

22nd
ANNUAL REPORT
2022-23



**Infrastructure Logistic
Systems Limited**

COMPANY INFORMATION

MANAGING DIRECTOR

Mr. Rishi Ramesh Pilani

NON-EXECUTIVE DIRECTOR

Mr. Anish Modi

INDEPENDENT DIRECTOR

Mr. Sanjay Bhagia

(resigned wef November 17, 2022)

Mrs. Jagruti Gaikwad

(appointed wef November 17, 2022)

Mrs. Neha Tandel

CHIEF FINANCIAL OFFICER

Mr. Ramesh Pilani

CHIEF EXECUTIVE OFFICER

Mr. Prahlad Swaroop

COMPANY SECRETARY

Mrs. Ekta Dhanda

STATUTORY AUDITOR

Shailesh Laddha & Co.

REGISTERED OFFICE

C-501 & 502, Lotus Corporate Park,

Western Express Highway,

Geetanjali Railway Colony,

Laxmi Nagar, Goregaon East,

Mumbai 400 063

Website www.ilsrail.com

Email id : compliances@ilsrail.com

LIQUID STORAGE TERMINALS AT

Daund Terminal

Gat No. 10//1 and 102/1

Sonawadi, Daund Patas Road,

Daund, Pune- 413 801

Nagpur Terminal

Survey No. 131/1,

P H No. 74, Near Hanuman Nagar,

Behind Butibori Railway Station,

Butibori, Nagpur-441 108

CONTENTS

STATUTORY REPORTS

- 1 Notice
- 2 Directors' Report and Annexure

ACCOUNTS

- 23 Report of the Auditors to the Members
- 32 Balance Sheet
- 33 Statement of Profit & Loss
- 34 Statement of Changes in Equity
- 35 Cash Flow Statement
- 68 Notes to Financial Statements

Notice

Notice is hereby given that the 22nd Annual General Meeting of the Members of M/s **Infrastructure Logistic Systems Limited** (formerly known as M/s Stolt Rail Logistic Systems Limited) will be held at registered office of the Company at C-501/502, Lotus Corporate Park, Off Western Express Highway, Goregaon (East), Mumbai-400 063, on Wednesday, September 27, 2023 at 10.30 am to transact the following business:

Ordinary Business:

1. To Consider and adopt the Audited Balance Sheet of the Company as at March 31, 2023, the Profit and Loss Account and Cash Flow Statement for the year ended on that date as also the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Anish Kishore Modi (DIN 00031232), who retires by rotation and being eligible, offers himself for re- appointment.

By Order of the Board of Directors

**Ekta dhanda
Company Secretary**

August 28, 2023

Registered Office:

C-501/502, Lotus Corporate Park,
Off Western Express Highway,
Goregaon (East), Mumbai-400 063
CIN U63032MH2001PLC130992
Email id: compliances@ilsrail.com

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. Members/Proxies should fill the Attendance Slip for attending the meeting.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

By Order of the Board of Directors

**Ekta dhanda
Company Secretary**

August 28, 2023

Registered Office:

C-501/502, Lotus Corporate Park,
Off Western Express Highway,
Goregaon (East), Mumbai-400 063
CIN U63032MH2001PLC130992
Email id: compliances@ilsrail.com



Directors' Report

To,
The Members,

Your directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company together with the Audited statement of Accounts of the Company for the year ended March 31, 2023.

FINANCIAL RESULTS

(₹ in Million)

| PARTICULARS | 2022-23 | 2021-22 |
|--|---------------|---------------|
| Revenue from Operations | 269.85 | 297.82 |
| Other Income | 4.26 | 4.84 |
| Total Income | 274.11 | 302.66 |
| Total Expenses | 234.79 | 297.59 |
| Profit before Taxation and Exceptional items | 39.32 | 5.07 |
| Profit before Tax | 39.30 | 5.07 |
| Less:- Provision for Taxation Deferred Tax | 10.13 | 2.43 |
| Profit for the year | 29.17 | 2.64 |

OPERATIONAL REVIEW

The Net revenue from Operations was ₹ 269.85 million for the year under review as against ₹ 297.82 million in the last financial year. The operations for the year resulted in a net profit of ₹ 29.17 million as against the profit of ₹ 2.64 million in the last year.

The Network of the Company is around ₹ 483.02 million for the financial year 2022-23 as compared to ₹ 454.09 million for the financial year 2021-22.

DIVIDEND

With a view to conserve the resources for the Company's Business operations, your directors have deemed it prudent not to recommend any dividend for the year ended March 31, 2023.

TRANSFER TO RESERVE

For the Financial year March 31, 2023, the Company had not transferred any sum to reserves. Therefore, your Company proposes to transfer the entire amount of profit to profit and loss accounts of the Company.

BUSINESS DEVELOPMENT AND OPERATIONS

During the year, the Company provided services to Cargill

India Pvt. Ltd. (CIPL) of unloading, storage, loading and transportation of edible oil from the ships at the JNPT Port to the vegetable Oil re-finery of CIPL at their plant in Kurkumbh, situated in Pune district.

Presently, the Company owns 93 ISO containers for liquid cargo movement and storage.

The Company has been in its growing phase and with its given potential of providing multimodal logistic services is looking out for widening the customer base.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiaries, or Joint ventures or associates Companies during the year under review.

HOLDING COMPANY

During the year under review, M/s Ganesh Benzoplast Limited holds 86.52% in the company and as on March 31, 2023, the company is the material subsidiary of M/s Ganesh Benzoplast Limited.

BOARD OF DIRECTORS

As on March 31, 2023, the Board of the Company comprises four (4) Directors out of which three are Non-Executive Directors and One is Executive Director (MD). Out of three Non-executive directors, two are independent Directors. All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee, positions held by them in all the Companies. Further, pursuant to Section 164(2) of Companies Act, 2013, all the Directors have provided declarations annually in Form DIR-8 that they have not been disqualified to act as Director.

The Composition of the Board is as under:-

| S. No | Name of the Director | DIN | Designation |
|-------|------------------------|----------|------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Managing Director |
| 2 | Mr. Anish Modi | 00031232 | Non-executive Director |
| 3 | Mr. Sanjay Bhagia* | 00832658 | Independent Director |
| 4 | Mrs. Neha Tandel | 09158821 | Independent Director |
| 5 | Mrs. Jagruti Gaikwad** | 07177542 | Independent Director |

*Resigned wef November 17, 2022

** appointed wef November 17, 2022

During the year, Mr. Sanjay Bhagia (DIN: 00832658) resigned as an Independent Director of the Company w.e.f. November 17, 2022. The Board places on record appreciation for his valuable contribution to the growth of the Company during his tenure of as an Independent Director.

in accordance with Section 149(4) of the Act, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on November 17, 2022 have appointed Mrs. Jagruti Gaikwad (DIN 07177542) as an Additional Director of the Company (in the capacity of Independent Director) and who was appointed as a Non-executive Independent Director for a period of five consecutive years, by the members in the Extra-ordinary general meeting held on December 12, 2022.

During the year, Mr Rishi Ramesh Pilani was re-appointed as Managing Director of the Company for a term of three years i.e from April 09, 2023 to April 08, 2026 by the Board in their meeting held on February 17, 2023, on the recommendations of Nomination and Remuneration committee of the Board and with the approval of members in the extra-ordinary general meeting held on March 13, 2023.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Anish Modi (DIN 00031232) will retire by rotation at the ensuing Annual General Meeting and being, eligible, has offered himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting.

KEY MANAGERIAL PERSONNEL

In terms of the Section 203 of the Companies Act, 2013, following are the Key Managerial Personnel (KMP) of the Company as on the date of this report:

| S. No | Name of the KMP | Designation |
|-------|--------------------|-------------------------|
| 1 | Mr Rishi Pilani | Managing Director |
| 2 | Mr Prahlad Swaroop | Chief Executive Officer |
| 3 | Mr. Ramesh Pilani | Chief Financial Officer |
| 4 | Ms. Ekta Dhanda | Company Secretary |

SHARE CAPITAL

As on March 31, 2023, the authorized share capital of the Company is ₹ 20.00 crores divided into 2,00,00,000 equity shares of ₹ 10/- each and the paid-up equity share capital is ₹ 17.42 Crores.

As per the MCA circular dated September 11, 2018, regarding the compulsory dematerialization of shares of Unlisted Public companies for further issue and transfer of shares, the Company has provided the demat facility to its shareholders. As on March 31, 2023, 87.14% of paid-up Share Capital of the Company is in Demat form.

BOARD MEETING

During the year under review, the Board of Directors met Eight (8) times i.e. May 26, 2022, July 29, 2022, August 10, 2022, October 01, 2022, October 31, 2022, November 17, 2022, February 03, 2023 and February 17, 2023. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

| S. No | Name of the Director | DIN | Designation | No of Meetings attended |
|-------|------------------------|----------|------------------------|-------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Managing Director | 8 |
| 2 | Mr. Anish Modi | 00031232 | Non-Executive Director | 8 |
| 3 | Mr. Sanjay Bhagia* | 00832658 | Independent Director | 4 |
| 4 | Mrs. Neha Tandel | 09158821 | Independent Director | 8 |
| 5 | Mrs. Jagruti Gaikwad** | 07177542 | Independent Director | 2 |

*Resigned wef November 17, 2022

** appointed wef November 17, 2022

AUDIT COMMITTEE

The details of the Committee along with their composition, number of meetings and attendance at the meetings are as follows:

| S. No | Name of the Director | DIN | Designation | No of Meetings attended |
|-------|------------------------|----------|-------------|-------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Member | 5 |
| 2 | Mr. Anish Modi | 00031232 | Member | 5 |
| 3 | Mr. Sanjay Bhagia* | 00832658 | Chairman | 3 |
| 4 | Mrs. Neha Tandel | 09158821 | Member | 5 |
| 5 | Mrs. Jagruti Gaikwad** | 07177542 | Member | 2 |

*Resigned wef November 17, 2022

** appointed wef November 17, 2022

During the year under review, the Committee met Five (5) times i.e. on May 26, 2022, July 29, 2022, October 31, 2022, February 03, 2023 and February 17, 2023

NOMINATION AND REMUNERATION COMMITTEE

The details of the Committee along with their composition, number of meetings and attendance at the meetings are as follows:

| S. No | Name of the Director | DIN | Designation | No of Meetings attended |
|-------|------------------------|----------|-------------|-------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Member | 3 |
| 2 | Mr. Anish Modi | 00031232 | Member | 3 |
| 3 | Mr. Sanjay Bhagia* | 00832658 | Chairman | 0 |
| 4 | Mrs. Neha Tandel | 09158821 | Member | 3 |
| 5 | Mrs. Jagruti Gaikwad** | 07177542 | Member | 1 |

*Resigned wef November 17, 2022

** appointed wef November 17, 2022

During the year under review, the Committee met three times i.e. on October 01, 2022, November 17, 2022 and February 17, 2023

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The details of the Committee along with their composition, number of meetings and attendance at the meetings are as follows:

During the year under review, the Committee met two times i.e. on May 26, 2022 and October 31, 2022.

| S. No | Name of the Director | DIN | Designation | No of Meetings attended |
|-------|------------------------|----------|-------------|-------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Member | 2 |
| 2 | Mr. Anish Modi | 00031232 | Member | 2 |
| 3 | Mr. Sanjay Bhagia* | 00832658 | Chairman | 2 |
| 4 | Mrs. Neha Tandel | 09158821 | Member | 2 |
| 5 | Mrs. Jagruti Gaikwad** | 07177542 | Member | 0 |

*Resigned wef November 17, 2022

** appointed wef November 17, 2022

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2023; the Board of Directors hereby confirms that:

- a. in the preparation of annual financial statements, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for that year;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts of the Company on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2023 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Accounts) Rules, 2014 as amended from time to time.

The estimates and judgements relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company’s state of affairs, profits and cash flows for the year ended March 31, 2023. The Notes to the Financial Statements forms an integral part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the Financial Year 2022-23, the Company has provided a Loan to Ganesh Vishal Infra Engineering Private Limited, a related party, vide approval of members in the Extra-ordinary General Meeting held on March 13, 2023, apart from this the company not given any loans or provided guarantees as defined under section 185 and 186 of the Companies Act, 2013. Details of Loans, guarantees or investments are given in notes to financial statement forming part of annual report.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm’s length basis and in the ordinary course of business and as such provisions of Section 188 of the Companies Act, 2013 are not attracted. All Related Party Transactions are placed before the Audit committee and Board for approval. Details of related party transactions are given in the Notes to the financial statements.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure-I** and forms an integral part of this Report.

AUDITORS & AUDITORS’ REPORT

M/s Shailesh Laddha & Co., Chartered Accountants, (Firm Registration number 148004W), were appointed as Statutory Auditors of your Company at the 18th Annual General Meeting held on September 30, 2019, for a term of five (5) consecutive years from the conclusion of that Annual General Meeting until the conclusion of 23rd Annual General Meeting. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Auditors Report for the financial year ended March 31, 2023 does not contain any qualification, adverse remark or reservation and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND AUDIT REPORT

As the company is material subsidiary of M/s Ganesh Benzoplast Limited, secretarial audit for the financial year 2022-23 was done by M/s. Vinesh K Shah & Associates, Practicing Company Secretaries.

The Secretarial Audit Report for the financial year ended March 31, 2023, contain no qualification, reservation or adverse remark and is annexed herewith and marked as **Annexure-II** to this Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

There are no particulars to be disclosed pursuant to Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 2014 relating to Conservation of energy, Technology absorption and Foreign exchange earnings and outgo.

INSURANCE

The Company's building, plant and machineries, stocks and other properties wherever necessary and to the extent required have been adequately insured.

CSR PROVISIONS

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee.

For the Financial year 2022-2023, the Company was required to spend ₹ 1.07 million (around 2% of the average net profits of the preceding three financial years) on CSR activities. The Company has spent ₹ 1.07 million during the year on CSR activities and the Company has spent the requisite amount in the year 2022-23 towards CSR. The brief outline of the Company's CSR initiatives under-taken during the year under review is disclosed in **Annexure-III** in the format as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

OTHER PROVISIONS

The implementation of Vigil Mechanism, in accordance with Section 177(9) of the Companies Act, 2013 and annual evaluation under Section 134(3)(p) of the Act, are not applicable to your Company.

INTERNAL FINANCIAL CONTROLS

Pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, based on the representation received and after due enquiry, your directors confirm that they have laid down internal financial controls with reference to the Financial Statements and these controls are adequate.

REPORTING OF FRAUDS BY AUDITORS

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

HUMAN RESOURCES

As on March 31, 2023, the Company had 14 permanent employees. The Company has excellent combination of experienced and talented technical, finance and marketing Managers. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees to motivate them to perform the best.

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Since there is no employee receiving remuneration in excess of the limits set out in the said rules there is no information requires to be given under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

COST AUDIT

The provisions of section 148 (1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014, are not applicable to the Company.

COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act, 2013.

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

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, has an internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal).

Under the policy, an internal Complaint committee (ICC) has been set up to redress complaints received regarding sexual

harassment. The ICC is responsible for redressal of complaints related to sexual harassment of women at the workplace in accordance with procedures, regulations and guidelines provided in the Policy. During the year under review there were no complaints referred to the ICC.

GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions for the same during the year under review:

1. In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year and the date of this Report.
2. No orders have been passed by any Regulator or Court or Tribunal which can have significant impact on the going concern status and the Company's operations in future;
3. During the year under review, the Company has not bought back any of its securities/ not issued any sweat equity shares / not provided any Stock Option Scheme to its employees / not issued any equity shares with differential rights;

4. There is no revision of the financial statements pertaining to previous financial periods during the financial year under review;
5. There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code);
6. There was no instance of one-time settlement with any Bank or Financial Institution during the financial year under review.

ACKNOWLEDGEMENTS

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees in the Company and the cooperation extended by Banks, Government authorities, customers and shareholders of the Company and looks forward to a continued mutual support and co-operation.

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
DIN (00901627)

Anish Modi
Director
(DIN 00031232)

Mumbai, May 20, 2023

Annexure I to The Directors' Report

FORM MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|-----|---|---|
| i | Corporate Identity Number (CIN) of the Company | U63032MH2001PLC130992 |
| ii | Registration Date | February 26, 2001 |
| iii | Name of the Company | M/s Infrastructure Logistic Systems limited (Formerly known as M/s Stolt Rail Logistic Systems Limited) |
| iv | Category/Sub-Category of the Company | Public Company limited by Shares/Indian Non-Government Company |
| v | Address of the Registered office and contact details | C 501/502, Lotus Corporate Park Off Western Express Highway, Laxmi Nagar Goregaon East, Mumbai -400 063 |
| vi | Whether listed Company | No |
| vii | Name, Address and Contact details of Registrar and Transfer Agent, if any | Bigshare Services Pvt Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai 400 059, Maharashtra Tel: 022 62638200, Fax : 022 62638299 E-mail: info@bigshareonline.com Website: www.bigshareonline.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

| S. No | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the Company |
|-------|---|----------------------------------|------------------------------------|
| 1. | Rail Logistic Business and other transport Services | 49120 | 60.00 |
| 2. | Storage and Warehousing | 52109 | 40.00 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section of Companies Act, 2013 |
|-------|---|-----------------------|--------------------------------|------------------|---|
| 1. | M/s Ganesh Benzoplast Limited Dina Building, first Floor, 53, M K Road, Marine Lines, Mumbai-400 002 | L24200MH1986PLC039836 | Holding | 86.52% | Section 2(46) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

1) Category-wise Shareholding

| Category of Share- holders | No of Shares Held on April 1, 2022 | | | | No of Shares Held on March 31, 2023 | | | | % change during the year |
|--|------------------------------------|----------|----------|----------------------|-------------------------------------|----------|----------|----------------------|--------------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| Individual/ HUF | 10000 | 2337400 | 2347400 | 13.48 | 108000 | 2239400 | 2239400 | 13.48 | Nil |
| Central Govt / State Govt.(s) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Bodies Corporate | 15072600 | Nil | 15072600 | 86.52 | 15072600 | Nil | 15072600 | 86.52 | Nil |
| Financial Institutions / Banks | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Any other(specify) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (A)(1) | 15082600 | 2337400 | 17420000 | 100.00 | 15180600 | 2239400 | 17420000 | 100.00 | Nil |
| 2. Foreign | | | | | | | | | |
| Individuals (Non-Resident Individuals/ Foreign Individuals) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Bodies Corporate | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Institutions | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Any other(specify) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (A)(2) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2) | 15082600 | 2337400 | 17420000 | 100.00 | 15180600 | 2239400 | 17420000 | 100.00 | Nil |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| Mutual Funds/UTI | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Financial Institutions/ Banks | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Central Govt/ State Govt.(s) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Venture Capital Funds | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Insurance Companies | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| FIs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Foreign Venture Capital Investors | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Qualified Foreign Investors | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Any other(specify) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (B)(1) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 2. Non-Institutions | | | | | | | | | |
| Bodies Corporate | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Individuals | | | | | | | | | |
| i. Individuals shareholders holding nominal share capital upto ₹ 1 lac | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

| Category of Share-holders | No of Shares Held on April 1, 2022 | | | | No of Shares Held on March 31, 2023 | | | | % change during the year |
|---|------------------------------------|----------------|-----------------|-------------------|-------------------------------------|----------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| ii. Individuals shareholders holding nominal share capital in excess of ₹ 1 lac | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Qualified Foreign Investors | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Any other(NRI) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (B)(2) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| C. Shares held by Custodians for GDR's & ADR's | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Grand Total (A)+(B)+(C) | 15082600 | 2337400 | 17420000 | 100.00 | 15180600 | 2239400 | 17420000 | 100.00 | Nil |

2) Shareholding of Promoters

| Shareholder's Name | No of Shares Held on April 1, 2022 | | | No of Shares Held on March 31, 2023 | | | % change in Shareholding during the year |
|----------------------------|------------------------------------|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
| | No of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares % of Total Shares | No of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares % of Total Shares | |
| Rishi Pilani | 10000 | 0.06 | Nil | 10000 | 0.06 | Nil | Nil |
| Ravi Pilani | 2239400 | 12.86 | Nil | 2239400 | 12.86 | Nil | Nil |
| Anchal Pilani | 98000 | 0.56 | Nil | 98000 | 0.56 | Nil | Nil |
| Ganesh Benzoplast Limited* | 15072600 | 86.52 | Nil | 15072600 | 86.52 | Nil | Nil |
| TOTAL | 17420000 | 100 | Nil | 17420000 | 100 | Nil | Nil |

Four (4) Shares are held by Individuals as Nominee shareholders of Ganesh Benzoplast Limited.

3) Change in Promoters' Shareholding

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| 1. | Rishi Pilani | | | | |
| | At the beginning of the year | 10000 | 0.06 | 10000 | 0.06 |
| | No Change | | | | |
| | At the end of the year | 10000 | 0.06 | 10000 | 0.06 |
| 2. | Ravi Pilani | | | | |
| | At the beginning of the year | 2239400 | 12.86 | 2239400 | 12.86 |
| | No Change | | | | |
| | At the end of the year | 2239400 | 12.86 | 2239400 | 12.86 |

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|----------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| 3. | Anchal Pilani | | | | |
| | At the beginning of the year | 98000 | 0.56 | 98000 | 0.56 |
| | No Change | | | | |
| | At the end of the year | 98000 | 0.56 | 98000 | 0.56 |
| 4. | Ganesh Benzoplast Limited | | | | |
| | At the beginning of the year | 15072600 | 86.52 | 15072600 | 86.52 |
| | No Change | | | | |
| | At the end of the year | 15072600 | 86.52 | 15072600 | 86.52 |

4) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NA

5) Shareholding of Directors and Key Managerial Personnel

| S. No. | For each of Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| 1. | Rishi R Pilani-MD | | | | |
| | At the beginning of the year | 10000 | 0.06 | 10000 | 0.06 |
| | No Change | | | | |
| | At the end of the year | 10000 | 0.06 | 10000 | 0.06 |
| 2. | Anish K Modi-NED | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |
| 3. | Neha Tandel- ID | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |
| 4. | Jagruti Gaikwad- ID | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |
| 5. | Sanjay Bhagia- ID* | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |
| 6. | Ramesh Pilani- CFO | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |

| S. No. | For each of Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-------------------------------|---|----------------------------------|---|----------------------------------|
| | | No of Shares | % of total shares of the Company | No of Shares | % of total shares of the Company |
| 7. | Ekta Dhanda- CS | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |
| 8. | Prahlad Swaroop- CEO | | | | |
| | At the beginning of the year | Nil | Nil | Nil | Nil |
| | No Change | | | | |
| | At the end of the year | Nil | Nil | Nil | Nil |

V. INDEBTEDNESS

(₹ In million)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| (i) Principal Amount | 20.22 | - | - | 20.22 |
| (ii) Interest due but not paid | - | - | - | - |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 20.22 | - | - | 20.22 |
| Change in Indebtedness during the financial year | | | | |
| Addition | - | - | - | - |
| Reduction | 18.38 | - | - | 18.38 |
| Net Change Indebtedness At the end of the financial year | | | | |
| (i) Principal Amount | 1.84 | - | - | 1.84 |
| (ii) Interest due but not paid | - | - | - | - |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 1.84 | - | - | 1.84 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

| Particulars of Remuneration | Rishi Pilani MD | Total Amount (In ₹ million) |
|---|-----------------|-----------------------------|
| Gross salary | 6.51 | 6.51 |
| (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | | |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | |
| (c) Profits in lieu of salary under Section 17(3) In-come-tax Act, 1961 | | |
| Stock Option | Nil | Nil |
| Sweat Equity | Nil | Nil |

| Particulars of Remuneration | Rishi Pilani MD | Total Amount (In ₹ million) |
|-----------------------------|--------------------|--------------------------------|
| Commission | Nil | Nil |
| - as % of profit | | |
| - others, specify... | | |
| Others, please specify | Nil | Nil |
| Total (A) | 6.51 | 6.51 |

B. Remuneration to other Directors

| Particulars of Remuneration | Name of Directors | | | Total Amount (in ₹ million) |
|--|-----------------------|-----------------|-------------|--------------------------------|
| | Independent Directors | Jagruti Gaikwad | Neha Tandel | Sanjay Bhagia |
| Fee for attending board / committee meetings | | 0.03 | 0.09 | 0.09 |
| Commission | | NIL | NIL | NIL |
| Others, please specify | | NIL | NIL | NIL |
| Total (B) | | 0.03 | 0.09 | 0.09 |
| Total Managerial Remuneration (A)+(B) | | | | 6.72 |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

| Particulars of Remuneration | Key Managerial Personnel | | | Total Amount (In ₹ million) |
|---|--------------------------|-----------------------|-------------------|--------------------------------|
| | Prahlad Swaroop CEO | Ramesh Pilani CFO* | Ekta Dhanda CS | |
| Gross salary | 3.03 | NIL | 0.40 | 3.43 |
| (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | | | | |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | |
| (c) Profits in lieu of salary under Section 17(3) In-come-tax Act, 1961 | | | | |
| Stock Option | NIL | NIL | NIL | NIL |
| Sweat Equity | NIL | NIL | NIL | NIL |
| Commission | NIL | NIL | NIL | NIL |
| - as % of profit | | | | |
| - others, specify... | | | | |
| Others, please specify | NIL | NIL | NIL | NIL |
| Total (A) | 3.03 | NIL | 0.40 | 3.43 |

*Remuneration is paid from the Holding company-GBL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

No Penalties, Punishments or Compounding of offences

Annexure II

Form No.MR-3

Secretarial Audit Report

for the financial year ended 31st March, 2023

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

To,
The Members

M/s.INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED
(Earlier known as STOLT RAIL LOGISTIC SYSTEMS LIMITED)
C-501, 502, Lotus Corporate Park,
Off Western Express Highway, Laxmi Nagar,
Goregaon East, Mumbai-400 063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED** (CIN: U63032MH2001PLC130992) (hereinafter called the "**Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives whether electronically or otherwise during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2023 according to the provisions of:
- II. The Companies Act, 2013 (the Act) and the rules made thereunder;
- III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

V. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment. There was no External Commercial Borrowing.

VI. 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 (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company being unlisted for the year under review;**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable to the Company being unlisted for the year under review;**
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Not applicable to the Company being unlisted for the year under review;**
- d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company being unlisted for the year under review;**
- e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the Company being unlisted for the year under review;**
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company being unlisted for the year under review;**
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company being unlisted for the year under review;**

- h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client – **Not applicable to the Company being unlisted for the year under review;**
- i. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 – **Not applicable to the Company being unlisted for the year under review;**

VII. We have relied on the Management representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under Other laws as applicable specifically to the Company broadly covering Product Laws, Pollution Laws, Food Safety and Standards Act, 2006, Safety Laws and other General and Commercial Laws including Industrial Laws & Labour Laws.

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

- i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : Not Applicable as the company is not Listed Entity during the Financial Year under review.

I have not examined compliance by the Company with Applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that:

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

- Mrs. Jagruti Chetan Gaikward (DIN: 07177542) appointed as an Additional Director (Non-Executive Independent) in the Board Meeting held on 17th November, 2022 and reappointed as Director in capacity of Independent Director in Extra Ordinary General Meeting of Members held on 12th December 2022.
- During the year, Mr. Sanjay Govind Bhagia (DIN: 00832658), Independent Director of the Company, has resigned with effect from 17th November 2022.
- Mr. Rishi Ramesh Pilani (DIN: 00901627), reappointed as Managing Director of the company w.e.f. March 13, 2023, for the period of 3 Year from April 09, 2023 to April 08, 2026.

2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings and Meetings of Committees except in some cases where the meeting was held on a shorter notice. Agenda and detailed notes on agenda were sent in advance in adequate time before the meetings and a system exists for Directors for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. On verification of minutes, we have not found any dissent/disagreement on any of the agenda items discussed in the Board and Committee meetings from any of the Directors and all the decisions are carried through.
4. The Company has made loan to a private company in which director is interested to which Section 185 is attracted and subject to explanation provided to us due compliances of section 185 and 186 of the Companies Act, 2013 have been done.

Based on the information received and records maintained, I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on the basis of the representations made by the respective plant heads, the Company has identified and complied with the following laws applicable to the Company:

- i. The Factories Act, 1948
- ii. The Payment of Wages Act, 1936.
- iii. The Minimum Wages Act, 1948.
- iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- v. The Payment of Gratuity Act, 1972.
- vi. The Maharashtra Shops and Establishments Act, 1948.
- vii. The Maharashtra Labour Welfare Fund Act, 1953.
- viii. The Environment (Protection) Act, 1986.
- ix. The Industrial Dispute Act, 1947
- x. Food Safety and Standards Act, 2006
- xi. The Legal Metrology Act, 2009

I further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For VINESH K. SHAH & ASSOCIATES
COMPANY SECRETARIES
(A Peer reviewed Firm)

VINESH K. SHAH
FCS No. : 6449
COP No.: 7000

Place: Mumbai
Dated: 20/05/2023
UDIN Number: F006449E000341784
Peer Review Certificate No. 1981/2022

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

M/s.INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED
(Earlier known as STOLT RAIL LOGISTIC SYSTEMS LIMITED)
C-501, 502, Lotus Corporate Park, Off Western Express
Highway, Laxmi Nagar, Goregaon East, Mumbai-400 063
(CIN: U63032MH2001PLC130992)

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. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis and where ever required, we have obtained and relied on the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VINESH K. SHAH & ASSOCIATES
COMPANY SECRETARIES
(A Peer reviewed Firm)

VINESH K. SHAH
FCS No. : 6449
COP No.: 7000

Place: Mumbai
Dated: 20/05/2023
UDIN Number: F006449E000341784
Peer Review Certificate No. 1981/2022

Annexure – III to the Directors' Report

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A Brief Outline of the Company's CSR Policy

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013. CSR projects/initiatives includes Promoting education, preventive health care programme, helping poor and needy people. The company believes in the interests of the community and improving the quality of life of people in communities and aims to undertake the activities with a focussed approach for the marginalised sections in the local communities.

2. The Composition of the CSR Committee

| S. No | Name of the Member | DIN | Designation | No of Meetings attended |
|-------|------------------------|----------|-------------|-------------------------|
| 1 | Mr Rishi Ramesh Pilani | 00901627 | Member | 2 |
| 2 | Mr. Anish Modi | 00031232 | Member | 2 |
| 3 | Mr. Sanjay Bhagia | 00832658 | Chairman | 2 |
| 4 | Mrs. Neha Tandel | 09158821 | Member | 2 |
| 5 | Mrs. Jagruti Gaikwad | 07177542 | Member | 0 |

- 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://www.ilslrail.com>.
- Provide the details of Impact Assessment of CSR projects carried out in pursuant of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, if applicable attach the report: Not Applicable
- 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: Not Applicable
- Average Net Profit of the Company for last three financial years: ₹ 53.39 million
- Two percent of the average net Profit of the company as per section 135(5): ₹ 1.07 million
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 - Amount required to be set off for the financial year, if any: Nil
 - Total CSR obligation for the financial year (7a+7b+7c): ₹ 1.07 million
- Details of CSR spent or unspent for the financial year:

| Total amount spent for the Financial Year (In ₹) | Amount unspent (₹) | | | | |
|--|---|------------------|---|--------|------------------|
| | 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 |
| 1.07 million | N.A | N.A | N.A | N.A | N.A |

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

| (1) Sr. No. | (2) Name of the Project | (3) Item from list of activities in Schedule VII of the Act | (4) Local Area (Yes / No) | (5) Location of the Project | (6) Project duration | (7) Amount allocated for the project (in ₹) | (8) Amount spent in the current financial year (in ₹) | (9) Amount transferred in unspent CSR Account for the project as per Section 135(6) (in ₹) | (10) Mode of implementation Direct (in ₹) | (11) Mode of implementation Through Implementing Agency |
|--|----------------------------|--|------------------------------|--------------------------------|-------------------------|--|--|---|--|--|
| | | | | State District | | | | | | Name CSR Registration No |
| There is no ongoing Project, so not applicable | | | | | | | | | | |

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

| (1) Sr. No | (2) Name of the CSR project | (3) Item from list of activities in Schedule VII of the Act | (4) Local Area (Yes /No) | (5) Location of the project | (6) Amount Spent on the Project (In ₹ Millions) | (7) Mode of implementation Direct (Yes/ No.) | (8) Mode of implementation Through Implementing |
|---------------|---|---|-----------------------------|---|--|---|---|
| | | | | State District | | | Name CSR Registration No. |
| 1 | Construction of school Building and new classrooms | Promoting Education, Technical Training and Employment Generation | Yes | Maharashtra Dhule | 0.50 | No | Shirpur Education Society CSR00013815 |
| 2 | To set Sound system in Tribal School | Recreational Activities | Yes | Maharashtra Chinch pada, Tal Navapur Dist Nandurbar | 0.051 | Yes | VANVASI VIDHYALAYA N.A |
| 3 | Distribution of Note books to school Children | Promoting Education, | Yes | Maharashtra Mumbai | 0.075 | No | MK Educational Society CSR00003323 |
| 4 | Welfare of senior citizen | Facilities for senior citizens | Yes | Maharashtra Mumbai | 0.021 | No | PR Sarkar Charitable Foundation CSR00003453 |
| 5 | Providing ration to Blind and Handicapped People | Eradicating Hunger | Yes | Maharashtra Mumbai | 0.146 | No | Omkar Andh Apang Samajik Sanshtha CSR00003196 |
| 6 | PM Care Fund | PM Care Fund | - | - | 0.071 | Yes | PM Care Fund N.A |
| 7 | For Poor and Needy People | Healthcare | Yes | Maharashtra Mumbai | 0.085 | No | Kalawati Devi Memorial Charitable Trust CSR00035323 |
| 8 | Spreading Education of Drug Addiction in Youth across India | Awareness to Society | Yes | Maharashtra Mumbai | 0.075 | No | Karamaputra Charitable Trust CSR00022403 |
| 9 | Providing Education to underprivileged people | Promoting Education | Yes | Maharashtra Mumbai | 0.045 | No | Aradhya Foundation CSR00031012 |
| Total | | | | | 1.07 | | |

- (d) Amount spent in Administrative Overheads : NIL
- (e) Amount spent on Impact Assessment, if applicable : NIL
- (f) Total amount spent for the Financial Year : ₹ 1.07 million
- (g) Excess amount for set off if any

| Sr. No. | Particulars | Amount (In Million) |
|---------|---|---------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 1.07 |
| (ii) | Total amount spent for the Financial Year | 1.07 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 0.00 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 0.00 |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 0.00 |

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

| 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 | |
| N.A | | | | | | | |

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

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---------|------------|---------------------|---|------------------|---|--|---|--|
| Sr. 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 |
| NIL | | | | | | | | |

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

- (a) Date of creation or acquisition of the capital asset(s): N.A.
- (b) Amount of CSR spent for creation or acquisition of capital asset.: N.A.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A.
- (d) Details of the capital asset(s) created or acquired (including complete address and location of the capital asset): N.A.



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):

N.A

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
DIN (00901627)

Anish Modi
Director
(DIN 00031232)

Mumbai, May 20, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/s INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED,
 (FORMERLY KNOWN AS STOLT RAIL LOGISTIC SYSTEMS LIMITED)

Report on the Ind AS Financial Statements

We have audited the accompanying financial statements of **M/s INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED**, which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss and Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit/loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the „Auditors 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 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 Ind AS financial statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditors Report Thereon

The Company's Board of Directors is responsible for the other information. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Ind AS Financial Statements

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

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

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate

the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors Responsibilities for the Audit of the Ind AS Financial Statements

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

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

We also:

Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 managements 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We have determined that there are no other matters to communicate in our report.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give

in the “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- d) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- e) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” to this report;
- f) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in the notes to financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - IV. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from

borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- V. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- VI. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

For Shailesh Laddha & Co.

Chartered Accountants

Firm Registration Number: 148004W

Shailesh Laddha

Partner

Membership No. 127677

UDIN: 23127677BGVXBV4616

Place: Mumbai

Dated: 20th May, 2023

M/s INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED,
(FORMERLY KNOWN AS STOLT RAIL LOGISTIC SYSTEMS LIMITED)

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in our Independent Auditor’s Report to the members of the Company on the financial statements for the year ended 31st March 2023, we report that:

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (i) (b) All fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noted on such verification.
- (i) (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease arrangement are duly executed in favour of the lessee) are in held in the name of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) The Company do not hold any inventories and hence, the requirement to report on clause 3(ii)(a) and 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has made no investment and has provided loan to three companies, apart from this the company has not provided any advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.
- (b) The investments made and the terms and conditions of the grant of all the loans given, during the year are, in our opinion, not prejudicial to the Company’s interest.
- (c) The loans and advances in the nature of loans and the schedule of repayment of Principal and payment of interest has been stipulated and repayments of the principal amount and receipts of interest are regular as per stipulation,
- (d) Based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding at the balance sheet date.
- (e) No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company has given a Loan to a Company in which director is interested to which section 185 of the Companies Act, 2013 applies. Further, according to the information and explanation given to us, provision of section 185 and section 186 of the Companies Act 2013 in respect of Loans and investments have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

ANNEXURE “A”

- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year-end, for a period of more than six months from the date they become payable.
- (vii) (b) According to information and explanations given to us, no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income- tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other material statutory dues were in arrears as at 31st March 2023.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The term loans were applied for the purpose for which the loans were obtained by the Company.
- (ix) (d) The short term fund raised have not been utilized for long term purposes by the Company during the year.
- (ix) (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) We are informed that Company has not received any whistle blower complaint during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) The internal audit is not applicable to the Company and hence requirement to report on clause 3(xiv) (a) and 3(xiv) (b) of the Order is not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected

with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvi) (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of

the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent amounts towards Corporate Social Responsibility (CSR). There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to Sub-Section (5) of Section 135 of the Act. This matter has been disclosed in notes to the financial statements.
- (b) In respect of ongoing projects, there are no amounts required to be transferred to unspent Corporate Social Responsibility (CSR) account as at the end of the previous financial year and for the current financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.

For Shailesh Laddha & Co.

Chartered Accountants

Firm Registration Number: 148004W

Shailesh Laddha

Partner

Membership No. 127677

UDIN: 23127677BGVXBV4616

Place: Mumbai

Dated: 20th May, 2023



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ANNEXURE “B”

M/s INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED,
(FORMERLY KNOWN AS STOLT RAIL LOGISTIC SYSTEMS LIMITED)

ANNEXURE-B TO INDEPENDENT AUDITOR’S REPORT

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 internal financial controls over financial reporting of **M/s INFRASTRUCTURE LOGISTIC SYSTEMS LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year then ended on that date.

Management’s Responsibility for the Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company’s policies, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting („the Guidance Note”) and the Standards on Auditing deemed to be prescribed 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 both issued by the ICAI. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established

and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with the 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

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

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

Opinion

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

For Shailesh Laddha & Co.

Chartered Accountants

Firm Registration Number: 148004W

Shailesh Laddha

Partner

Membership No. 127677

UDIN: 23127677BGVXBV4616

Place: Mumbai

Dated: 20th May, 2023

Balance Sheet as at 31st March 2023

| (₹ in million) | | | | |
|--------------------------------------|--|-------|--------------------------------------|--------------------------------------|
| Particulars | | Notes | As at 31 st March 2023 | As at 31 st March 2022 |
| A ASSETS | | | | |
| I Non-Current Assets | | | | |
| (a) | Property, plant and equipment | 3 | 453.22 | 465.31 |
| (b) | Capital work-in-progress | | - | - |
| (c) | Financial assets | | | |
| (i) | Loans | 4 | 20.88 | - |
| (ii) | Other financial assets | 5 | 5.16 | 5.69 |
| Total Non-Current Assets | | | 479.26 | 471.01 |
| II Current Assets | | | | |
| (a) | Financial assets | | | |
| (i) | Current investments | 6 | 15.08 | - |
| (ii) | Trade receivables | 7 | 26.99 | 18.70 |
| (iii) | Cash and cash equivalents | 8 | 9.76 | 2.98 |
| (iv) | Bank balances other than cash and cash equivalents | 9 | 0.59 | 10.91 |
| (v) | Loans | 10 | 13.51 | 5.73 |
| (vi) | Other financial assets | 11 | - | 0.70 |
| (b) | Current tax assets (net) | | 8.90 | 35.91 |
| (c) | Other current assets | 12 | 1.55 | 3.63 |
| Total Current Assets | | | 76.39 | 78.57 |
| TOTAL ASSETS | | | 555.65 | 549.58 |
| B EQUITY AND LIABILITIES | | | | |
| I Equity | | | | |
| (a) | Equity share capital | 13 | 174.20 | 174.20 |
| (b) | Other equity | 14 | 308.82 | 279.89 |
| Total Equity | | | 483.02 | 454.09 |
| Liabilities | | | | |
| II Non-Current Liabilities | | | | |
| (a) | Financial liabilities | | | |
| (i) | Borrowings | 15 | 1.49 | 10.28 |
| (b) | Provisions | 16 | 2.33 | 2.35 |
| (c) | Deferred tax liabilities (net) | 17 | 50.66 | 46.67 |
| Total Non-Current Liabilities | | | 54.48 | 59.31 |
| III Current Liabilities | | | | |
| (a) | Financial liabilities | | | |
| (i) | Borrowings | 18 | 0.35 | 9.94 |
| (ii) | Trade payables | 19 | 10.72 | 23.06 |
| (i) | Total outstanding due to micro and small enterprises | | 2.64 | 2.30 |
| (ii) | Total outstanding due to Others than micro and small enterprises | | 8.08 | 20.76 |
| (b) | Other current liabilities | 20 | 5.26 | 2.68 |
| (c) | Provisions | 21 | 1.81 | 0.49 |
| Total Current Liabilities | | | 18.15 | 36.18 |
| TOTAL EQUITY AND LIABILITIES | | | 555.65 | 549.58 |

The accompanying Notes are an integral part of the Standalone Financial Statements.

For Shailesh Laddha & Co.

Chartered Accountants
Firm's Regn. No.: 148004W

Shailesh Laddha

Proprietor
Membership no.: 127677
UDIN: 23127677BGVXBV4616

Mumbai, 20th May, 2023

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
(DIN 00901627)

Prahlad Swaroop
Chief Executive Officer

Anish Modi
Director
(DIN 00031232)

Ekta Dhanda
Company Secretary

Ramesh Pilani
Chief Financial Officer

Profit & Loss for the year ended 31st March 2023

| | | (₹ in million) | |
|---|-------|---|---|
| Particulars | Notes | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
| I Revenue From Operations | 22 | 269.85 | 297.82 |
| II Other income | 23 | 4.26 | 4.84 |
| III Total Income (I + II) | | 274.11 | 302.66 |
| IV Expenses: | | | |
| Employment benefit expenses | 24 | 18.86 | 18.46 |
| Finance costs | 25 | 0.73 | 5.28 |
| Depreciation and amortisation expenses | 26 | 19.87 | 19.39 |
| Other expenses | 27 | 195.32 | 254.46 |
| Total Expenses | | 234.79 | 297.59 |
| V Profit before exceptional and extraordinary items and tax (III-IV) | | 39.32 | 5.07 |
| VI Extraordinary items | | 0.02 | - |
| VII Profit before tax | | 39.30 | 5.07 |
| VIII Tax Expense | | | |
| (1) Current tax | | 6.02 | - |
| (2) Provision For Income Tax - Prior Period | | 0.06 | - |
| (3) Deferred tax | | 4.06 | 2.43 |
| IX Profit (Loss) for the period (VII-VIII) | | 29.17 | 2.64 |
| X Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| (1) Remeasurements of net defined benefit plans | | 0.31 | - |
| (2) Income tax relating to above | | (0.08) | - |
| Total Other Comprehensive Income | | 0.23 | - |
| XI Total Comprehensive Income for the period/year (IX-X) | | 28.93 | 2.64 |
| XII Earnings per equity share: | 28 | | |
| (1) Basic | | 1.66 | 0.15 |
| (2) Diluted | | 1.66 | 0.15 |

The accompanying Notes are an integral part of the Standalone Financial Statements.

For Shailesh Laddha & Co.

Chartered Accountants
Firm's Regn. No.: 148004W

Shailesh Laddha

Proprietor
Membership no.: 127677
UDIN: 23127677BGVXBV4616

Mumbai, 20th May, 2023

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
(DIN 00901627)

Prahlad Swaroop
Chief Executive Officer

Anish Modi
Director
(DIN 00031232)

Ekta Dhanda
Company Secretary

Ramesh Pilani
Chief Financial Officer

Statement of Changes In Equity for the year ended 31st March 2023

A. EQUITY SHARE CAPITAL

(₹ in million)

| Particulars | No of Shares | Amount |
|---|--------------|--------|
| As at 31 st March 2021 | 17.42 | 174.20 |
| Changes in equity share capital during the year | - | - |
| As at 31 st March 2022 | 17.42 | 174.20 |
| Changes in equity share capital during the year | - | - |
| As at 31 st March 2023 | 17.42 | 174.20 |

B. OTHER EQUITY

(₹ in million)

| Particulars | Reserve & Surplus | | | | | Items of other comprehensive income | Total |
|-----------------------------------|-------------------|----------------------------|----------------------------|-----------------|-------------------|-------------------------------------|--------|
| | Capital Reserve | Capital Redemption Reserve | Securities Premium Account | General Reserve | Retained Earnings | | |
| As at 1 st April 2021 | - | - | 136.90 | - | 140.34 | - | 277.24 |
| Profit for the year | - | - | - | - | 2.64 | - | 2.64 |
| Issued during the year | - | - | - | - | - | - | - |
| As at 31 st March 2022 | - | - | 136.90 | - | 142.99 | - | 279.89 |
| As at 1 st April 2022 | - | - | 136.90 | - | 142.99 | - | 279.89 |
| Profit for the year | - | - | - | - | 29.17 | (0.23) | 28.93 |
| Issued during the year | - | - | - | - | - | - | - |
| As at 31 st March 2023 | - | - | 136.90 | - | 172.16 | (0.23) | 308.82 |

The accompanying Notes are an integral part of the Standalone Financial Statements.

For Shailesh Laddha & Co.

Chartered Accountants
Firm's Regn. No.: 148004W

Shailesh Laddha

Proprietor
Membership no.: 127677
UDIN: 23127677BGVXBV4616

Mumbai, 20th May, 2023

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
(DIN 00901627)

Prahlad Swaroop
Chief Executive Officer

Anish Modi
Director
(DIN 00031232)

Ekta Dhanda
Company Secretary

Ramesh Pilani
Chief Financial Officer

Cash Flow Statement for the year ended 31st March 2023

(₹ in million)

| | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax | 39.30 | 5.07 |
| Adjusted for: | | |
| Depreciation and amortisation expense | 19.87 | 19.39 |
| Interest received | (2.19) | (2.25) |
| Finance costs | 0.73 | 5.28 |
| Profit/Loss arising on financial assets measured at FVTPL | 0.08 | - |
| Operating Profit before Working Capital Changes | 57.80 | 27.50 |
| Working capital adjustments : | | |
| Adjustment for (increase)/decrease : | | |
| (Increase)/decrease in trade receivables | (8.29) | (2.32) |
| (Increase)/decrease in and other receivables | 2.61 | (0.95) |
| Increase/(decrease) in trade payables | (12.34) | 10.04 |
| Increase/(decrease) in other payables | (17.91) | (51.08) |
| Cash Generated from Operations | (35.93) | (44.30) |
| Taxes paid (net of refunds) | 33.62 | (1.54) |
| Net Cash from operating activities | 55.49 | (18.35) |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Property, plant & equipment | (7.78) | (6.25) |
| Decrease / (increase) in current investment | (15.16) | - |
| Decrease / (increase) in short-term loans and advances | (7.09) | (1.23) |
| Decrease / (increase) in other non current loan | (20.88) | - |
| Interest received | 2.19 | 2.25 |
| Bank balances (including non-current) not considered as Cash and cash equivalents (net) | 10.32 | 67.32 |
| Net Cash used in Investing Activities | (38.39) | 62.09 |
| C Cash flows from financing activities | | |
| Issue of share capital | - | - |
| Proceeds/ (Repayment) of Long Term Borrowings (Net) | (9.59) | (40.77) |
| Proceeds/ (Repayment) of Short-term borrowings | - | - |
| Finance costs paid (net) | (0.73) | (5.28) |
| Net Cash flow from in Financing Activities | (10.32) | (46.05) |
| Net increase in Cash and Cash Equivalents (A+B+C) | 6.78 | (2.30) |
| Cash and cash equivalents at the beginning of the year | 2.98 | 5.28 |
| Cash and Cash Equivalents at the end of the year | 9.76 | 2.98 |
| Components of cash and cash equivalents | | |
| Cash on hand | 0.03 | 0.01 |
| Balance in current account and deposits with banks | 9.73 | 2.97 |
| With banks-deposit account | - | - |
| Cash and Cash Equivalents at the end of the year (Note 8) | 9.76 | 2.98 |

NOTES

- The accompanying Notes are an integral part of the Standalone Financial Statements.
- Reconciliation of liabilities arising from financing activities:

(₹ in million)

| Particulars | As at 31 st March 2022 | Cash Flows | Movement in Lease Liabilities | Interest movement during the year | As at 31 st March 2023 |
|--|--------------------------------------|----------------|----------------------------------|---|--------------------------------------|
| Current Borrowings | 0.96 | 0.88 | - | 0.00 | 1.84 |
| Non-Current Borrowings* | 19.26 | (19.99) | - | 0.73 | - |
| Lease Liabilities | - | - | - | - | - |
| Total Liabilities from financing activities | 20.22 | (19.12) | - | 0.73 | 1.84 |

*Including current maturity and accrued interest.

| Particulars | As at 31 st March 2021 | Cash Flows | Movement in Lease Liabilities | Interest movement during the year | As at 31 st March 2022 |
|--|--------------------------------------|----------------|----------------------------------|---|--------------------------------------|
| Current Borrowings | 0.17 | 0.79 | - | - | 0.96 |
| Non-Current Borrowings* | 112.66 | (98.67) | - | - | 19.26 |
| Lease Liabilities | - | - | - | - | - |
| Total Liabilities from financing activities | 112.83 | (97.88) | - | - | 20.22 |

*Including current maturity and accrued interest.

- Figures in the brackets are outflows/deductions.

The accompanying Notes are an integral part of the Standalone Financial Statements.

For Shailesh Laddha & Co.

Chartered Accountants
Firm's Regn. No.: 148004W

Shailesh Laddha

Proprietor
Membership no.: 127677
UDIN: 23127677BGVXBV4616

Mumbai, 20th May, 2023

For and on behalf of the Board of Directors

Rishi Pilani
Managing Director
(DIN 00901627)

Prahlad Swaroop
Chief Executive Officer

Anish Modi
Director
(DIN 00031232)

Ekta Dhanda
Company Secretary

Ramesh Pilani
Chief Financial Officer

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

1. Corporate Information

Infrastructure Logistic Systems Limited (Formerly known as Stolt Rail Logistic Systems Limited) is an Unlisted Public Company incorporated on 26th February, 2001 under the provisions of the Companies Act, 1956 having Corporate Identity Number U63032MH2001PLC130992 and having its registered office at C-501 and 502, Lotus Corporate Park, Off Western Express Highway, Laxmi Nagar, Goregaon East, Mumbai 400063.

The Company is in diversified business primarily in providing railway & road transportation and conditioned storage facilities for bulk liquids.

The Company is material subsidiary of Ganesh Benzoplast Limited, a Public Listed Company.

The financial statements of the Company for the year ended 31st March, 2023 were authorized for issue in accordance with the resolution of the Board of Directors on 20th May, 2023.

2. Significant Accounting Policies

a) Statement of compliance

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time and other relevant provisions of the Act.

b) Basis of preparation of financial statements

The financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act") except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

Operating cycle

Assets and liabilities other than those relating to long term contracts (i.e. supply or construction contracts) are classified as current if it is expected to realize or settle within 12 months after the

balance sheet date. In case of long-term contracts, the time between acquisition of assets for processing and realisation of the entire proceeds under the contracts in cash or cash equivalent exceeds one year. Accordingly, for classification of assets and liabilities related to such contracts as current, duration of each contract is considered as its operating cycle, except for amounts with respect to legal cases or long pending disputes.

c) Significant accounting judgements, estimates and assumptions

In the preparation of financial statements, the Company makes judgements in the application of accounting policies; and estimates and assumptions which affects carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. The following are the critical estimates and judgements, that have the significant effect on the amounts recognized in the financial statements.

Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. This reassessment may result in change in depreciation and amortisation expected in future periods.

Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

in the notes but are not recognised. The cases which have been determined as remote by the Company are not disclosed. Contingent assets are neither recognised nor disclosed in the financial statements unless when an inflow of economic benefits is probable.

Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility.

Impairment of trade receivables

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, credit risk, existing market conditions as well as forward looking estimates at the end of each reporting period.

Retirement benefit obligations

The Company's retirement benefit obligations are subject to number of assumptions including discount rates, inflation and salary growth. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these assumptions based on previous experience and third-party actuarial advice.

d) Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

i) Property, Plant and Equipment (PPE)

Property, plant and equipment (except freehold land) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Freehold land is not depreciated.

Depreciation & amortization

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation commences when the assets are ready for their intended use. Depreciation on Property, Plant and Equipment has been provided on the straight-line method over their estimated useful life, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, etc

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Estimated useful lives of such assets are as follows:

| Sr. No | Assets Heads | Remaining useful life |
|--------|---|-----------------------|
| 1 | Plant and machineries including storage tanks | 15-35 Years |
| 2 | Building | 35 Years |
| 3 | Furniture and Office Equipment's | 10 Years |
| 4 | Computer | 3 Years |

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Standalone Statement of Profit and Loss.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Standalone Statement of Profit and Loss.

Capital work-in-progress

Capital work-in-progress comprises of assets in the course of construction for production or/ and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use and commissioning has been completed. Capital work-in-progress also includes spares which are yet to be put to use.

ii) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Computer Software are amortised on straight line basis over the estimated useful life ranging between 1-3 years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

iii) Leases

At inception of Contract, the Company assesses whether the Contract is or contains a Lease. 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. At inception or on reassessment of a contract that contains a lease Component, the Company allocates Consideration in the contract to each lease component on the basis of their relative standalone price.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**As a Lessee**

The Company accounts for each lease component within the contract as a lease separately from non lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The Company recognises right of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing

the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Company recognises the amount of the remeasurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

Payment made towards leases for which noncancellable term is 12 months or lesser (short term leases) and low value leases are recognised in the statement of Profit and Loss as rental expenses over the tenor of such leases.

In a sale and lease back transaction, the Company measures right-of-use asset arising from the leaseback as the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The gain or loss that the company recognises in the statement of profit and loss is limited to the proportion of the total gain or loss that relates to the rights transferred to the buyer

As a Lessor

Leases for which the Company is a Lessor is classified as Finance or operating Lease. Lease income from operating leases where the Company is a Lessor is recognized in income on a straight-line basis over the Lease Term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

iv) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets except trade receivables and financial liabilities are initially measured at fair value. Trade receivables are initially measured at transaction value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities [other than financial assets and financial liabilities at fair value through profit or loss (FVTPL)] are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Standalone Statement of Profit and Loss.

Purchases or sale 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 recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Financial Assets

- **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

- **Financial assets measured at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on remeasurement are recognised in the Statement of Profit and Loss.

Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

Dividend income

Dividend income from investments is recognised when the right to receive payment has been established.

- **Impairment of financial assets**

The Company recognizes loss allowances on a forward-looking basis using the expected credit loss (ECL) model for the financial assets except for trade receivables. Loss allowance for all financial assets is measured at an amount equal to lifetime ECL. The Company recognizes impairment loss on trade receivables using expected credit loss model which involves use of a provision matrix constructed on the basis of historical credit loss experience and adjusted for forward-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

looking information as permitted under Ind AS 109. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in the Statement of Profit and Loss.

- **Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party and does not retain control of the asset. The Company continues to recognise the asset to the extent of Company's continuing involvement.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognized in the Statement of Profit and Loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

Financial Liabilities and equity instruments**Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. Equity instruments.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

- **Derecognition of financial assets**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a new lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

v) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets is substantially ready for their intended use. The Company considers

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

a period of twelve months or more as a substantial period. Qualifying assets are assets that necessarily take a substantial period to get ready for their intended use.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

All other borrowing costs are expensed in the period in which they are incurred.

vi) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Revenues from Rail logistics business are recognized when the service of loading of cargo into rail rake starts for its delivery to the client's place.

Revenues from Storage contracts are recognized pro-rata over the period of the contract as and when services are rendered.

vii) Employee Benefits

Long term employee benefits Defined contribution plan

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund and provident fund are recognised as expense when employees have rendered service entitling them to the contributions. The Company has no further payment obligation once the contribution has been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due.

Defined benefit plan

Defined benefit plans comprising of gratuity, and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) are recognised as an expense within employee costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations as reduced by the fair value of plan assets.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**viii) Income tax****Current income tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying value of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

ix) Provisions and Contingent Liabilities/Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the management's best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Present obligations arising under onerous contracts are recognised, measured and disclosed as provisions in Standalone financial statements. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

x) Earnings per Share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company;
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share is calculated by adjusting the 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
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

xi) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs includes, expenses incurred in bringing each product to its present location and condition and are accounted for as follows:

Raw materials, Consumables Stores

Raw materials /Consumables Stores are valued at cost after providing for cost of obsolescence / depletion. Cost is determined on first in, first out basis.

Finished goods and work in progress

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Provisions are made to cover slow-moving and obsolete items based on historical experience of utilisation on a product category basis, which involves individual businesses considering their product lines and market conditions.

xii) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.

Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage.

xiii) Exceptional Items

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

xiv) New and amended standards issued but not effective

The Ministry of Corporate Affairs has vide notification dated 31st March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

amends certain accounting standards, and are effective 1st April 2023.

The Rules predominantly amend Ind AS 12, Income taxes, and Ind AS 1, Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
NOTE 3 : PROPERTY, PLANT AND EQUIPMENT (₹ in million)

| PARTICULARS | FREEHOLD LAND | BUILDINGS | PLANT & MACHINERY | VEHICLE | FURNITURE AND OFFICE EQUIPMENTS | COMPUTER EDP EQUIPMENTS | TOTAL ASSETS |
|---|------------------|--------------|----------------------|-------------|---------------------------------------|-------------------------------|-----------------|
| Cost | | | | | | | |
| As at 1st April 2021 | 53.06 | 79.28 | 469.83 | - | 0.08 | 0.64 | 602.89 |
| Additions | - | - | 15.81 | - | - | - | 15.81 |
| Disposals | - | - | 9.56 | - | - | - | 9.56 |
| As at 31st March 2022 | 53.06 | 79.28 | 476.07 | - | 0.08 | 0.64 | 609.14 |
| Additions | - | - | 5.47 | 2.30 | - | 0.01 | 7.78 |
| Disposals | - | - | - | - | - | - | - |
| As at 31st March 2023 | 53.06 | 79.28 | 481.54 | 2.30 | 0.08 | 0.66 | 616.92 |
| Depreciation | | | | | | | |
| As at 1st April 2021 | - | 10.19 | 113.69 | - | 0.03 | 0.53 | 124.43 |
| Depreciation charge for the year | - | 2.10 | 17.37 | - | 0.01 | 0.06 | 19.54 |
| Disposals | - | - | 0.15 | - | - | - | 0.15 |
| As at 31st March 2022 | - | 12.29 | 130.91 | - | 0.04 | 0.59 | 143.82 |
| Depreciation charge for the year | - | 2.10 | 17.58 | 0.14 | 0.01 | 0.05 | 19.87 |
| Disposals | - | - | - | - | - | - | - |
| As at 31st March 2023 | - | 14.40 | 148.48 | 0.14 | 0.05 | 0.64 | 163.70 |
| Net book value | | | | | | | |
| As at 31st March 2023 | 53.06 | 64.88 | 333.06 | 2.16 | 0.03 | 0.02 | 453.22 |
| As at 31st March 2022 | 53.06 | 66.98 | 345.17 | - | 0.04 | 0.06 | 465.31 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 4 : LOANS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--------------------------------|--------------------------------------|--------------------------------------|
| Loans to related parties (ICD) | 20.88 | - |
| Loan to others | - | - |
| Total | 20.88 | - |

- a) The above loans have been given for business purpose to Ganesh Vishal Infra Engineering Private Limited At Interest @ 12% p.a.
- b) The Company has no loans and advances which are either repayable on demand or are without specifying any terms or period of repayment.

NOTE 5 : OTHER FINANCIAL NON-CURRENT ASSETS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Margin money deposits with banks (Held as lien by bank against bank guarantees) | 0.35 | 0.32 |
| Security deposit | 4.81 | 5.37 |
| Total | 5.16 | 5.69 |

Non-current margin money deposits with bank represent deposits not due for realization within 12 months from the balance sheet date. These are primarily placed as security, margin money against issue of bank guarantees, etc.

NOTE 6 : CURRENT INVESTMENTS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Investments carried at fair value through profit and loss | | |
| Investment in Mutual Fund | 15.08 | - |
| Total | 15.08 | - |

NOTE 7 : TRADE RECEIVABLES

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| i. Unsecured and considered good | 26.99 | 18.70 |
| From Related parties | - | - |
| From Others | 26.99 | 18.70 |
| ii. Having significant increase in credit risk | - | - |
| iii. Credit impaired | - | - |
| Less : Allowance for bad and doubtful receivables (expected credit loss allowance) | - | - |
| Total | 26.99 | 18.70 |

- a) In determining the allowances for credit losses of Trade Receivables, the Company has used a practical expedient by computing the Expected Credit Loss Allowance for Trade Receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The Expected Credit Loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

- b) Since the Company calculates impairment under the simplified approach for Trade Receivables, it is not required to separately track changes in credit risk of Trade Receivables as the impairment amount represents Lifetime Expected Credit Loss. Accordingly, based on a harmonious reading of Ind AS 109 and the break-up requirements under Schedule III, the disclosure for all such Trade Receivables is made as shown above.
- c) Trade receivables does not include any receivables from directors and officers of the company.

Trade receivables ageing:

(₹ in million)

| Particulars | Outstanding from following periods from due date of payment as on 31 st March 2023 | | | | | Total |
|------------------------------------|--|-----------------------|---------------------|---------------------|---------------------|--------------|
| | Less than 6 Months | 6 Months To 1 Year | 1 Year To 2 Year | 2 Year To 3 Year | More than 3 Year | |
| Considered Good – Unsecured | | | | | | |
| From Others | 17.15 | 7.43 | 2.42 | - | - | 26.99 |
| Total | 17.15 | 7.43 | 2.42 | - | - | 26.99 |

| Particulars | Outstanding from following periods from due date of payment as on 31 st March 2022 | | | | | Total |
|------------------------------------|--|-----------------------|---------------------|---------------------|---------------------|--------------|
| | Less than 6 Months | 6 Months To 1 Year | 1 Year To 2 Year | 2 Year To 3 Year | More than 3 Year | |
| Considered Good – Unsecured | | | | | | |
| From Others | 16.28 | 2.42 | - | - | - | 18.70 |
| Total | 16.28 | 2.42 | - | - | - | 18.70 |

NOTE 8 : CASH AND CASH EQUIVALENTS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| | | |
| Balances with banks in current accounts | 9.73 | 2.97 |
| Cash on hand | 0.03 | 0.01 |
| Total | 9.76 | 2.98 |

NOTE 9 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| | | |
| Balances with banks in deposit accounts | 0.59 | 10.91 |
| Total | 0.59 | 10.91 |

NOTE 10 : LOANS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| | | |
| Unsecured, considered good | | |
| To related Party | - | - |
| To other | 13.51 | 5.55 |
| To employees | 0.00 | 0.18 |
| Total | 13.51 | 5.73 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 11 : OTHER FINANCIAL ASSETS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Advances Recoverable in Cash or in Kind or in value to be received | - | - |
| Related parties | - | - |
| Others | - | - |
| Interest receivable | - | 0.70 |
| Other deposits | - | 0.70 |
| Total | - | 0.70 |

NOTE 12 : OTHER CURRENT ASSETS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Advances to suppliers (Other) | 0.36 | 2.26 |
| Advances to suppliers (related party) | - | - |
| Advance income tax paid and TDS deducted by customers | - | - |
| Balance with Government Authorities | - | - |
| Prepaid expenses | 1.20 | 1.38 |
| Total | 1.55 | 3.63 |

NOTE 13 : EQUITY SHARE CAPITAL

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Authorised | | |
| 2,00,00,000 Equity Shares of Rs. 10/- each (31st March 2022 2,00,00,000) | 200.00 | 200.00 |
| Issued, subscribed and fully paid up | | |
| 1,74,20,000 Equity Shares of Rs. 10/- each (31st March 2022 1,74,20,000) | 174.20 | 174.20 |
| Total | 174.20 | 174.20 |

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Equity Shares | | |
| At the beginning of the period | 17.42 | 17.42 |
| Issued during the period – Bonus issue | - | - |
| Issued during the period – ESOP | - | - |
| Outstanding at the end of the period | 17.42 | 17.42 |

(b) Terms/Rights attached to Equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

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

(c) Details of shareholders holding more than 5% shares in the company

| Name of Shareholders | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| | % holding in the class | % holding in the class |
| Equity shares of ₹ 10/- each fully paid | | |
| M/s Ganesh Benzoplast Limited | 86.52% | 86.52% |
| Ravi Pilani | 12.86% | 12.86% |

(d) The details of promoters shareholding are as under

| Name of Shareholders | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| | % holding in the class | % holding in the class |
| Equity shares of ₹ 10/- each fully paid | | |
| M/s Ganesh Benzoplast Limited | 86.52% | 86.52% |
| Ravi Pilani | 12.86% | 12.86% |
| Anchal Pilani | 0.56% | 0.56% |
| Rishi Pilani | 0.06% | 0.06% |

NOTES 14 : OTHER EQUITY

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| | | |
| Securities premium account | | |
| As per last Balance Sheet | 136.90 | 136.90 |
| Profit and loss A/c | | |
| Balance as per last financial statements | 142.99 | 140.34 |
| Add: Profit for the year | 28.93 | 2.64 |
| Less: Appropriations | - | - |
| Net surplus in the statement of profit and loss | 171.92 | 142.99 |
| Total reserves and surplus | 308.82 | 279.89 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 15 : BORROWINGS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Secured | | |
| Term Loans and Overdraft | | |
| a) From Banks | 1.84 | 20.22 |
| b) From Others | - | - |
| Less : Current maturities (Refer note: 18) | 0.35 | 9.94 |
| | 1.49 | 10.28 |
| Unsecured | | |
| Term Loans and Overdraft | | |
| c) From Banks | - | - |
| d) From Others | - | - |
| e) From Related Parties | - | - |
| Less : Current maturities (Refer note: 18) | - | - |
| Total | 1.49 | 10.28 |

Details of Interest and repayment schedule for secured long term borrowings is as under:

| Type Of Loan | Loan outstanding at 31 st March 2023 (₹ in million) | | | Section amount | Rate of interest | Remaining Repayment terms | Security Guarantee |
|-----------------|--|---------|-------|-------------------|---------------------|---------------------------------|--|
| | Non Current | Current | Total | | | | |
| Axis Bank | 1.49 | 0.35 | 1.84 | 2.01 | 8.30% p.a. | 54 monthly instalments | Secured by hypothecation charge on Car |

NOTE 16 : PROVISIONS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Provision for employee benefits | | |
| Gratuity (refer note : 30) | 2.33 | 2.35 |
| Compensated absences | - | - |
| Total | 2.33 | 2.35 |

NOTE 17 : DEFERRED TAX LIABILITIES (NET)

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Income Tax Expense Recognise In The Statement Of Profit And Loss | | |
| Current Tax : | | |
| Current tax on profits for the year | 6.02 | - |
| Provision for income tax - prior period | 0.06 | - |
| Deferred tax | 50.66 | 46.67 |
| Total | 56.73 | 46.67 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
Significant components of deferred tax liabilities (net)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Deferred Tax Liabilities | | |
| Property, Plant and Equipment | 52.04 | 49.40 |
| Right-to-use assets | - | - |
| Other temporary differences | - | - |
| Total Deferred Tax Liabilities | 52.04 | 49.40 |
| Deferred Tax Assets | | |
| Allowance for doubtful advances/ debts Lease liabilities | - | - |
| Defined benefit obligations | 1.38 | 2.73 |
| Total Deferred Tax Assets | 1.38 | 2.73 |
| Net Deferred Tax Liabilities | 50.66 | 46.67 |

NOTE 18 : BORROWINGS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Secured | | |
| Current maturities of Term loans from banks & Others | 0.35 | 9.94 |
| a) Current maturities of bank loan (Refer note: 15) | 0.35 | 9.94 |
| b) Current maturities of bank overdraft | - | - |
| Unsecured | | |
| Current maturities of Term loans from banks & Others | - | - |
| c) Current maturities of bank loan | - | - |
| d) Current maturities of others | - | - |
| Total | 0.35 | 9.94 |

NOTE 19 : TRADE PAYABLES

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Trade payables | 10.72 | 23.06 |
| total outstanding dues of micro and small enterprises; | 2.64 | 2.30 |
| total outstanding dues of related party | 5.27 | 14.95 |
| total outstanding dues of creditors other than micro and small enterprises and related party | 2.81 | 5.82 |
| Total | 10.72 | 23.06 |

- i) Disclosure with respect to related party transaction is given in note 33.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

- ii) Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Principal amount outstanding at end of year | 2.64 | 2.30 |
| Principal amount over due more than 45 days | - | - |
| Interest due and unpaid as at end of year | - | - |
| Interest paid to the supplier | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrues and remaining unpaid | - | - |
| Amount of further interest remaining due and payable | - | - |

- iii) Trade Payables ageing: (₹ in million)

| Particulars | Outstanding from due date of payment as on 31 st March 2023 | | | | | | Total |
|---|--|-----------------------|---------------------|---------------------|---------------------|--|--------------|
| | Less than 6 Months | 6 Months To 1 Year | 1 Year To 2 Year | 2 Year To 3 Year | More than 3 Year | | |
| Trade payables | | | | | | | |
| (i) Micro enterprises and small enterprises | 2.64 | - | | | | | 2.64 |
| (ii) Related party | 5.27 | - | | | | | 5.27 |
| (iii) Others | 2.48 | 0.33 | | | | | 2.81 |
| Total | 10.39 | 0.33 | - | - | - | | 10.72 |

(₹ in million)

| Particulars | Outstanding from due date of payment as on 31 st March 2022 | | | | | | Total |
|---|--|-----------------------|---------------------|---------------------|---------------------|--|--------------|
| | Less than 6 Months | 6 Months To 1 Year | 1 Year To 2 Year | 2 Year To 3 Year | More than 3 Year | | |
| Trade payables | | | | | | | |
| (i) Micro enterprises and small enterprises | 2.30 | - | | | | | 2.30 |
| (ii) Related party | 14.95 | - | | | | | 14.95 |
| (iii) Others | 3.89 | 1.92 | | | | | 5.82 |
| Total | 21.14 | 1.92 | - | - | - | | 23.06 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
NOTE 20 : OTHER CURRENT LIABILITIES

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--------------------------------|--------------------------------------|--------------------------------------|
| Statutory Dues | | |
| TDS Payable | - | - |
| GST Payable | 1.70 | - |
| EPF Payable | 0.04 | 0.03 |
| Professional Tax and MLWF | 0.00 | - |
| Provision for Income Tax | - | - |
| Audit Fees Payable | 0.33 | 0.19 |
| Outstanding Liabilities | 3.20 | 2.47 |
| Total | 5.26 | 2.68 |

NOTE 21 : PROVISIONS

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Provision for employee benefits | | |
| Gratuity (Refer note : 30) | 1.81 | 0.49 |
| Compensated absences | - | - |
| Total | 1.81 | 0.49 |

NOTE 22 : REVENUE FROM OPERATIONS

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| Revenue from sale of services | | |
| Service income from rail logistics business | 123.84 | 114.38 |
| Storage and warehouse services | 108.66 | 134.63 |
| Road transport charges | 37.35 | 48.43 |
| Rental charges of VFD | - | 0.15 |
| Trading sales | - | 0.23 |
| Total | 269.85 | 297.82 |

NOTE 23 : OTHER INCOME

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|--------------------------------------|---|---|
| Interest income on | | |
| Interest on bank deposits | 0.23 | 1.02 |
| Interest on inter corporate deposits | 0.66 | - |
| Interest others | 1.30 | 1.23 |
| Interest on income tax refund | 1.31 | 1.44 |
| Other income | 0.76 | 1.16 |
| Total | 4.26 | 4.84 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 24 : EMPLOYEE BENEFITS EXPENSE

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| Salaries, wages and bonus | 11.29 | 11.24 |
| Contribution to provident and other funds | 0.08 | 0.07 |
| Managerial remuneration | 6.51 | 6.66 |
| Gratuity (Refer note : 30) | 0.99 | 0.49 |
| Total | 18.86 | 18.46 |

NOTE 25 : FINANCE COST

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| Interest on borrowings | 0.73 | 5.28 |
| Interest expense on lease liabilities (As per Ind AS-116) | - | - |
| Other borrowing costs and bank charges | 0.00 | - |
| Total | 0.73 | 5.28 |

NOTE 26 : DEPRECIATION AND AMORTISATION EXPENSE

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| Depreciation of property, plant and equipment | 19.87 | 19.39 |
| Depreciation on right of use assets | - | - |
| | 19.87 | 19.39 |
| Less: recoupment from revaluation reserve | - | - |
| Total | 19.87 | 19.39 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
NOTE 27 : OTHER EXPENSES

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|---|---|---|
| Auditors remuneration (Please refer to below note 27.1) | 0.33 | 0.21 |
| Advertisement expenses | 0.02 | 0.01 |
| Brokerage and commission | - | 0.23 |
| Bad and doubtful debts written off | 0.36 | 0.31 |
| CSR contribution expenditure (Refer Note 32) | 1.07 | 1.52 |
| General expenses | 0.61 | 0.29 |
| Insurance | 0.33 | 0.62 |
| Delay payment charges | 0.15 | 0.08 |
| Donation | 0.02 | - |
| Director sitting fees | 0.20 | 0.12 |
| Labour, service, freight, warehousing and handling charges etc. | 9.03 | 9.80 |
| Legal and professional fees | 7.43 | 5.65 |
| Licence and application fee | 0.48 | 0.33 |
| Postage and telephone | 0.06 | 0.05 |
| Power and fuel charges | 5.69 | 5.29 |
| Printing and stationary | 0.15 | 0.20 |
| Rake hire and management charges paid to central government (Railway) | 67.41 | 75.65 |
| Rake hire and management charges paid to others | 9.34 | 10.23 |
| Road transportation charges | 26.13 | 28.97 |
| Property tax and land revenue | 0.19 | 0.23 |
| Rent | 3.27 | 4.18 |
| Repairs and maintenance | 0.41 | 0.07 |
| Stores, spares and packing material consumed | 1.97 | 1.15 |
| Storage services | 56.06 | 106.85 |
| Site allowance | 0.79 | 0.70 |
| Sales promotion expenses | 0.59 | - |
| Travelling and conveyance expenses | 0.94 | 0.40 |
| Tank cleaning charges | - | 1.19 |
| Tank container lease charges | 2.19 | - |
| Water charges | 0.12 | 0.12 |
| Total | 195.32 | 254.46 |

NOTE 27.1 : PAYMENT TO AUDITOR

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|--|---|---|
| As auditor: | | |
| Statutory Audit Fees (Excluding GST) | 0.22 | 0.21 |
| Tax Audit Fees (Excluding GST) | 0.11 | - |
| Total | 0.33 | 0.21 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

28 : EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|--|---|---|
| Face Value of Equity Share | ₹ 10 | ₹ 10 |
| Profit for the year before exceptional items (₹ in million) | 28.93 | 2.64 |
| Weighted average number of equity shares in calculating basic EPS and diluted EPS (₹ in million) | 17.42 | 17.42 |
| Earning per share (₹) Basic | 1.66 | 0.15 |
| Earning per share (₹) Diluted | 1.66 | 0.15 |

29. CONTINGENT LIABILITIES NOT PROVIDED FOR

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| 1. Arbitration with M/s Indorama Synthetics Ltd. Under Arbitration Company has also its counter claim. As per the view of solicitors there are remote chances of crystallizing any such claim. | 38.26 | 38.26 |
| 2. Show Cause Notice (SCN) No. ZD270522010463T dated 05.05.2022 received from Deputy Commissioners of State Tax for the F.Y. 2017-2018 for mismatch of input tax credit. As per the view of GST consultant this show cause notice will not sustained due to technical issues. | 6.59 | - |

30. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is non-funded. The following tables summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet for the respective plans.

The following tables summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet for the respective plans.

Statement of profit and loss account

Net employee benefit expense recognized in the employee cost

(₹ in million)

| Particulars | Gratuity | |
|---|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Current service cost | 0.85 | 0.39 |
| Interest cost on benefit obligation | 0.14 | 0.11 |
| Expected return on plan assets | - | - |
| Net actuarial(gain)/ loss recognized in the year | 0.31 | - |
| Recognized Past Service Cost-Vested | - | - |
| Net benefit expense | 1.30 | 0.49 |
| Actual return on plan assets | - | - |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
Balance sheet-

(₹ in million)

| Provisions of gratuity | Gratuity | |
|--------------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Defined benefit obligation | 4.14 | 2.85 |
| Fair value of plan assets | - | - |
| Less: Unrecognized past service cost | - | - |
| Plan asset / (liability) | 4.14 | 2.85 |

Changes in the present value of the defined benefit obligation are as follows:

(₹ in million)

| | Gratuity | |
|---|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Opening defined benefit obligation | 2.85 | 2.32 |
| Interest cost | 0.14 | 0.11 |
| Current service cost | 0.41 | 0.39 |
| Past service cost | 0.44 | 0.03 |
| Benefits paid | - | - |
| Actuarial (gains) / losses on obligation | (0.31) | - |
| Closing defined benefit obligation | 4.14 | 2.85 |

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| | Gratuity (%) | |
|----------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Discount Rate | 7.30% | 6.40% |
| Employee turnover | | |
| - Younger Ages | 10% | 10% |
| - Older Ages | 10% | 10% |
| Salary increase rate | 7% | 7% |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

31. THE DETAILS OF DUES OUTSTANDING TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSED ACT 2006):

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Principal amount outstanding at end of year | 2.64 | 2.30 |
| Principal amount over due more than 45 days | - | - |
| Interest due and unpaid as at end of year | - | - |
| interest paid to the supplier | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrues and remaining unpaid | - | - |
| Amount of further interest remaining due and payable | - | - |
| Total | 2.64 | 2.30 |

32. EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(₹ in million)

| Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 |
|--|--|--|
| Gross amount required to be spent by the company during the year | 1.07 | 1.52 |
| Amount of expenditure incurred | 1.07 | 1.52 |
| Shortfall at the end of the year | - | - |
| Total of previous years shortfall | - | - |
| Reason for shortfall | - | - |
| Nature of CSR activities | Education, Rural Development, physically disabled and blind people | Education, Rural Development, physically disabled and blind people |
| Details of related party transactions in relation to CSR | NA | NA |

The Company makes its CSR contribution towards promoting education, healthcare, poverty alleviation, environmental sustainability and others.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
33. RELATED PARTY DISCLOSURES AS REQUIRED BY IND AS 24 “RELATED PARTY DISCLOSURES” ARE GIVEN BELOW:
a) List of related parties as per the requirements of Ind AS 24:

| | |
|--|---|
| Key Management Personnel (KMP) | Mr. Rishi Pilani (Managing Director) Mr. Sanjay Bhagia (Independent Director) Mrs. Jagruti Gaikwad (Independent Director) Mrs. Neha Tandel (Independent Director) Mr. Anish Modi (Non-Executive Director) |
| Relatives of key management personnel (KMP) | Mr. Ramesh Pilani (Father of Mr. Rishi Pilani) Mrs. Anchal Pilani (Sister-in-law of Rishi Pilani) |
| Entities where control / significant influence by KMPs and their relatives exists and with whom transactions have taken place | Ganesh Vishal Infra Engineering Private Limited |
| Holding Company | Ganesh Benzoplast Limited (w.e.f. 13th November, 2020) |

b) Related Party Disclosure- Disclosure in respect of transactions with related parties:

(₹ in million)

| Name of related party | Services obtained | Services Provided | Purchase Of Goods | Assets Sold | Loan Given | Interest Received | Director Sitting Fess | Salary Paid | Amount Receivable | Amount Payable |
|---|-------------------|-------------------|-------------------|--------------|------------|-------------------|-----------------------|----------------|-------------------|-----------------|
| Ganesh Benzoplast Ltd | 59.06 (75.74) | - (0.15) | 0.17 - | - (10.56) | - - | - - | - - | - - | - - | 5.27 (14.69) |
| Ganesh Vishal Infra Engineering Private Limited | - (0.25) | - - | - - | - - | 20.80 - | 0.09 - | - - | - - | - - | 20.88 (0.25) |
| Ramesh Pilani | 4.39 (4.39) | - - | - - | - - | - - | - - | - - | - - | - - | - - |
| Rishi Pilani | - - | - - | - - | - - | - - | - - | - - | 6.51 (6.66) | - - | - - |
| Sanjay Bhagia | - - | - - | - - | - - | - - | - - | 0.09 (0.07) | - - | - - | - - |
| Neha Tandel | - - | - - | - - | - - | - - | - - | 0.09 (0.06) | - - | - - | - - |
| Jagruti Gaikwad | - - | - - | - - | - - | - - | - - | 0.03 - | - - | - - | - - |
| Anchal Pilani | - - | - - | - - | - - | - - | - - | - - | 1.50 - | - - | - - |

Figures in brackets pertains to the previous year ended 31st March 2022.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

34. RATIOS:

(₹ in million)

| Sr. No. | Particulars | Year ended 31 st March 2023 | Year ended 31 st March 2022 | % Variance | Reason for Variance |
|---------|----------------------------------|--|--|--|--|
| | | Ratio | Ratio | | |
| i | Current Ratio | 4.21 | 2.17 | 94% | Current ratio has increased primarily on account of decrease trade payable. |
| ii | Debt-equity ratio | 0.00 | 0.04 | -91% | Total borrowings ration decreased due to repayment of term loan and OD. |
| iii | Debt service coverage ratio | 27.03 | 1.91 | 1314% | Ratio has improved due to increase in profitability and decrease in debt. |
| iv | Return on equity ratio | 0.06 | 0.01 | 958% | Return on equity has increased mainly due to increase in current year's profit. |
| v | Inventory turnover Ratio | Not applicable since the company is not engaged in any manufacturing or trading activities | Not applicable since the company is not engaged in any manufacturing or trading activities | Not applicable since the company is not engaged in any manufacturing or trading activities | Not applicable since the company is not engaged in any manufacturing or trading activities |
| vi | Trade receivables turnover ratio | 36.51 | 22.92 | 59% | Trade receivable turnover ratio decrease due to decrease in trade receivable. |
| vii | Trade payables turnover ratio | 31.57 | 51.76 | -39% | Ratio has improved due to better working capital management |
| viii | Net capital turnover ratio | 4.63 | 7.03 | -34% | |
| ix | Net profit ratio % | 11% | 1% | 1108% | Increase in profit during the year 2022-23. |
| x | Return on capital employed % | 0.07 | 0.02 | 276% | |
| xi | Return on investment | 7% | 2% | 311% | |

35. FINANCIAL INSTRUMENTS

a. Capital risk management

The Company being in a capital-intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its capacity expansion and repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the equity capital by way of preferential allotment. The Company is not subject to any externally imposed capital requirements.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects, to capture market opportunities at minimum risk.

Detail of Net debt of the company which is net debt, divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Long term borrowings | 1.49 | 10.28 |
| Current maturities of long term debt and finance lease obligations | 0.35 | 9.94 |
| Less: Cash and cash equivalent | 9.76 | 2.98 |
| Less: Bank balances other than cash and cash equivalents | 0.59 | 10.91 |
| Less: Current investments | 15.08 | - |
| Net debt | 23.59 | 6.33 |
| Total equity | 483.02 | 483.02 |
| Gearing Ratio | - | 71.74 |

- i. Equity includes all capital and reserves of the Company that are managed as capital.
- ii. Debt is defined as long- and short-term borrowings, as described in note 22 & 27. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest- bearing loans and borrowing in the current period.

36. DISCLOSURE AS PER IND AS 107

a) Fair Value Measurement

i. Categories and hierarchy of financial instruments

The carrying values of the financial instruments by categories were as follows: (₹ in million)

| Particulars | As at 31 st March 2023 | | | As at 31 st March 2022 | | |
|--|-----------------------------------|--------|----------------|-----------------------------------|--------|----------------|
| | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI | Amortised Cost |
| Financial assets Measured at amortised cost | | | | | | |
| Investments – Current | 15.08 | - | - | - | - | - |
| Investments – Non-current | - | - | - | - | - | - |
| Trade receivables | 26.99 | - | - | - | - | 18.70 |
| Cash and cash equivalents | - | - | 9.76 | - | - | 2.98 |
| Bank balances other than cash and cash equivalents | - | - | 0.59 | - | - | 10.91 |
| Other financial assets | - | - | 39.56 | - | - | 12.12 |

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

| Particulars | As at 31 st March 2023 | | | As at 31 st March 2022 | | |
|---|-----------------------------------|--------|----------------|-----------------------------------|--------|----------------|
| | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI | Amortised Cost |
| Financial liabilities Measured at amortised cost | | | | | | |
| Long term Borrowings | - | - | 1.84 | - | - | 20.22 |
| Trade payables | - | - | 10.72 | - | - | 23.06 |
| Other financial liabilities | - | - | 5.26 | - | - | 2.68 |

FVPL - Fair Value Through Profit or Loss

FVOCI - Fair Value Through Other Comprehensive Income

The main risks arising from Company's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

b) Financial risk management

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's Risk Management Committee focuses to minimize potential adverse effects of all the risk on its financial performance. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aim to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The value of a financial instruments may change as result of change in interest rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including payable, deposits, loans & borrowings. The Company management evaluates and exercise control over process of market risk management. The Board recommends risk management objective and policies which includes management of cash resources, borrowing strategies and ensuring compliance with market risk limits and policies.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
d) 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 is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

(₹ in million)

| Particulars | As at 31 st March 2023 | As at 31 st March 2022 |
|--------------------------|--------------------------------------|--------------------------------------|
| Fixed rate borrowings | - | - |
| Floating rate borrowings | 1.84 | 20.22 |
| Interest free borrowings | - | - |
| Total borrowings | 1.84 | 20.22 |

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate liabilities, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Company's profit for the year ended 31st March 2023 would decrease / increase by Rs. 0.02 Million (for the year ended 31st March 2022: decrease / increase by Rs. 0.20 Million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings

e) Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with credit worthy counter parties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Receivables are deemed to be past due or impaired with reference to the Company's normal terms and conditions of business. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The Company based on past experiences does not expect any material loss on its receivables and hence no provision is deemed necessary on account of expected credit loss ('ECL'). The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. The Company uses simplified approach (i.e. lifetime expected credit loss model) for impairment of trade receivables. The solvency of the debtor and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables have been impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The amount of Trade receivable outstanding (without expected credit loss allowance) is as follows:

| Particulars | 0-30 days | 30-90 | 90-180 | 180-365 | More than 365 days | Total |
|-----------------------------|-----------|-------|--------|---------|-----------------------|-------|
| 31 st March 2023 | 15.28 | 0.98 | 0.88 | 7.43 | 2.42 | 26.99 |
| 31 st March 2022 | 14.25 | 0.74 | 1.29 | 2.42 | - | 18.70 |

Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy. The Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit- ratings assigned by credit-rating agencies and hence the risk is reduced.

Liquidity risk management

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. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Company's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Company assessed the Concentration of risk with respect to its debt and concluded it to be low.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Liquidity exposure as at 31st March 2023.

(₹ in million)

| Particulars | <1year | 1-5years | >5 years | Total |
|------------------------------------|--------------|-------------|----------|--------------|
| Financial liabilities | | | | |
| Borrowings | 1.49 | 0.35 | - | 1.84 |
| Lease Liabilities | - | - | - | - |
| Trade payables | 10.72 | - | - | 10.72 |
| Other financial liabilities | 5.26 | - | - | 5.26 |
| Total financial liabilities | 17.47 | 0.35 | - | 17.83 |

Liquidity exposure as at 31st March 2022.

(₹ in million)

| Particulars | <1year | 1-5years | >5 years | Total |
|------------------------------------|--------------|-------------|----------|--------------|
| Financial liabilities | | | | |
| Borrowings | 10.28 | 9.94 | - | 20.22 |
| Lease Liabilities | - | - | - | - |
| Trade payables | 23.06 | - | - | 23.06 |
| Other financial liabilities | 2.68 | - | - | 2.68 |
| Total financial liabilities | 36.02 | 9.94 | - | 45.97 |

37) FOLLOWING ARE THE ADDITIONAL DISCLOSURES REQUIRED AS PER SCHEDULE III TO THE COMPANIES ACT, 2013 VIDE NOTIFICATION DATED 24TH MARCH, 2021;
a. Details of Benami Property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

b. Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. Relationship with Struck off Companies

The Company does not have any transactions with struck-off companies.

d. Registration of charges or satisfaction with registrar of companies

The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

e. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**f. Undisclosed Income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income.

g. Valuation of Property, Plant and Equipment and Intangible Assets

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

h. Utilisation of borrowings availed from banks and financial institution

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

i. Fund From Foreign Parties

The Company have 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:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Company have 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:

- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

j. Details of CRYPTO Currency Or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

The accompanying Notes are an integral part of the Standalone Financial Statements.

For Shailesh Laddha & Co.

Chartered Accountants

Firm's Regn. No.: 148004W

Shailesh Laddha

Proprietor

Membership no.: 127677

UDIN: 23127677BGVXBV4616

Mumbai, 20th May, 2023

For and on behalf of the Board of Directors**Rishi Pilani**

Managing Director
(DIN 00901627)

Prahlad Swaroop

Chief Executive Officer

Anish Modi

Director
(DIN 0031232)

Ekta Dhanda

Company Secretary

Ramesh Pilani

Chief Financial Officer





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