the year	-	-
Less: Transfer to Retained Earnings	(1,743.50)	-
Balance as at the end of the year	-	1,743.50

The Company issued 23,00,000 0% Cumulative Redeemable Preference Shares of Face value Rs 10.00 on November 15, 2012 till November 14, 2024 , for a period of 12 years, amounting to Rs 2,300 Lakhs. The notional component of the interest charged to the Profit and Loss over the above period, and accounted as capital contribution amounting to Rs 1,743.50 Lakhs is transferred to free reserve upon redemption of the Preference share capital.

(v) Retained Earnings:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	82,217.10	82,620.53
Add: Profit/(Loss) for the year	(4,530.20)	(171.10)
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(71.73)	(30.66)
Add : Transfer from Capital Contribution	1,743.50	-
Less: Transfer to Capital Redemption Reserve	(129.49)	(201.67)
Add : Transfer from Capital Redemption Reserve	2,399.80	-
Balance as at the end of the year	81,628.98	82,217.10

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 16 : Non-Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
I. Non-current borrowings:				
Secured				
Rupee Term Loans from Banks	10,556.73	3,545.56	13,853.39	3,323.10
	10,556.73	3,545.56	13,853.39	3,323.10
Less: Unamortised upfront fees on borrowings	(52.94)	(39.83)	(84.05)	(67.97)
	10,503.79	3,505.73	13,769.34	3,255.13
Less: Current maturities of long term borrowings clubbed under current borrowings (Refer note 18)	-	(3,505.73)	-	(3,255.13)
Total	10,503.79	-	13,769.34	-

Note 16.1 : Details of securities and terms of repayment:

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024		Rate of interest		Security	Terms of Repayments
	Non Current	Current	Non Current	Current	As at March 31, 2025	As at March 31, 2024		
Long term borrowings (Secured)								
Axis Rupee term loan	3,212.04	714.28	3,926.99	714.27	Repo + 2.75%	Repo + 2.75%	(A) Exclusive charge on assets funded out of term loan and by way mortgage on land and building located at 137/1A Ajivali, Panvel (Area: 41925 sq. mtr.) (B) Second paripassu charge on Current Assets (Stock, receivable and Cash & Cash Equivalent) of the borrower both present & future. Any Additional collateral Security other than those mentioned herein above offered by borrower to other lenders (in case of paripassu charge) shall also be available to the bank.	Repayable in Monthly installments from Oct. 2023 to Sep. 2030
State Bank of India Rupee term loan	120.20	437.15	306.68	437.84	MCLR + 1.55%	MCLR + 1.55%	A) Primary Security (i) Hypothecation of all fixed asset of the company created out of Term Loan. B) Colltaral Security 1) First charge on all that piece and parcel of land with warehousing building at Container Freight Station Yard II located at Survey No.137, Hissa No.1A1 admeasuring about 8-00-00 HRP i.e. equivalent to 80,000 sq.mtrs. (currently known as Survey No. 138/1 as per Revenue Records of KGP admeasuring area 8-00-00 HRP out of total area	Repayable in Monthly installments from Feb. 2024 to Nov. 2030

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Particulars	As at March 31, 2025		As at March 31, 2024		Rate of interest		Security	Terms of Repayments
	Non Current	Current	Non Current	Current	As at March 31, 2025	As at March 31, 2024		
							<p>13-23-75 HRP), lying, being and situated at Village Ajiwali, Taluka Panvel, District Raigad within the limit of Raigad Zilla Parishad and Panchayat Samittee Panvel, District Raigad and in the limits of M.M.R.D.A., in the Registration and in the limits of Sub- Registrar of Assurances Panvel together with building structures thereon and all plant and machinery attached to earth or permanently fastened to anything attached to earth, both present and future as follows: i) Survey Nos.- 137/1A Sale Deed 2 (Yard- II)-Area in H- R-P 4-00-00,Area in Sq. mts -40000 ,ii)137/1A Sale Deed 3 (Yard- II) - -Area in H- R-P 4-00-00,Area in Sq. mts -40000.</p> <p>2) Entire movable fixed assets of the company except the vehicles/equipment specifically charged to the lenders for such specific vehicle/equipment.</p>	
Kotak Mahindra Bank Rupee term loan	3,320.37	934.25	4,255.72	843.29	Repo + 2.80%	Repo + 2.80%	<p>A) Primary Security :</p> <p>(i) Subservient charge with KVB for present and future current assets of the Company.</p> <p>(ii) F&E HP Charge on Four raitway rakes purchased out of bank finance i.e. Bogie Container Ftat Type BCLM Wagons (each rakes comprising of 9 unit of 5 wagons i.e. 45 wagons) as per RDSO Diagram Drawings and Brake Van Type BVCM confirming to RDSO Diagram Drawing.</p> <p>B) Colltaral Security</p> <p>(i) F&E charge by way of Registered mortgage of ICD (Morbi) at Survey No.242 / P2, 243/P1/ P2,243/P1/P3,244 P1/P1, 245 P1/P1, 245/P2, 245/ P3, 246/P1, 251/ P2, 252/ P2, 253/P2, 260/P1, 261/ P3, 262/P3, 263/P1, 264/ P2-of Village Vadharva, Taluka Maliya District, Morbi Gujarat 363670.</p>	Repayable in Monthly installments from Oct. 2023 to March 2029

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Particulars	As at March 31, 2025		As at March 31, 2024		Rate of interest		Security	Terms of Repayments
	Non Current	Current	Non Current	Current	As at March 31, 2025	As at March 31, 2024		
Kotak Mahindra Bank Rupee Commercial Vehicle Loans	1,955.77	729.87	2,685.64	664.45	9.42%-9.47% p.a.	9.42%-9.47% p.a.	Secured by the vehicles purchased from the loan proceedings.	Repayable in Monthly installments from Sep. 2023 to Jul. 2028
Yes Bank Rupee Commercial Vehicle Loans	1,948.35	730.01	2,678.36	663.25	9.25% p.a	9.25% p.a	Secured by the vehicles purchased from the loan proceedings.	Repayable in Monthly installments from Sep. 2023 to Jul. 2028
	10,556.73	3,545.56	13,853.39	3,323.10				
Less: Unamortised upfront fees on borrowing	(52.94)	(39.83)	(84.05)	(67.97)				
Net Borrowing	10,503.79	3,505.73	13,769.34	3,255.13				

Note 17 : Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Provision for Employee Benefits:				
Provision for Gratuity	981.06	167.72	725.50	60.28
Provision for Leave Obligation	133.49	10.85	129.14	11.43
Total	1,114.55	178.57	854.64	71.71

Note 18 : Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans repayable on demand		
Working Capital Loans from Banks		
- Cash credit from banks (secured)	1,554.16	1,990.78
Current maturities of non - current borrowing (Refer Note 16)	3,505.73	3,255.13
Preference Share (Unsecured)		
Nil (March 31, 2024: 23,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up	-	2,135.93
Nil (March 31, 2024: 99,790) 6% Cumulative Redeemable Preference shares of ₹ 100 each fully paid up	-	164.97
Total	5,059.89	7,546.81

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	Rate of interest		Security	Terms of Repayments
			As at March 31, 2025	As at March 31, 2024		
Cash credit from banks	1,554.16	1,990.78	MCLR +1%	MCLR +1%	<p>(a) Primary Security given for Hypothecation & 1st charge Entire current assets of the Company Present and Future including documents of titles to goods and other assets such as outstanding monies, receivables, claims, bills, invoices, documents, contracts engagements, securities, investments and rights. Hypothecation of Stock & Receivables.</p> <p>b) Collateral Security</p> <p>1) First charge on all that piece and parcel of land with warehousing building at Container Freight Station Yard II located at Survey No.137, Hissa No.1A1 admeasuring about 8-00-00 HRP i.e. equivalent to 80,000 sq.mtrs. (currently known as Survey No. 138/1 as per Revenue Records of KGP admeasuring area 8-00-00 HRP out of total area 13-23-75 HRP), lying, being and situated at Village Ajiwali, Taluka Panvel, District Raigad within the limit of Raigad Zilla Parishad and Panchayat Samittee Panvel, District Raigad and in the limits of M.M.R.D.A., in the Registration and in the limits of Sub- Registrar of Assurances Panvel together with building structures thereon and all plant and machinery attached to earth or permanently fastened to anything attached to earth, both present and future as follows:</p> <p>i) Survey Nos.- 137/1A Sale Deed 2 (Yard- II)-Area in H- R-P 4-00-00,Area in Sq. mts -40000,</p> <p>ii) 137/1A Sale Deed 3 (Yard- II) - -Area in H- R-P 4-00-00,Area in Sq. mts -40000.</p> <p>2) Entire movable fixed assets of the company except the vehicles/ equipment specifically charged to the lenders for such specific vehicle/equipment.</p>	Repayable on demand
Unsecured Loans (at amortised cost):	-	-				
0% Cumulative Redeemable Preference Shares	-	2,135.93			The Company had one class of preference shares having a par value of ₹ 10 per share. They have been issued for a period of 12 years. These shares did not carry any dividend. They did not have any rights to participate in the profits or assets of the Company.	Repaid on 14 November 2024

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024	Rate of interest		Security	Terms of Repayments
			As at March 31, 2025	As at March 31, 2024		
6% Cumulative Redeemable Preference Shares	-	164.97			The Company has one class of preference shares having a par value of ₹ 100 per share and the same would be redeemed at the end of 10 years from the date of allotment. In the event of liquidation, the preference shareholders are eligible to receive repayment of the capital along with the dividend. They do not have any rights to participate in the profits or assets of the Company. Also the Company has call option to redeem the preference shares at any time after the end of one year from the date of allotment.	Repaid on 21 March 2025
	-	2,300.90				
Total	1,554.16	4,291.68				

Note 19 : Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	115.08	72.72
Total outstanding dues of creditors other than micro enterprise and small enterprises		
Other than acceptance	2,893.75	1,370.57
Total	3,008.83	1,443.29

2. Ageing as at March 31, 2025:

(₹ in Lakhs)

Particulars	Undisputed Trade payables		Disputed Trade Payables	
	MSME	Other	MSME	Other
Within the credit period	-	-	-	-
Outstanding for following periods from due date of payment				
Less than one year	82.16	1,413.85	-	-
1 to 2 years	-	12.31	-	-
2 to 3 years	0.69	0.89	-	-
More than 3 years	0.61	0.20	-	-
Unbilled	31.62	1,466.50	-	-
Total	115.08	2,893.75	-	-

Ageing as at March 31, 2024:

(₹ in Lakhs)

Particulars	Undisputed Trade payables		Disputed Trade Payables	
	MSME	Other	MSME	Other
Within the credit period	-	-	-	-
Outstanding for following periods from due date of payment				
Less than one year	49.00	1,141.78	-	-
1 to 2 years	1.00	18.03	-	-
2 to 3 years	0.61	47.73	-	-
More than 3 years	-	-	-	-
Unbilled	22.11	163.03	-	-
Total	72.72	1,370.57	-	-

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note: 1. Trade payables to related parties has been disclosed in note 38.

Note: 2. Disclosure for micro and small enterprises:*

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
- Principal**	101.21	70.42
- Interest due thereon	13.87	2.30
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
- Principal***	176.30	338.18
- Interest due thereon	-	31.16
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	13.87	2.30
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	13.87	2.30

*The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

** Principal amounts includes provisions made for MSME vendors.

*** Total payments made to MSME for the year ended March 31,2025 is ₹ 1,405.00 lakhs (March 31,2024 ₹ 2,865.02 lakhs).

Note 20 : Other Financial Liabilities (At Amortised Cost)

(₹ in Lakhs)

Particulars	As at March 31,2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Security Deposits	-	36.50	-	39.50
Payables to employees	-	197.32	-	318.69
Interest accrued but not due on Borrowing	-	27.30	-	33.94
Payable for capital projects	-	31.46	-	508.21
Other Payables	-	11.21	-	9.54
Total	-	303.79	-	909.88

Note 21 : Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31,2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
Advances from customers	-	260.19	-	537.27
Statutory Dues Payable (Including Provident Fund, Tax Deducted at Source and other Indirect Taxes)	-	110.50	-	113.10
Total	-	370.69	-	650.37

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 22 : Revenue from Operations

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Revenue from contracts with customers		
Sale of Products:		
Auction Sales	59.92	276.09
Services Rendered:		
Cargo Handling	30,027.47	29,729.85
Transportation	17,540.55	12,937.04
Other Operating Revenue:		
EDI Income	14.34	16.53
MNR Receipts	534.11	317.90
Warehouse rental income	273.01	106.57
Rake Lease Income	-	103.14
Total	48,449.40	43,487.12

The Company has assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (Refer Note : 35)

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Revenue from contracts with customers	47,627.94	42,942.98
Other operating revenue	821.46	544.14
Total revenue from operations	48,449.40	43,487.12
India	48,449.40	43,487.12
Outside India	-	-
Total revenue from operations	48,449.40	43,487.12

Note 23 : Other Income

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest Income:		
From Fixed Deposits with Banks	22.38	(6.93)
Interest on Income tax Refund	40.57	-
Rental Income	11.64	18.69
Miscellaneous Income	452.04	585.29
Total	526.63	597.05

Note 24 : Cost of Services

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Handling and Transportation Charges	10,767.61	9,255.82
Electricity Expenses	825.07	622.82
Port Handling Charges	53.42	21.60
Fuel Expenses	7,529.94	4,773.27
Contract Manpower Expenses	3,160.05	1,973.69
Repair and Maintenance	1,788.73	1,438.27
Railway Expenses	14,095.99	11,237.33
Other Operational Expenses	776.74	917.53
Total	38,997.55	30,240.33

Note 25 : Employee Benefits Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Salaries, Wages and Bonus	3,660.74	3,303.85
Contributions to Provident and Other Funds (Refer Note 36)	115.97	106.09
Gratuity Expenses (Refer Note 36)	338.81	119.04
Leave Compensation Expenses	24.57	21.11
Staff Welfare Expenses	380.48	440.29
Total	4,520.57	3,990.38

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 26 : Finance Costs

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest:		
On Borrowings on Term Loans	1,547.76	671.46
On Borrowings from Banks on Short-Term Loans	222.14	169.62
Interest on Lease Liability	69.61	23.00
Interest on Others	11.58	19.95
Dividend on Redeemable Preference Share	158.77	245.12
Bank Charges and Commission	60.10	272.66
Total	2,069.96	1,401.81

Note 27 : Depreciation and Amortisation Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Depreciation of tangible assets (Refer Note 3)	4,462.71	3,759.29
Amortisation of intangible assets (Refer Note 7)	321.84	318.38
Depreciation of Right of use assets (Refer Note 5)	306.31	92.86
Total	5,090.86	4,170.53

Note 28 : Other Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Advertisement and publicity	33.13	111.67
Repairs and maintenance	307.08	130.15
Information Technology Expenses	86.45	110.70
Security Expenses	601.09	496.57
Rent, Rates and Taxes	1,259.39	512.75
Postage, Printing and Stationery	72.98	60.38
Telephone and Internet Charges	56.62	59.41
Travelling Expenses	119.83	148.04
Insurance Expenses	505.30	430.39
Legal and Professional Fees	571.36	253.01
General and Office Expenses	65.31	59.29
Electricity Expense	38.26	31.62
Commission and Brokerage	4.64	7.04
Payment to Auditors:		
Statutory Audit	37.89	34.90
Tax Audit	7.50	7.50
Others	13.00	-
CSR Expenses	111.52	135.00
Donations	1.33	157.11
Loss on Sale of Property, Plant and Equipment	91.54	573.30
Provision for others	177.10	-
Miscellaneous Expenses	199.65	489.18
Allowance for credit losses	19.33	3.00
Total	4,380.30	3,811.01
Less: Related to Discontinued Operations (Refer Note 31)	-	730.97
Total	4,380.30	3,080.04

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Note 29 : Exceptional Items

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Loss on sale of Assets	(611.09)	-
Total	(611.09)	-

Note :

During the year ended March 31, 2025, the Company has incurred loss of ₹ 611.09 lakhs for sale of certain fixed assets.

Note 30 : Earnings Per Equity Share

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
For Continuing Operations		
Net Profit attributable to Equity Shareholders (₹ in lakhs)	(4,530.20)	559.87
Weighted Average Number of Equity Shares (Nos. in lakhs)	1,505.19	1,505.19
Basic and Diluted Earnings Per Share (in ₹)	(3.01)	0.37
Face value per Share (₹)	10.00	10.00
For Discontinuing Operations		
Net Profit attributable to Equity Shareholders (₹ in lakhs)	-	(730.97)
Weighted Average Number of Equity Shares (Nos. in lakhs)	1,505.19	1,505.19
Basic and Diluted Earnings Per Share (in ₹)	-	(0.49)
Face value per Share (₹)	10.00	10.00

Note 31 : Discontinued Operation

The Financial Performance for Discontinued Operations :-

(₹ in Lakhs except EPS)

Sr No	Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	Income		
	(a) Revenue from Operations	-	-
	(b) Other Income	-	-
	Total Income (a + b)	-	-
2	Expenses		
	(a) Cost of Services	-	-
	(b) Employee Benefits Expenses	-	-
	(c) Finance Costs	-	-
	(d) Depreciation and Amortisation Expenses	-	-
	(e) Other Expenses	-	730.97
	Total Expenses (a to e)	-	730.97
3	Profit Before Tax (1-2)	-	(730.97)
4	Tax Expense		
	(a) Current Tax	-	(122.01)
	(b) Deferred Tax	-	122.01
	Total Tax Expense (a + b)	-	-
5	Net Profit for the Period/ Year from discontinued operations (3 - 4)	-	(730.97)
6	Add: Other Comprehensive Income (net of tax)		
	Items that will not be reclassified to profit or loss		
	Re-measurement of net defined benefit obligations	-	-
7	Total Comprehensive Income (5+6)	-	(730.97)
8	Earnings Per Share (face value of ₹ 10 each) (Derived based on Sr. No. 5 above)		
	For Discontinued Operations		
	(a) Basic	-	(0.49)
	(b) Diluted	-	(0.49)

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Navkar Corporation Limited had agreed to transfer the Business Unit of the ICD situated at Tumb Village in Valsad District of Gujarat as a going concern on 'slump sale' for ₹ 830.70 crores (excluding the consideration for working capital) to 'Adani Forwarding Agents Pvt Ltd' in the financial year 2022-23. In order to facilitate successful conclusion of the clause 6.2.1.d(i) (conditioned to transfer 6.5 acres of Land Parcel under Schedule II, Part C of "Description of ICD Land") of this Business Transaction Agreement dated 16th August 2022, said transfer is under process and the Company has incurred the cost of ₹ 5.10 Crores on the land parcel during the year ended March 31, 2024

Further, amount of ₹ 2.20 Crores related to "working capital" consideration and to the extent not recoverable as per Clause 4.1 of the BTA has been charged to 'Profit from discontinued operations before tax' during the year ended March 31, 2024.

The aforesaid costs incurred have been reported under 'Profit / (Loss) from discontinued operations before tax' during the year ended March 31, 2024.

Disclosures as required under Indian Accounting Standard (Ind AS) 105 "Non-Current Assets Held for Sale and Discontinued Operations", in the financial results for all the periods have been suitably presented and restated in relation to the Slump Sale.

Note 32 : FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

Capital risk management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents and other bank balances.

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Long-term borrowings	10,503.79	13,769.34
Short-term borrowings	5,059.89	7,546.81
Total borrowings	15,563.68	21,316.15
Less: Cash and cash equivalent	(384.54)	(543.44)
Less: Other bank balances (included in other financial assets)	(366.50)	(315.00)
Net debt	14,812.64	20,457.71
Total equity	1,92,848.60	1,97,450.53
Gearing ratio	0.08	0.10

Categories of financial instruments

The accounting classification of each category of financial instruments and their carrying amounts, are set out below:

As at 31st March, 2025 (₹ in Lakhs)

Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Total carrying value	Fair value
Financial assets					
Trade receivables	11,271.70	-	-	11,271.70	11,271.70
Other financial assets	485.56	-	-	485.56	485.56
Cash and cash equivalents	384.54	-	-	384.54	384.54
Total	12,141.80	-	-	12,141.80	12,141.80
Financial liabilities					
Borrowings	15,563.68	-	-	15,563.68	15,563.68
Lease liabilities	1,277.82	-	-	1,277.82	1,277.82
Trade payables	3,008.83	-	-	3,008.83	3,008.83
Other financial liabilities	303.79	-	-	303.79	303.79
Total	20,154.12	-	-	20,154.12	20,154.12

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

As at 31st March, 2024

(₹ in Lakhs)

Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Total carrying value	Fair value
Financial assets					
Trade receivables	8,972.52	-	-	8,972.52	8,972.52
Other financial assets	374.31	-	-	374.31	374.31
Cash and cash equivalents	543.44	-	-	543.44	543.44
Total	9,890.27	-	-	9,890.27	9,890.27
Financial liabilities					
Borrowings	21,316.15	-	-	21,316.15	21,316.15
Lease liabilities	611.16	-	-	611.16	611.16
Trade payables	1,443.29	-	-	1,443.29	1,443.29
Other financial liabilities	909.88	-	-	909.88	909.88
Total	24,280.48	-	-	24,280.48	24,280.48

Fair value hierarchy of financial instruments:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- recognised and measured at fair value and
- measured at amortised cost 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 three levels prescribed under the accounting standard.

Note 33 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprises of loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 11,271.70 lakhs and ₹ 8,972.52 lakhs as of March 31, 2025 and March 31, 2024, respectively.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The Company is in the business of CFS activities. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025 and March 31, 2024 is the carrying amounts as stated in balance sheet. The Company's maximum exposure relating to financial derivative instruments is noted in the liquidity table below.

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company manages liquidity risk by maintaining sufficient cash and cash equivalents and by having access to funding through an adequate amount of committed credit lines. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans. The Company has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Company believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial assets and financial liabilities as of March 31, 2025 and March 31, 2024:

Year ended March 31, 2025

(₹ in Lakhs)

Particulars	Less than one year	1 to 5 years	> 5 years	Total
Financial assets				
Trade receivables	11,271.70	-	-	11,271.70
Other financial assets	43.62	441.94	-	485.56
Cash and cash equivalents	384.54	-	-	384.54
Total	11,699.86	441.94	-	12,141.80
Financial liabilities				
Secured Loans	5,059.89	10,149.28	354.51	15,563.68
Lease liabilities	434.53	843.29	-	1,277.82
Trade Payables	3,008.83	-	-	3,008.83
Other financial liabilities	303.79	-	-	303.79
Total	8,807.04	10,992.57	354.51	20,154.12

Year ended March 31, 2024

(₹ in Lakhs)

Particulars	Less than one year	1 to 5 years	> 5 years	Total
Financial assets				
Trade receivables	8,972.52	-	-	8,972.52
Other financial assets	29.20	345.11	-	374.31
Cash and cash equivalents	543.44	-	-	543.44
Total	9,545.16	345.11	-	9,890.27
Financial liabilities				
Secured Loans	5,251.31	12,697.06	1,066.88	19,015.25
Preference Share	2,300.90	-	-	2,300.90
Lease liabilities	219.08	392.08	-	611.16
Trade Payables	1,443.29	-	-	1,443.29
Other financial liabilities	909.88	-	-	909.88
Total	10,124.46	13,089.14	1,066.88	24,280.48

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Market Risk

Market risk comprises two types of risk : interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The exposure of the Company to interest rate changes at the end of the reporting period are as under:

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Floating rate borrowings	10,292.44	14,776.48
Fixed Rate Borrowing	5,364.01	6,691.70
Total borrowing	15,656.45	21,468.18
Total net borrowing	15,563.68	21,316.15
Add: Upfront fees	92.77	152.03
Total gross borrowings	15,656.45	21,468.18

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows :

Particulars	(₹ in Lakhs)	
	Increase/ Decrease in basis points	Effect on Profit before Tax
March 31, 2025	+ 1%	(127.31)
	- 1%	127.31
March 31, 2024	+ 1%	(53.13)
	- 1%	53.13

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the borrowings converted in the foreign currency and purchase of stores and spares from out of India. The Company manages its foreign currency risk by hedging repayment of principals that are expected to be paid within the period of loan. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. The Company hedges its exposure to fluctuations on the translation into ₹ of its foreign payables in foreign currencies and by using foreign currency option and forward contracts.

Foreign Currency Sensitivity

Company does not have any foreign currency profit/(loss) in reporting period.

Note 34 : CONTINGENT LIABILITIES AND COMMITMENTS

A. Contingent liabilities (to the extent not provided for)

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Claims against the company not acknowledged as debt:		
Disputed income tax liability	504.86	504.86
Disputed service tax liability	104.21	104.21
Disputed service rendered	37.12	34.20

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

- Income Tax cases includes disputes pertaining to short allowance of 80IA deduction and other matters - Pending with Income Tax Appellate Tribunal.
- Service Tax cases includes disputes pertaining to cenvat credit availed on construction activity - Pending with High Court.
- Disputed Service rendered includes disputes pertaining to damaged goods and other matters.

B. Commitments: (net of advances)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital commitments	213.64	1,293.01
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be executed (net of capital advances)		
Other commitments	948.14	948.14
The Group has imported capital goods under the export promotion capital goods scheme to utilise the benefit of zero or concessional custom duty rate. These benefits are subject to future exports		

Note 35 : Segment Information

Information about Primary Business Segment

The Company is primarily engaged in one business segment, namely related to Container Freight Station (CFS) and Inland Container Depot (ICD) Operations, which are primarily assessed as a single reportable operating segment as determined by the Chief Operating Decision Maker (CODM) in accordance with Ind As 108 "Operating Segment".

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India, consequently the Company does not have separate reportable geographical segment for the year ended March 31, 2025.

Information about Customers contributing more than 10% of revenue

One of our customer individually accounted for more than 10% of the revenues for the year ended March 31, 2025 (One Customer - March 31, 2024)

Note 36 : Employee Benefits

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

- Employers' Contribution to Provident Fund and Employee's Pension Scheme
- Employers' Contribution to Employee's State Insurance

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Employers' Contribution to Provident Fund and Employee's Pension Scheme	115.02	104.33
Employers' Contribution to Employee's State Insurance	0.95	1.76
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 25)	115.97	106.09
II. Defined Benefit Plan		
Gratuity Fund		
a. Major Assumptions	(% p.a.)	(% p.a.)
Discount Rate	6.80%	7.20%
Salary Escalation Rate @	8.00%	8.00%
@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
Employee Turnover	6.50%	6.50%

NOTES TO THE FINANCIAL STATEMENT

as at and for the year ended March 31, 2025

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
b. Change in Present Value of Obligation		
Present Value of defined benefit Obligation as at the beginning of the year	785.78	678.48
Interest Cost	54.41	48.30
Current Service Cost	79.87	70.74
Past service cost	204.53	-
Benefits paid	(86.06)	(58.87)
Remeasurements - Actuarial (Gain)/ Loss on Obligations	110.25	47.13
Present Value of defined benefit obligation at the end of the year	1,148.78	785.78
c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets		
Present Value of defined benefit obligation at the end of the year	1,148.78	785.78
Fair Value of Plan Assets	-	-
Funded Status	(1,148.78)	(785.78)
Present Value of Unfunded Obligation	1,148.78	785.78
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 17)	1,148.78	785.78
d. Expenses Recognised in the Statement of Profit and Loss		
Current Service Cost	79.87	70.74
Interest cost on benefit obligation (net)	54.41	48.30
Past Service Cost	204.53	-
Total expenses included in employee benefits expense	338.81	119.04
e. Expense Recognised in the Statement of Other Comprehensive Income		
Remeasurements of the net defined benefit liability		
Actuarial (gains) / losses on obligation	110.25	47.13
	110.25	47.13
Actuarial (gains) / losses on Obligation		
Due to Demographic Assumption*	-	-
Due to Financial Assumption	35.19	14.54
Due to Experience	75.06	32.59
Total Actuarial (Gain)/Loss	110.25	47.13
*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience		
f. Amounts recognised in the Balance Sheet		
Present Value of Obligation as at year end	(1,148.78)	(785.78)
Fair Value of Plan Assets as at year end	-	-
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 17)	(1,148.78)	(785.78)
g. Maturity profile of defined benefit obligation		
Within the next 12 months	167.71	60.27
Between 2 and 5 years	333.94	272.72
Between 6 and 10 years	525.71	371.42

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

III. Other Employee Benefits

The liability for leave entitlement as at March 31, 2025 is ₹ 144.34 lakhs (March 31, 2024: ₹ 140.57 lakhs) disclosed under Long Term Provisions and Short Term Provision (Refer Note 17).

IV. Sensitivity Analysis

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

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 and March 31, 2024 are as shown below:

(₹ in Lakhs)

Particulars	Change in Discount Rate/ Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations		Change in Employee Turnover Rate	Increase/ (Decrease) in Present Value of Obligations
		Discount Rate	Salary Escalation Rate		Employee Turnover Rate
March 31, 2025	+0.50%	(43.14)	45.59	+10.0%	(4.43)
	-0.50%	46.19	(43.00)	-10.0%	4.62
March 31, 2024	+0.50%	(31.46)	27.48	+10.0%	0.39
	-0.50%	33.65	(26.48)	-10.0%	(0.60)

b. Leave Compensation

A quantitative sensitivity analysis for significant assumption as at March 31, 2025 and March 31, 2024 are as shown below:

(₹ in Lakhs)

Particulars	Change in Discount Rate/ Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations		Change in Employee Turnover Rate	Increase/ (Decrease) in Present Value of Obligations
		Discount Rate	Salary Escalation Rate		Employee Turnover Rate
March 31, 2025	+0.50%	(5.68)	6.03	+10.0%	(0.77)
	-0.50%	6.08	(5.70)	-10.0%	0.81
March 31, 2024	+0.50%	(5.36)	5.67	+10.0%	(0.57)
	-0.50%	5.72	(5.35)	-10.0%	0.60

V. Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the significant risk of which are detailed below :

Interest risk	A decrease in the market yields in the government bond will increase the plan liability.
Longevity risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Note 37 : Additional regulatory and other information as required by the Schedule III to the Companies Act, 2013

- Quarterly returns or statements of current assets filed with banks or financial institutions are in agreement with the books of accounts.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

2. Key Financial Ratios

Particulars	Unit of measurement	March 31, 2025	March 31, 2024*	Variance in % term	Change in Excess of 25%
Current Ratio	In multiple	1.62	2.06	-21.2%	
Debt - Equity Ratio	In multiple	0.08	0.11	-25.2%	The significant change belongs to repayment of preference shares and reduction in short term borrowings.
Debt Service Coverage Ratio (DSCR)	In multiple	0.40	1.25	-68.0%	The significant change belongs to reduction in EBITDA in current year and increase in borrowing cost and repayment of preference shares in current year.
Debtors Turnover Ratio	In multiple	4.79	6.94	-31.0%	The significant change belongs to increase in Trade receivables in current Year with respect to start up of Morbi operations.
Net Profit Margin (%)	In %	-9.35%	-0.39%	2276.6%	The significant change belongs to decrease in Net profit (Refer Note 10 on Accrued Income).
Return on Equity (ROE)(%)	In %	-2.32%	-0.09%	2580.3%	The significant change belongs to decrease in Net profit (Refer Note 10 on Accrued Income).
Payables Turnover Ratio	In multiple	19.49	15.57	25.2%	The significant change belongs to increase in unbilled trade payables in current Year.
Return on Capital Employed (%)	In %	-2.24%	0.86%	-359.0%	The significant change belongs to reduction in EBIT (Refer Note 10 on Accrued Income).
Return on Investments (%)	In %	NA	NA	NA	Company has not parked any short term funds.
Net Capital Turnover Ratio	In multiple	8.31	3.78	119.60%	Due to decrease in working capital on account of significant reduction in other current assets.
Inventory Turnover Ratio	In multiple	NA	NA	NA	Company is in service industry and does not hold inventory for operational purpose except spare parts.

*The ratios of the previous year ended March 31, 2024 have been recomputed to conform with the methodology used by the holding company.

Formulas for Computation of above ratios are as under :

Current Ratio	Current assets / Current liabilities
Debt - Equity Ratio	Total Borrowings (i.e. Non-current borrowings + Current borrowings) / Total Equity
Debt Service Coverage Ratio (DSCR)	(Profit After tax + Non cash Operating Expenses (Depreciation and amortisation expenses + Unrealised Forex Loss / Gain + Loss / Gain on Sale of PPE) + Finance Cost) / Interest on Borrowings + Interest on Lease Liabilities + Lease Repayment + Scheduled principal\ repayments of Borrowings (i.e. excluding prepayments and refinancing of debts) during the year
Debtors Turnover Ratio	Revenue from operations / Average Trade Receivables

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Net Profit Margin (%)	Net Profit after tax / Revenue from operations
Return on Equity (ROE)(%)	Net Profit after tax / Average Equity
Payables Turnover Ratio	Operating Exp. + Other Exp. / Average Trade Payables
Return on Capital Employed (%)	Profit before tax plus finance Cost / Tangible Net Worth + Total Borrowings + Deferred Tax
Return on Investments (%)	Earnings from Investment / Average Funds Invested
Net Capital Turnover Ratio	Revenue from operations /Working Capital
Inventory Turnover Ratio	(Fuel Cost + Stores & Spares Consumed + Purchase of Stock in Trade)/ Average Inventory

Note 38 : Related Party Disclosure

i) Key Management Personnel

Mr. Rinkesh Roy	Chairman and Director (w,e,f, October 11, 2024)
Mr. Lalit Singhvi	Director (w,e,f, October 11, 2024)
Mr. Manish Gupta	Director (w,e,f, October 11, 2024)
Mr. Amit Garg	Whole Time Director (w,e,f, November 06, 2024)
Mr. Karun Kant Dave	Director (w,e,f, October 11,2024 upto November 05, 2024)
Mr. Shantilal J Mehta	Chairman and Managing Director (upto October 11, 2024)
Mr. Nemichand J Mehta	Whole Time Director (upto October 11, 2024)
Mr. Jayesh N Mehta	Whole Time Director (upto October 11, 2024)
Mr. Dinesh Mohanlal Jain	Whole Time Director (upto October 11, 2024)
Mr. Atul Kumar	Independent Director (w,e,f, May 29, 2023)
Mr. Ashok Kumar Thakur	Independent Director
Mrs. Pooja Goyal	Independent Director
Mr. Sandeep Kumar Singh	Independent Director
Mr. Arun Sharma	Chief Executive Officer
Mr. Anish Maheshwari	Chief Financial Officer (upto August 17, 2023)
Mr. Prasoon Singh	Chief Financial Officer (w.e.f September 28, 2023 upto January 27, 2025)
Mr. Sabyasachi Mukherjee	Chief Financial Officer (w.e.f January 27, 2025)
Mrs. Deepa Gehani	Company Secretary & Compliance officer

ii) Relative of key management personnel and name of the enterprises having same key management personnel and/or their relatives as the reporting enterprises with whom the company has entered into transactions during the year ended March 31, 2025.

Mrs. Shailaja N Mehta	Wife of Director
Mr. Kunthukumar S Mehta	Son of Director
Mrs. Kamalabai S Mehta	Wife of Director
Late Mrs. Sairabai J Mehta	Mother of Director
Mrs. Seema K Mehta	Daughter in law of Director
Mrs. Pratiksha J Mehta	Daughter in law & wife of Director
Mr. Rajendra K Mehta	Grandson of Director
Sidhartha Corporation Private Limited	Enterprise in which director is having significant influence
Pushpadant Exports Private Limited	Enterprise in which director is having significant influence
Prabhu Mahaveer Exports Private Limited	Enterprise in which director is having significant influence
Navkar Charitable Trust	Enterprise in which director is having significant influence
JSW port logistics private Limited	Holding Company
JSW Steel Limited	Other Related Party
JSW Foundation	Other Related Party
JSW Shipping & Logistics Private Limited	Other Related Party
JSW (South) Rail Logistics Private Limited	Other Related Party
Jindal Stainless Limited	Other Related Party

Notes:

- 1) The list of related parties above has been limited to entities with which transactions have taken place.
- 2) Related party transactions have been disclosed till the time the relationship existed.

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

iii) Transactions with Related Parties during the year

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Remuneration and Salary		
Mr. Shantilal J Mehta*	82.75	80.00
Mr. Nemichand J Mehta*	82.75	80.00
Mr. Jayesh N Mehta*	48.96	50.48
Mr. Dinesh Mohanlal Jain*	80.18	55.53
Mr. Arun Sharma	139.73	78.00
Mr. Anish Maheshwari	-	50.88
Mr. Prasoon Singh	51.82	29.45
Mr. Rajendra K Mehta	6.77	7.77
Mr. Amit Garg	110.08	-
Mr. Sabyasachi Mukherjee	9.26	-
Mrs. Deepa Gehani	43.61	26.79
	655.91	458.90
Sitting Fees		
Mr. Sandeep Kumar Singh	9.00	4.80
Mr. Ashok Kumar Thakur	9.00	4.80
Mrs. Pooja Goyal	9.00	4.80
Mr. Atul Kumar	9.00	4.00
	36.00	18.40
Rental Income		
Sidhartha Corporation Private Limited	8.22	15.58
	8.22	15.58
Services Rendered		
Sidhartha Corporation Private Limited	3.16	0.65
Pushpadant Exports Private Limited	0.56	0.39
Prabhu Mahaveer Exports Private Limited	-	0.13
JSW Steel limited	2,095.60	-
JSW Shipping & Logistics Private Limited	18.47	-
JSW (South) Rail Logistics Private Limited	0.20	-
Jindal Stainless Limited	97.57	-
	2,215.56	1.17
Donations and CSR Expenses		
Navkar Charitable Trust	81.52	234.78
JSW Foundation	30.00	-
	111.52	234.78
Repayment of Unsecured Loan		
Mrs. Shailaja N Mehta	-	406.49
Mr. Jayesh N Mehta	-	1,929.38
	-	2,335.87
Rent Expenses		
Mr. Shantilal J Mehta	0.63	1.20
	0.63	1.20
Advances to Key Management Personnel		
Mr. Arun Sharma	50.00	-
	50.00	-
Amount Received Against Advance To KMP		
Mr. Arun Sharma	27.20	-
	27.20	-
Repayment of Security Deposit		
Siddhartha Corporation Private Limited	3.00	-
	3.00	-
Land Purchase		
Mr. Nemichand J Mehta	75.24	453.49
Mr. Shantilal J Mehta	57.08	-
	132.32	453.49

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Dividend on Redeemable Preference Share		
Mr. Shantilal J Mehta	77.01	113.30
Mr. Nemichand J Mehta	39.56	61.18
Mrs. Shailaja N Mehta	40.34	60.11
Mr. Jayesh N Mehta	(0.50)	0.83
Mrs. Kamalabai S Mehta	(0.50)	0.83
Late Mrs.Sairabai J Mehta	0.21	0.36
Mr. Kunthukumar S Mehta	3.72	6.95
Mrs. Seema K Mehta	(0.50)	0.83
Mrs. Pratiksha J Mehta	(0.56)	0.73
	158.78	245.12
Repayment of Redeemable Preference Share		
Mr. Shantilal J Mehta	1,105.60	-
Mr. Nemichand J Mehta	616.50	-
Mrs. Shailaja N Mehta	590.29	-
Mr. Jayesh N Mehta	17.82	-
Mrs. Kamalabai S Mehta	17.82	-
Mr. Kunthukumar S Mehta	76.93	-
Mrs.Seema K Mehta	17.82	-
Mrs. Pratiksha J Mehta	16.90	-
	2,459.68	-
Security Deposits Given		
Jindal Stainless Limited	20.00	-
Jsw Steel limited	25.00	-
	45.00	-
Reimbursement of Expenses		
JSW Port Logistics Private Limited	140.91	-
	140.91	-

iv) Balance with Related Parties :

(₹ in Lakhs)

Particulars	Balances as at March 31, 2025	Balances as at March 31, 2024
Borrowings - Preference Shares		
Mr. Shantilal J Mehta	-	1,026.90
Mr. Nemichand J Mehta	-	575.24
Mrs. Shailaja N Mehta	-	549.95
Mr. Jayesh N Mehta	-	18.31
Mrs. Kamalabai S Mehta	-	18.31
Mr. Kunthukumar S Mehta	-	73.21
Late Mrs.Sairabai J Mehta	-	3.20
Mrs. Seema K Mehta	-	18.31
Mrs. Pratiksha J Mehta	-	17.46
	-	2,300.90
Remuneration Payable		
Mr. Shantilal J Mehta*	46.48	6.25
Mr. Nemichand J Mehta*	45.67	5.18
Mr. Jayesh N Mehta*	21.36	3.44
Mr. Dinesh Mohanlal Jain*	-	4.47
Mr. Arun Sharma	22.00	6.48
Mr. Prasoon Singh	-	4.66

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

Particulars	Balances as at March 31, 2025	Balances as at March 31, 2024
Mr. Rajendra K Mehta	0.75	0.93
Mr. Amit Garg	30.45	-
Mr. Sabyasachi Mukherjee	2.18	-
Mrs. Deepa Gehani	5.94	2.08
	174.83	33.49
Receivables		
Sidhartha Corporation Private Limited	0.39	1.87
Pushpadant Exports Private Limited	-	0.39
Prabhu Mahaveer Exports Private Limited	-	0.13
Jsw Steel limited	1,164.70	-
JSW Shipping & Logistics Private Limited	21.79	-
JSW (South) Rail Logistics Private Limited	0.24	-
Jindal Stainless Limited	109.27	-
	1,296.39	2.39
Security Deposit Received		
Siddhartha Corporation Private Limited	-	3.00
	-	3.00
Security Deposits Given		
Jindal Stainless Limited	20.00	-
Jsw Steel limited	25.00	-
	45.00	-
Advances to Key Management Personnel		
Mr. Arun Sharma	22.80	-
	22.80	-
Rent Payable		
Mr. Shantilal J Mehta	-	0.27
	-	0.27

* Includes Gratuity & Leave Encashment

Note 39 : Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company is spending amount for these activities, which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount required to be spent by the Company on Corporate Social Responsibility during the year amounts to ₹ 111.17 lakhs (March 31, 2024 : ₹ 127.67 lakhs)

(b) Amount spent during the year on: (₹ in Lakhs)

Particulars	In cash/ bank	Yet to be paid in cash/ bank	Total
(i) Construction/ acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	111.52	-	111.52
	(135.00)	(-)	(135.00)

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(Figures in brackets represent amount for previous year)

Details of Corporate Social Responsibility (CSR) expenditure

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
1. Amount required to be spent by the company during the year	111.17	127.67
2. Amount of expenditure incurred	111.52	135.00
Shortfall /(Excess incurred) at the end of the year (1-2)	(0.35)	(7.33)
Total of previous years shortfall	-	-
Reason for shortfall	-	-

Details of Related party transactions

CSR Donation given to Entities over which Company is having control/ significant influence

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Name of Related Party		
Navkar Charitable Trust	81.52	135.00
JSW Foundation	30.00	-

Nature of CSR activities undertaken by Company/Donee

Navkar Charitable Trust	Social activities of animal welfare and maintenance of Gaushala i.e. Cow Shed
JSW Foundation	General community infrastructure support & welfare initiatives and educational infrastructure & system strengthening.

Note 40 : Other Statutory Information

- i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- iv) The Company has not been declared wilfull defaulter by any bank or financial institution or government or any government authority.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company has not any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

NOTES TO THE FINANCIAL STATEMENT as at and for the year ended March 31, 2025

(viii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its valuation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

ix) Balances outstanding with Nature of transaction with struck off companies as per section 248 of the Companies Act, 2013:

Sr. No.	Name of struck off company	Nature of transactions with struck-off company	Balance outstanding (₹ in Lakhs)	Relationship with the Struck off company
1	Khagaraj Impex Private Limited	Trade Receivable	-	NA

Note 41 : Events occurring after balance sheet date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed. No significant adjusting event occurred between the balance sheet date and the date of approval of these financial statements by the Board of Directors of the company requiring adjustment or disclosure.

Note 42 : Previous Years' Figures

The company has re-grouped and/or re-arranged figures for previous year, wherever required to confirm with current year's classification.

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan
Partner
Membership Number: 137918
UDIN : 25137918BMLBTF1065

Place : Navi Mumbai
Date : April 25, 2025

For and on behalf of the Board of Directors

Rinkesh Roy
Chairman
DIN :07404080

Arun Sharma
Chief Executive Officer

Amit Garg
Whole Time Director
DIN :00350413

Sabyasachi Mukherjee
Chief Financial Officer

Deepa Gehani
Company Secretary

Notes

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REGISTERED OFFICE

Jindal Mansion, 5A, Dr. G. Deshmukh Marg, Mumbai, Maharashtra, India, 400026

CORPORATE OFFICE

13th Floor, Goodwill Infinity, Plot No.E/3A, Sector – 12, Near Utsav Chowk, Kharghar,
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