

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

September 7, 2023

Dear Sirs,

Sub: Notice of the Twenty-Seventh Annual General Meeting and Annual Report for the Financial Year 2022-23

This has reference to the following Debentures of the Company listed on the Wholesale Debt Market Segment of BSE Limited:

- 20,000 – 7.95% Secured Redeemable Non-Convertible Debentures – PPD 6 (RPTL-7.95%-28-10-26-PVT) – ISIN: INE941D07158;
- 20,000 – 7.90% Secured Redeemable Non-Convertible Debentures – PPD 7 (RPTL-7.90%-18-11-26-PVT) – ISIN: INE941D07166; and
- 40,000 – 6.75% Secured Redeemable Non-Convertible Debentures – PPD 12 (SPTL-6.75%-22-4-26-PVT) – ISIN: INE941D07208.

The Notice convening the Twenty-Seventh Annual General Meeting (“Notice”) and Annual Report of the Company for the financial year 2022-23, being sent to the members and debenture holders through electronic mode, are attached.

The Notice and Annual Report are also available on the website of the Company and can be accessed using the below given links:

Notice	https://sptl.co.in/pdf/Notice-of-AGM-September-29-2023.pdf
Annual Report	https://sptl.co.in/pdf/SPTL-Annual-Report-2022-23.pdf

This is for your information and records.

Thanking you,
Yours faithfully,

For **Sikka Ports & Terminals Limited**

Forum Sheth
Company Secretary
(ICSI Membership No: A22619)

Encl.: As above

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555 7100, Fax:- 0091 22 3555 5560 Email:- company.secretary@sptl.co.in Website:- www.sptl.co.in

Registered Office: Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLCo31906

Notice

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Sikka Ports & Terminals Limited will be held on **Friday, September 29, 2023 at 3:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a. "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b. "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Shri Samir Patel, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Samir Patel (DIN: 09487366), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business

3. To alter the Articles of Association of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered by:

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a. inserting the following new Article 90A after existing Article 90

"Appointment of 90A Subject to the provisions of the Act, whenever the Director nominated by debenture trustee(s) appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together "SEBI Regulations"), as amended from time to time, the Board shall appoint such person as a Director.

Provided however, if more than one debenture trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.

The Director so appointed shall not be liable to retire by rotation.

The Director so appointed shall hold office so long as the default subsists.

Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

F.S. Shah

Forum Sheth

Company Secretary and Compliance Officer

ICSI Membership No.: A22619

Place: Mumbai

Date: September 7, 2023

Sikka Ports & Terminals Limited

CIN: U45102GJ1997PLC031906

Registered Office:

Admin Building, MTF Area, Village Sikka,
Taluka & District Jamnagar – 361140,
Gujarat

CIN: U45102GJ1997PLC031906

Website: www.sptl.co.in

E-mail: company.secretary@sptl.co.in

Tel.: +91 22 3555 7100

Fax.: +91 22 3555 5560

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM and Notice to all the Members is being given only through e-mails registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC are attached as **Annexures 1 and 2**.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri Samir Patel, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Details of Shri Samir Patel pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are provided herein below:

Age	51 years
Qualifications	B.E.(Chemical) from DDIT, Gujarat University
Experience	Shri Samir Patel is a Chemical Engineer (BE) from Gujarat University with over 25 years of experience in the area of manufacturing, new project execution and commissioning of projects. He started his career with Search Chem Industries Limited (United Phosphorous Limited group) and has been associated with projects /

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	operations of Reliance group for past 22 years.
Terms and Conditions of Re-appointment	As per the resolution set out at Item No. 2 of this Notice read with Statement hereto.
Remuneration last drawn in the Company (FY 2022-23)	Sitting Fees of Rs. 55,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Sitting Fees for attending meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Date of first appointment on the Board	February 10, 2022
Shareholding in the Company as on March 31, 2023	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Samir Patel is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2022-23	6 meetings
Directorships of other Boards as on March 31, 2023	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Nil

6. Shri Samir Patel is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri Samir Patel are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2 of the Notice.
7. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1a and 1b of the Notice.
8. **Despatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose

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e-mail address is registered with the Company/Registrar & Transfer Agent/ Depository Participants/Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website www.sptl.co.in and website of the Stock Exchange, that is, BSE Limited at www.bseindia.com.

9. Corporate Members are requested to send to the Company, legible scanned certified true copy (in PDF Format) of the relevant Board Resolution, together with attested specimen signature(s) of the duly authorised representative(s) vide an e-mail at the designated e-mail address provided in **Annexure 1**. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.
10. Members attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the Meeting.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the Meeting. Members seeking to inspect through e-mode are required to notify the Company Secretary on or before Friday, September 22, 2023 through e-mail at company.secretary@sptl.co.in.
12. Members seeking any information with regard to the accounts or any matter to be considered at the Meeting, are requested to write to the Company on or before Friday, September 22, 2023 by sending e-mail at company.secretary@sptl.co.in. The same will be replied by the Company suitably.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3:

Insertion of Article 90A after existing Article 90:

The Company presently has 4 series of outstanding Non-Convertible Debentures ("NCDs") out of which 3 series are listed on BSE Limited. Axis Trustee Services Limited is the Trustee for the said NCDs.

The Company's financial strength is reflected in the credit ratings ascribed by rating agencies. The rating assigned to NCDs is "AAA;Stable" which is highest rating assigned by the rating agencies viz. CARE Ratings Limited and CRISIL Ratings Limited.

Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, has been amended effective February 2, 2023, to provide that companies whose debt securities are listed shall alter their articles of association and debenture trust deeds on or before September 30, 2023, to include provisions for appointment of a person nominated by the debenture trustee(s) as a director of the company.

The appointment of such nominee director by the debenture trustee(s) on the Board of Directors of the company shall be exercised only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- a. two consecutive defaults in payment of interest to the debenture holders; or
- b. default in creation of security for debentures; or
- c. default in redemption of debentures.

The Company is in compliance with the terms of the NCDs and there has not been any default as above. However, in terms of amended Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, it is necessary to alter the Articles of Association to provide for appointment of a nominee director.

Accordingly, the Board of Directors has proposed to alter the Articles of Association of the Company as set out in the resolution at Item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

By Order of the Board of Directors

F.S.Shah

Forum Sheth

Company Secretary and Compliance Officer

ICSI Membership No.: A22619

Place: Mumbai

Date: September 7, 2023

Registered Office:

Admin Building, MTF Area, Village Sikka,
Taluka & District Jamnagar – 361140,
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CIN: U45102GJ1997PLC031906

Website: www.sptl.co.in

E-mail: company.secretary@sptl.co.in

Tel.: +91 22 3555 7100

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CIN: U45102GJ1997PLC031906

Annexure 1

Members are requested to note the following in accordance with the MCA Circulars:

1. The Annual General Meeting ("Meeting") through video-conference would be conducted through "Microsoft Teams" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as **Annexure 2**.

2. The link to join the Meeting shall be active from 2:45 P.M. onwards on the day of the Meeting.
3. E-mail address of the Company Secretary of the Company, Ms. Forum Sheth i.e. company.secretary@sptl.co.in is designated for correspondences / voting and all other purposes related to the Meeting.
4. In the event of demand for poll at the Meeting, Members shall send their votes by e-mail from their e-mail address which are registered with the Company/Depository Participant(s) and shall only be sent to the designated e-mail address mentioned in point no. 3 above.
5. For any assistance before or during the Meeting, members may contact the Company Secretary at +91-7738388817.

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CIN: U45102GJ1997PLC031906

Annexure 2

The instructions for participating in the meeting through VC:

1. Members would have received an e-mail from the Company to participate in the Meeting through Video Conference (VC) on your e-mail address registered with the Company/Depository Participant(s).
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click "Join Microsoft Teams Meeting" option from the e-mail. You will connect to the Meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the e-mail invitation using Google Chrome browser



Simply click on "**Join Microsoft Teams Meeting**" option from the e-mail invitation/your calendar events.



A new Browser window would open. Select "**Join on the web instead**". Once you reach to the "**Enter Name**" prompt, enter your name and click "**Join as a Guest**"



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.

Option 2

For installing Microsoft Teams App on your **iPad / Apple devices / iPad / Android devices**:

Click on "**Join Microsoft Teams Meeting**" from the e-mail invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft Teams. Please do not try to login.



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Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the e-mail invitation/calendar events.



You will be prompted to start Microsoft Teams Application.



Click on “**Join as a Guest**” option.



Type your **Name** and once again click on “**Join as a Guest**”



You will join the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Sikka Ports & Terminals Limited

**Annual Report
2022-2023**

Corporate Identification Number (CIN) of the Company:

U45102GJ1997PLC031906

Name of the Company:

Sikka Ports & Terminals Limited

Registered Office:

Admin Building, MTF Area,
Village Sikka, Taluka & District - Jamnagar,
Jamnagar - 361 140, Gujarat.

Corporate Office:

1st Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai - 400 021
Tel: +91 022-35557100, Fax: +91 022-35555560
Website: www.sptl.co.in

Board of Directors:

Shri Sanjeev Dandekar	: Director
Shri Venkataramanan Devarajan (with effect from March 31, 2023)	: Independent Director
Shri Kozhumam Chandrasekar Ganesh (with effect from March 31, 2023)	: Independent Director
Shri S. Anantharaman (upto March 30, 2023)	: Independent Director
Shri Natarajan T. G. (upto March 30, 2023)	: Independent Director
Shri Samir Patel	: Director
Ms. Jyothi Menon	: Director

Key Managerial Personnel:

Shri M. Sundar (upto December 31, 2022)	: Manager
Shri Suresh Subramaniam (with effect from February 14, 2023)	: Manager
Shri Ritesh Shiyal	: Chief Financial Officer
Ms. Forum Sheth	: Company Secretary and Compliance Officer

Auditors:

M/s. Chaturvedi & Shah LLP
Chartered Accountants
912, Tulsiani Chambers,
212 Nariman Point,
Mumbai – 400 021.

Registrar and Transfer Agent:

KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)
Selenium, Tower B, Plot No - 31 & 32,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad, Rangareddi,
Telangana, India 500 032
Toll Free No.: 1800 309 4001

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Sikka Ports & Terminals Limited ('SPTL' or 'the Company').

Statement on Company's philosophy on Code of Governance

At SPTL, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and remain committed to maximising stakeholders' value, be it shareholders, debenture holders, lenders, employees, suppliers, customers, investor communities and Government & Regulatory Authorities. This approach to value creation emanates from SPTL's belief that sound governance system, based on relationship and trust is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

The Company is committed to achieve and maintain the highest standards of Corporate Governance. Over the years, governance processes and systems have been strengthened within the Company and corporate governance has been an integral part of the way business is done.

The Company not only adheres to the prescribed corporate governance practices as per the Listing Regulations but has also undertaken several initiatives towards maintaining the highest standards of Governance as detailed in this report.

Governance Structure

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various Committees to discharge its responsibilities in an effective manner.

In the operations and functioning of the Company, the Board is assisted by the Manager and a core group of senior level executives. The functions of the Manager and executives are under the overall supervision and authority of the Board of Directors of the Company.

Role and responsibilities of constituents of Governance Structure

Board and Committees

The Company believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Company has defined guidelines and an established framework for the meetings of the Board and Committees which seek to systematize the decision-making process at the meetings of the Board and Board Committees in an informed and efficient manner. The Board critically evaluates the strategic direction of the Company, management policies and their effectiveness. The Board, *inter-alia*, reviews annual operating plans, budgets, investments, compliance of laws, rules, regulations and Corporate Social Responsibility activities. The Board also reviews possible risks and risk mitigation measures. The Board has delegated its functioning in relevant areas to designated Board Committees to more effectively deal with complex or specialised issues.

Company Secretary

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings as well as in day-to-day administration of Company's affairs. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings. The Company Secretary interfaces between the management and regulatory authorities for governance matters.

Ethics / Governance Policies

The Company strives to conduct business and strengthen relationships in a manner that is dignified, distinctive and responsible.

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has adopted various codes and policies to carry out its duties in an ethical manner. Some of the Codes and policies are:

- (i) Code of Conduct and Our Code
- (ii) Code to Regulate, Monitor and Report Trading by Directors, Promoters, Designated Persons and Specified Connected Persons of the Company

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- (iii) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
 - (iv) Vigil Mechanism and Whistle-Blower Policy
 - (v) Corporate Social Responsibility Policy
 - (vi) Policy for appointment of Directors and criteria for determining Directors' independence
 - (vii) Remuneration Policy for Directors, Key Managerial Personnel and other Employees
 - (viii) Policy for determining Material Subsidiaries
 - (ix) Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions
 - (x) Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors
 - (xi) Web Archival Policy
 - (xii) Policy for preservation of documents
 - (xiii) Foreign Exchange and Derivatives Risk Management Policy
 - (xiv) Risk Management Policy

Code of Conduct

The Company has in place a comprehensive Code of Conduct and Our Code (the Codes) applicable to the Directors and employees. The Codes give guidance and support needed for ethical conduct of business and compliance of law. The Codes reflect the core values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

A copy of the Code of Conduct and Our Code are available on the website of the Company. The Codes have been circulated to the Directors and Senior Management Personnel and its compliance is affirmed by them annually.

A declaration on confirmation of compliance of the Code of Conduct, signed by the Company's Manager is published in this Report.

Vigil Mechanism and Whistle-Blower Policy

The Company promotes safe, ethical and compliant conduct of all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour.

The Company has a Vigil Mechanism and Whistle-Blower Policy under which the employees are encouraged to report violations of applicable laws and regulations and the Code of Conduct – without fear of any retaliation. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report violations to the Chairman of the Audit Committee and there was no instance of denial of access to the Audit Committee.

The Vigil Mechanism and Whistle-Blower Policy is available on the website of the Company.

Audits and Internal Checks and Balances

Messrs Chaturvedi & Shah LLP, Chartered Accountants, are the Statutory Auditors of the Company. The Company has appointed an internal auditor to conduct internal audit functions of the Company. The Company has implemented a legal compliance programme in conformity with the best industry standards, that covers all business activities of the Company. The purview of this system includes various statutes and specific laws applicable to the Company's business operations covered under three major heads viz. Operational Management System, People Management System and Financial Management System. All compliance activities are supported by a robust online compliance monitoring system to ensure ongoing compliance.

Management initiatives for Internal Controls

The Company has robust internal control systems, including internal financial controls with reference to financial statements, commensurate with its nature of business which meets the following objectives:

- providing assurance regarding the effectiveness and efficiency of operations;
- efficient use and safeguarding of resources;
- compliance with policies, procedures and applicable laws and regulations; and
- transactions being accurately recorded and promptly reported.

Periodical internal audits are being conducted of all its functions and activities to ensure that systems and processes are followed across all areas. The Audit Committee of the Board of Directors of the Company regularly reviews the adequacy of internal control systems through such audits.

Corporate Governance Practices

It is the Company's constant endeavour to adopt the best Corporate Governance practices which include the following:

- All debt securities related filings with Stock Exchange are reviewed every quarter by the Board of Directors.
- The Company has independent Board Committees covering matters related to Internal Audit, Stakeholder Relationship, Risk Management, Financial Management, the nomination of Board members and Corporate Social Responsibility.
- The Company has an Internal auditor who provides risk-based assurance across all material areas of operations.
- The Company undergoes secretarial compliance certification from an independent company secretary who is in whole-time practice.

Board composition and category of Directors

The Company has a Board comprising 5 (Five) Non-Executive Directors including two Independent Directors and one woman Director. All Directors are from diverse background, who possess required skills, expertise and competencies that allows them to effectively contribute to the Company's decision making process.

The composition of the Board and category, shareholding of Directors, and no. of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various companies are as follows:

Sr. No.	Name of the Director	Category	No. of Equity Shares held as on March 31, 2023	No. of Other Directorship(s) as on March 31, 2023	Directorship in other listed company(ies) and category of directorship as on March 31, 2023	No. of Membership(s) / Chairmanship(s) of Committees in other Company(ies) as on March 31, 2023 #
1.	Sanjeev Dandekar	Non-Executive Director	1 (as nominee of holding company)	3	Nil	Nil
2.	S. Anantharaman*	Independent Director	0	NA	NA	NA
3.	Natarajan T.G.*	Independent Director	0	NA	NA	NA
4.	Venkataramanan Devarajan [§]	Independent Director	0	2	Nil	Nil
5.	K.C. Ganesh [§]	Independent Director	0	2	Nil	Nil
6.	Samir Patel	Non-Executive Director	0	Nil	Nil	Nil
7.	Jyothi Menon	Non-Executive Director	0	2	Nil	2

*Ceased to be an Independent Director of the Company with effect from March 30, 2023

[§]Appointed as an Independent Director of the Company with effect from March 31, 2023

[#]In accordance with Regulation 26 of the Listing Regulations

None of the Directors are related to any other Director on the Board

NA means Not Applicable

Profile of Directors

Shri Sanjeev Dandekar (DIN: 00022797) is a post graduate in Commerce and a qualified Chartered Accountant and Cost Accountant. He has over 35 years of experience of working with various professional firms and private sector organisations, these include M/s. A.F. Ferguson & Co., Chartered Accountants, VIP Industries Limited (manufacturing site), Times Guarantee Financials Ltd. & Reliance Capital Limited - both registered NBFCs.

Shri Venkataramanan Devarajan (DIN: 07749448) is a qualified Chartered Accountant and has over 25 years of experience in handling Statutory Audit, Tax Audit and Internal Audit for Corporates, Non-corporates and Banks. Shri Venkataramanan has good experience in drafting agreements and in facilitating domestic and international dealings for corporate clients. He has rendered financial advisory services to corporates and has rich experience in food cost optimisation across all segments in food industry.

Shri Venkataramanan has widely travelled to many countries across 4 continents. He has also addressed Members of ICAI and management students of different universities and colleges on professional subjects. He is also a member of India Tax Payer, an NGO which is an affiliate of World Tax Payers Association and besides conducting tax related awareness programmes, he has addressed the members at the World Tax Payers Conference held in Sydney in 2019.

Shri K. C. Ganesh (DIN: 09390886), a qualified Chartered Accountant with over 26 years of experience is a financial expert with specialization in planning and corporate finance. He has specialized in Telecom and IT Industry having worked with organisations like Infosys, Cognizant and Reliance Infocomm. Currently, he is serving as President of Prayog Advisors LLP, a financial services entity.

Shri Samir Patel (DIN: 09487366) is a Chemical Engineer (BE) from Gujarat University with over 25 years of experience in the area of manufacturing, new project execution and commissioning of projects. He started his career with Search Chem Industries Limited (United Phosphorous Limited group) and has been associated with projects / operations of Reliance group for past 22 years.

Ms. Jyothi Menon (DIN: 09484769) is a Commerce Graduate and Chartered Accountant with 25 years of experience in Accounts, Taxation and Commercial functions. She started her career with Hindustan Lever Limited and has been associated with Reliance group for past 17 years.

Core Skills/expertise/competencies available with the Board:

The Board comprises qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business
- Financial, Regulatory/Legal & Risk Management
- Corporate Governance
- Audit and Accounting
- Financial and Management Information System

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of the Director	Area of Expertise
Sanjeev Dandekar	<ul style="list-style-type: none"> • Leadership/Operational Experience • Industry Experience • Financial, Regulatory/Legal & Risk Management • Audit and Accounting • Corporate Governance

Name of the Director	Area of Expertise
Venkataramanan Devarajan	<ul style="list-style-type: none"> Operational and Industry Experience Financial and Risk Management Financial and Management Information System Audit and Accounting Global Business Strategic Planning Corporate Governance
K. C. Ganesh	<ul style="list-style-type: none"> Industry Experience Financial, Regulatory/Legal & Risk Management Audit and Accounting Strategic Planning Corporate Governance
Samir Patel	<ul style="list-style-type: none"> Leadership / Operational Experience Regulatory / Legal & Risk Management Industry Experience, Research & Development Strategic Planning Corporate Governance
Jyothi Menon	<ul style="list-style-type: none"> Financial, Regulatory / Legal & Risk Management Audit and Accounting Strategic Planning Corporate Governance

Selection and Appointment of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board.

The Committee, *inter-alia*, considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for Appointment of Directors and criteria for determining Directors' independence and recommends to the Board their appointment. The Board considers the Committee's recommendation and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he / she meets the criteria of independence as provided under the law and that he / she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

Meeting of Independent Directors

The Company's Independent Directors met once during the financial year 2022-23. The said meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views.

Number of Board meetings and attendance of Directors

During the FY 2022-23, 7 (Seven) Board meetings were held as against the statutory requirement of four meetings. The details of Board meetings and attendance of Directors at these meetings and at last Annual General Meeting (AGM) are given below:

Name of the Director	Board Meetings held on							% Attendance of Director	Last AGM held on September 29, 2022
	May 25, 2022	May 27, 2022	August 10, 2022	November 14, 2022	February 14, 2023	March 14, 2023	March 30, 2023		
Sanjeev Dandekar	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	Yes
S. Anantharaman*	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	Yes
Natarajan T.G.*	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	Yes
Venkataramanan Devarajan**	NA	NA	NA	NA	NA	NA	Yes	100%	NA
K.C. Ganesh**	NA	NA	NA	NA	NA	NA	Yes	100%	NA
Samir Patel	No	Yes	Yes	Yes	Yes	Yes	Yes	85.71%	Yes
Jyothi Menon	Yes	Yes	Yes	Yes	Yes	Yes	Yes	100%	Yes
% Attendance at meeting	80%	100%	100%	100%	100%	100%	100%	100%	

*Ceased to be an Independent Director of the Company with effect from March 30, 2023

** Appointed as an Independent Director of the Company with effect from March 31, 2023

NA means Not Applicable

Familiarisation programmes for Board members

The Board members are provided with necessary documents, brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, business strategy, risks involved, CSR activities undertaken and regulatory changes.

Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

The details of familiarisation programmes imparted to Independent Directors are available on the website of the Company.

Succession Planning

The Company believes that sound succession plan for the senior leadership is very important for creating a robust future for the Company. The Nomination and Remuneration Committee works along with the Human Resource team of the Company for a structured leadership succession plan.

Directors' and Officers' Liability Insurance

In line with the requirements of Regulation 25(12) of the Listing Regulations, the Company has in place a Directors' and Officers' Liability Insurance policy.

Performance Evaluation criteria for Directors

The Nomination and Remuneration Committee has devised the criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria, provides certain parameters like attendance, acquaintance with business, communication inter-se between board members, effective participation, domain knowledge, compliance with code of conduct, strategy, etc., which is in compliance with applicable laws, regulations and guidelines.

Directors' Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company.

Remuneration (sitting fees) paid to Non-Executive Directors for the financial year 2022-23 is as follows:

Sr. No.	Name of Director	Amount in Rs.
1	Sanjeev Dandekar	1,15,000
2	Natarajan T.G.	6,60,000
3	S. Anantharaman	6,30,000
4	Samir Patel	55,000
5	Jyothi Menon	90,000

Sitting Fees for attending Board and Committee meetings are paid to the Non-Executive Directors as recommended by the Nomination and Remuneration Committee and approved by the Board within the overall limit prescribed in the Companies Act, 2013.

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors with the Company.

Board Committees

The Board has constituted six main Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Finance Committee and is authorised to constitute other functional Committees, from time to time, depending on business needs. The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board.

Ms. Forum Sheth, Company Secretary and Compliance Officer is the Secretary to all the Committees constituted by the Board.

Procedure at Committee Meetings:

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. The composition and terms of reference of all the Committees are in compliance with the Companies Act, 2013 and the Listing Regulations, as applicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Minutes of the proceedings of Committee meetings are circulated to the respective Committee members and also placed before the Board for its noting.

Audit Committee**Composition**

Sr. No.	Name of the Director	Designation
1	K. C. Ganesh	Chairman
2	Venkataramanan Devarajan	Member
3	Sanjeev Dandekar	Member

The Audit Committee of the Company comprised of Shri Natarajan T.G. (Chairman), Shri S. Anantharaman and Shri Sanjeev Dandekar as members until March 30, 2023. In view of cessation of Shri Natarajan T. G. and Shri S. Anantharaman as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023 and appointment of Shri Venkataramanan Devarajan and Shri K. C. Ganesh as Independent Directors with effect from March 31, 2023, the Audit Committee of the Company was re-constituted comprising of Shri K. C. Ganesh (Chairman) and Shri Venkataramanan Devarajan and Shri Sanjeev Dandekar as members with effect from March 31, 2023.

All the members of the Audit Committee possess requisite qualifications.

Terms of Reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

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2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
 3. Approval of payment to statutory auditors for any other services rendered by them.
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
 5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the Company with related parties.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors of any significant findings and follow up thereon.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
 18. Reviewing the functioning of the Whistle Blower Mechanism / Oversee the Vigil Mechanism.
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.
 20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
 21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders.
 22. Audit Committee shall mandatorily review the following information:
 - a. Management Discussion and Analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

- d. Internal audit reports relating to internal control weaknesses; and
 - e. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
23. Noting of the report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) (Schedule B – Point 1 of SEBI PIT Regulations).
 24. Reviewing of effectiveness of Internal Control system framed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 to prevent Insider Trading – (Regulation 9A of SEBI PIT Regulations).
 25. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Meeting and Attendance

6 (Six) meetings of the Committee were held during the year, as against the statutory requirement of four meetings. The details of the meetings and attendance of members of the Committee at these meetings are given below:

Date of the Meeting	Attended by			% Attendance at Meeting
	Natarajan T.G.	S. Anantharaman	Sanjeev Dandekar	
May 27, 2022	Yes	Yes	Yes	100%
August 10, 2022	Yes	Yes	Yes	100%
November 14, 2022	Yes	Yes	Yes	100%
February 14, 2023	Yes	Yes	Yes	100%
March 14, 2023	Yes	Yes	Yes	100%
March 30, 2023	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	

The representatives of Statutory Auditors are permanent invitees to the Audit Committee meetings held quarterly, to approve financial results.

The representatives of Statutory Auditors, Executives from Accounts department, Finance department, Corporate Secretarial department and Internal Audit department attend the Audit Committee meetings.

The Internal Auditor reports directly to the Audit Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on September 29, 2022.

Nomination and Remuneration Committee

Composition

Sr. No.	Name of the Director	Designation
1	Venkataramanan Devarajan	Chairman
2	K. C. Ganesh	Member
3	Sanjeev Dandekar	Member

The Nomination and Remuneration Committee of the Company comprised of Shri S. Anantharaman (Chairman), Shri Natarajan T. G. and Shri Sanjeev Dandekar as members until March 30, 2023. In view of cessation of Shri Natarajan T. G. and Shri S. Anantharaman as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023 and appointment of Shri Venkataramanan Devarajan and Shri K. C. Ganesh as Independent Directors with effect from March 31, 2023, the Nomination and Remuneration Committee of the Company was re-constituted comprising of Shri Venkataramanan Devarajan (Chairman) and Shri K. C. Ganesh and Shri Sanjeev Dandekar as members with effect from March 31, 2023.

Terms of Reference of the Nomination and Remuneration Committee include the following:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
4. Devising a policy on Diversity of Board of Directors.
5. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
6. Consider extension or continue the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.
7. Recommending to the board, all remuneration, in whatever form, payable to senior management.
8. Specify the manner for effective evaluation of performance of Board of Directors, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

Meeting and Attendance

3 (Three) meetings of the Committee were held during the year as against statutory requirement of one meeting. The details of the meetings and attendance of members of the Committee at these meetings are given below:

Date of the Meeting	Attended by			% Attendance at Meeting
	S. Anantharaman	Natarajan T.G.	Sanjeev Dandekar	
May 27, 2022	Yes	Yes	Yes	100%
February 13, 2023	Yes	Yes	Yes	100%
March 30, 2023	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	

The Chairman of the Committee was present at the last Annual General Meeting held on September 29, 2022.

Corporate Social Responsibility Committee
Composition

Sr. No.	Name of the Director	Designation
1	Sanjeev Dandekar	Chairman
2	Venkataramanan Devarajan	Member
3	K. C. Ganesh	Member
4	Samir Patel	Member

The Corporate Social Responsibility Committee of the Company comprised of Shri Sanjeev Dandekar (Chairman), Shri S. Anantharaman, Shri Natarajan T. G. and Shri Samir Patel as members until March 30, 2023. In view of cessation of Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023 and appointment of Shri Venkataramanan Devarajan and Shri K. C. Ganesh as Independent Directors with effect from March 31, 2023, the Corporate Social Responsibility Committee of the Company was re-constituted comprising of Shri Sanjeev Dandekar (Chairman), Shri Venkataramanan Devarajan, Shri K. C. Ganesh and Shri Samir Patel as members with effect from March 31, 2023.

Terms of Reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities/projects/programs to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder.
2. To recommend the amount of expenditure to be incurred on the activities/projects/programs referred to above.
3. To monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time.
4. To approve annual report on Corporate Social Responsibility activities to be annexed to the Board's Report.
5. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

Meeting and Attendance

2 (Two) meetings of the Committee were held during the year. The details of the meetings and attendance of members of the Committee at these meetings are given below:

Date of the Meeting	Attended by				% Attendance at Meeting
	Sanjeev Dandekar	S. Anantharaman	Natarajan T.G.	Samir Patel	
May 27, 2022	Yes	Yes	Yes	Yes	100%
August 10, 2022	Yes	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	100%	

Risk Management Committee

Composition

Sr. No.	Name of the Director	Designation
1	Sanjeev Dandekar	Chairman
2	K. C. Ganesh	Member
3	Samir Patel	Member

The Risk Management Committee comprised of Shri Sanjeev Dandekar as Chairman, Shri Natarajan T. G. and Shri Samir Patel as members until March 30, 2023. In view of cessation of Shri Natarajan T. G. as Independent Director of the Company on completion of tenure on the close of business hours of March 30, 2023 and appointment of Shri K. C. Ganesh as Independent Director with effect from March 31, 2023, the Risk Management Committee of the Company was re-constituted comprising of Shri Sanjeev Dandekar (Chairman), Shri K. C. Ganesh and Shri Samir Patel as members with effect from March 31, 2023.

Terms of Reference of the Risk Management Committee include the following:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.

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

Meeting and Attendance

2 (Two) meetings of the Committee were held during the year as per statutory requirement. The details of the meetings and attendance of members of the Committee at these meetings are given below:

Date of the Meeting	Attended by			% Attendance at Meeting
	Sanjeev Dandekar	Natarajan T.G.	Samir Patel	
August 10, 2022	Yes	Yes	Yes	100%
January 30, 2023	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	

Stakeholders Relationship Committee

Composition

Sr. No.	Name of the Director	Designation
1	Sanjeev Dandekar	Chairman
2	Venkataramanan Devarajan	Member
3	Jyothi Menon	Member

The Stakeholders Relationship Committee comprised of Shri Sanjeev Dandekar as Chairman and Shri S. Anantharaman and Ms. Jyothi Menon as members until March 30, 2023. In view of cessation of Shri S. Anantharaman as Independent Director of the Company on completion of tenure on the close of business hours of March 30, 2023 and appointment of Shri Venkataramanan Devarajan as Independent Director with effect from March 31, 2023, the Stakeholders Relationship Committee of the Company was re-constituted comprising of Shri Sanjeev Dandekar (Chairman), Shri Venkataramanan Devarajan and Ms. Jyothi Menon as members with effect from March 31, 2023

Terms of Reference of the Stakeholders Relationship Committee include the following:

1. Resolving the grievances of the debt security holders of the Company including complaints related to transfer/transmission/conversion of debt securities, non-receipt of notices of meetings, as applicable, annual report, non-receipt of interest, non-receipt of redemption proceeds, issue of new/duplicate certificates, etc.
2. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
3. Reviewing various measures and initiatives taken by the Company for ensuring timely receipt of interest / redemption proceeds/ notices of meetings, as applicable, annual reports / statutory notices by the debenture holders of the Company.

Meeting and Attendance

1 (One) meeting of the Committee was held during the year as per statutory requirement. The details of the meeting and attendance of members of the Committee at the meeting are given below:

Date of the Meeting	Attended by			% Attendance at Meeting
	Sanjeev Dandekar	S. Anantharaman	Jyothi Menon	
February 13, 2023	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	

Investor Grievance Redressal

There were no complaints received during the financial year 2022-23.

Compliance Officer

Ms. Forum Sheth, Company Secretary and Compliance Officer, is the Compliance Officer of the Company.

Finance Committee**Composition**

Sr. No.	Name of the Director	Designation
1	Sanjeev Dandekar	Chairman
2	Samir Patel	Member
3	Jyothi Menon	Member

Terms of Reference of the Finance Committee include the following:

1. Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimisation of borrowing costs.
2. Borrow money by way of loan and / or issue and allot bonds / notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board.
3. Give guarantees / issue letters of comfort / providing securities within the limits approved by the Board.
4. Provide corporate guarantee / performance guarantee by the Company within the limits approved by the Board.
5. Invest/disinvest, from time to time, surplus funds of the Company within the limits approved by the Board.
6. Place inter corporate deposits / make loans to bodies corporates, Limited Liability Partnerships, Trust and other persons within the limits approved by the Board.
7. Approve opening and operation of Investment Management Accounts with foreign banks and appoint them as agents, establishment of representative / sales offices in or outside India.
8. Delegate authorities from time to time to the executives / authorised persons to implement the Committee's decisions.
9. Carry out any other function as is mandated by the Board from time to time.

Meeting and Attendance

1 (One) meeting of the Committee was held during the year. The details of the meetings and attendance of members of the Committee at these meetings are given below:

Date of the Meeting	Attended by			% Attendance at Meeting
	Sanjeev Dandekar	Samir Patel	Jyothi Menon	
February 14, 2023	Yes	Yes	Yes	100%
% Attendance of member	100%	100%	100%	

General Body Meetings

a) Annual General Meetings

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

Year	Date	Time	Venue	Special Resolution(s) passed
2021-22	September 29, 2022	3:00 p.m.	Held through video conference / other audio-visual means (Deemed venue - Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar - 361140, Gujarat)	No special resolution was passed.
2020-21	September 8, 2021	12:00 noon	Held through video conference / other audio-visual means (Deemed venue - Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar - 361140, Gujarat)	No special resolution was passed.
2019-20	September 29, 2020	11:00 a.m.	Held through video conference / other audio-visual means (Deemed venue - Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar - 361140, Gujarat)	No special resolution was passed.

Means of Communication

- a) Quarterly results: The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchange and published in an English newspaper. They are also available on the website of the Company.
- b) Website: The Company has a functional website: <https://www.sptl.co.in> which contains information about the Company.
- c) Annual Report: The Annual Report containing, *inter-alia*, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report, Report on Corporate Governance and other important information is circulated to the members and others entitled thereto. The Annual Report is also available on the website of the Company.
- d) BSE Listing Centre (Listing Centre): Listing Centre is a web-based application designed by BSE for corporates. All periodical and other compliance filings are filed electronically on the Listing Centre.
- e) SEBI Complaints Redress System (SCORES): Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.
- f) Designated Exclusive email-ids: The Company has designated the following email-ids:
 - a) For queries on Annual Report: company.secretary@sptl.co.in
 - b) For queries in respect of debentures: debenture.investors@sptl.co.in

General Shareholder Information

(a)	Annual General Meeting	Friday, September 29, 2023 at 3:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting, Deemed venue of the meeting is Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar - 361140, Gujarat.
(b)	Financial Year	April 1 to March 31

(c)	Dividend Payment Date	The Board of Directors of the Company has not recommended any dividend on Preference Shares and Equity Shares for the year under review.
(d)	The name and address of each stock exchange(s) at which the Company's securities are listed	Debentures BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Commercial Papers BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
(e)	Stock code	Not Applicable* Scrip Code for Debentures - 949296, 955174, 955294, 959579, 973154
(f)	Market Price data - high, low during each month in last financial year	Not Applicable*
(g)	Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.	Not Applicable*
(h)	In case of securities are suspended from trading, the directors report shall explain the reason thereof	Not Applicable*
(i)	Payment of Listing Fees	Annual listing fee for the financial year 2023-24 has been paid by the Company to BSE Limited.
(j)	Payment of Depository Fees	Annual Custody / Issuer fee for the financial year 2023-24 is paid by the Company within the due date based on invoices received from the Depositories.

**The equity shares of the Company are not listed on the stock exchange and hence certain details are not applicable to the Company.*

List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by rating agencies. There has been no revision in credit ratings during the FY 2022-23. The details of the Credit Ratings are given below:

Instrument	Rating Agency	Rating	Outlook	Remarks
Long term Debt	CRISIL	CRISIL AAA	Stable	Highest rating awarded by CRISIL Ratings Limited
Long term Debt	CARE	CARE AAA	Stable	Highest rating awarded by CARE Ratings Limited

Transfer of Unclaimed / Unpaid Amounts to the Investor Education and Protection Fund

Not Applicable

Debenture Trustee

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW, 29,
Senapati Bapat Marg, Dadar (West),
Mumbai – 400 028

Tel: +91-22-62300451

Fax: +91-22-62300700

E-mail: debenturetrustee@axistrustee.in; complaints@axistrustee.in

Website Address: www.axistrustee.in

Registrar and Transfer Agent**KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)**

Selenium, Tower B, Plot No - 31 & 32,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad, Rangareddi,
Telangana, India 500 032
Toll Free No.: 1800 309 4001
Email: Bala.krishnanV@kfintech.com
Website: www.kfintech.com

Securities Transfer System

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialized form.

The Company obtained a certificate as at the end of the financial year as required under Regulation 61(4) read with Regulation 40(9) of the Listing Regulations from a Practising Company Secretary, certifying that all debentures were in dematerialized form and hence there were no cases of physical transfer of debentures, its sub-division, consolidation, renewal, exchange of certificates or endorsement of calls/allotment monies etc. during the financial year ended March 31, 2023. This certificate was filed with stock exchange.

Distribution of Equity shareholding as on March 31, 2023

The Company is a wholly owned subsidiary of Reliance Industries Holding Private Limited (RIHPL). The entire equity shareholding of the Company is held by RIHPL and its nominees.

Dematerialization of shares and liquidity

All the equity shares of the Company are in dematerialized form as on March 31, 2023. Under the Depository System, the International Securities Identification Number ("ISIN") allotted to the Company's equity shares is INE941D01029.

Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has no outstanding GDRs / ADRs / Warrants or any other instrument, which is convertible into equity shares of the Company.

Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

The Company's business activities have limited exposure to any commodity price risks.

The Company's payables and receivables are partly in foreign currencies and due to fluctuations in foreign exchange rates, it is subject to currency risks. The Company has in place a robust risk management framework for identification and monitoring and mitigation of foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework. For further details on the above risks, please refer Note No. 38 of the Standalone Financial Statement.

Exposures are identified and measured across the Company so that appropriate hedging can be done on a net basis. Strategic decisions regarding the timing and the usage of derivatives instruments such as Swaps / Forwards are taken based on various factors including market conditions.

Plant Location

Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361140, Gujarat

Address for Correspondence**For Debentures held in Demat form**

Investors' concerned Depository Participant(s) and / or KFin Technologies Limited

KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)
 Selenium, Tower B, Plot No - 31 & 32,
 Financial District, Nanakramguda,
 Serilingampally,
 Hyderabad, Rangareddi,
 Telangana, India 500 032
 Toll Free No.: 1800 309 4001
 Email: Bala.krishnanV@kfintech.com
 Website: www.kfintech.com

Any query on the Annual Report

Forum Sheth

Company Secretary and Compliance Officer
 Sikka Ports & Terminals Limited
 Admin Building, MTF Area, Village Sikka,
 Taluka & District Jamnagar - 361140,
 Gujarat.
 E-mail: company.secretary@sptl.co.in

Other Disclosures

Disclosures on materially significant related party transactions that may have potential conflict with the Company's interests at large

The Company undertakes business transactions with various related parties. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources.

All the transactions entered by the Company during the financial year with related parties were in ordinary course of business and on an arm's length basis.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large. The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of the Company.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI, or any other statutory authority, on any matter related to capital markets during the last three years

There has been no instance of non-compliance by the Company on any matter related to capital markets during last three years, and hence, no penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any other statutory authority.

Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A)

Not Applicable

Weblinks for the matters referred in this Report are as under:

Particulars	Website link
Policies and Codes	
Code of Conduct	https://www.sptl.co.in/pdf/SPTL-Code-of-Conduct.pdf
Our Code	https://sptl.co.in/pdf/SPTL-Our-Code.pdf
Familiarisation Programme for Independent Directors	https://sptl.co.in/pdf/SPTL-Familiarisation-Programme-FY-2022-23.pdf

Remuneration Policy for Directors, Key Managerial Personnel and other employees	https://sptl.co.in/pdf/sptl-remuneration-policy-for-directors-and-other-employees.pdf
Policy for Appointment of Directors and criteria for determining Directors' independence	https://sptl.co.in/pdf/sptl-policy-appointment-of-directors-and-determining-directors.pdf
Policy for determining Material Subsidiaries	https://www.sptl.co.in/pdf/SPTL-Material-Subsidiaries.pdf
Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions	https://sptl.co.in/pdf/SPTL-Policy-on-Materiality-of-RPT.pdf
Web Archival Policy	https://www.sptl.co.in/pdf/SPTL-Web-Archival-Policy.pdf
Vigil Mechanism and Whistle-Blower Policy	https://sptl.co.in/pdf/sptl-vigil-mechanism-whistle-policy.pdf
Reports	
Quarterly, Half-yearly and Annual Financial Results (from 2015 to 2023)	https://www.sptl.co.in/investorrelations.html
Annual Report (from 2014 to 2023)	https://www.sptl.co.in/investorrelations.html
Shareholders' Information	
Composition of Board of Directors	https://www.sptl.co.in/aboutus.html
Composition of various Committees of the Board	https://www.sptl.co.in/aboutus.html
Investor Contacts	https://www.sptl.co.in/contact.html

Non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Para C to Schedule V of the Listing Regulations

The Company has complied with all the requirements in this regard, to the extent applicable.

Compliance of Corporate Governance requirements specified under Regulations 17 to 27 and Regulation 62 of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Key Compliance observed
(a)	Board of Directors	17	Yes	Composition and Appointment of Directors Meetings and quorum Review of compliance reports Plans for orderly succession Code of Conduct Fees/compensation to Non-Executive Directors Minimum information to be placed before the Board Compliance Certificate by Manager and CFO Risk management plan, risk assessment and minimisation procedures Performance Evaluation of Independent Directors Recommendation of Board for each item of special business
(b)	Maximum Number of Directorships	17A	Yes	Directorships in listed entities

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Key Compliance observed
(c)	Audit Committee	18	Yes	Composition Meetings and quorum Chairperson present at Annual General Meeting Role of the Committee
(d)	Nomination and Remuneration Committee	19	Yes	Composition Meetings and quorum Chairperson present at Annual General Meeting Role of the Committee
(e)	Stakeholders Relationship Committee	20	Yes	Composition Meetings and quorum Chairperson present at Annual General Meeting Role of the Committee
(f)	Risk Management Committee	21	Yes	Composition Meetings and quorum Role of the Committee
(g)	Vigil Mechanism	22	Yes	Vigil Mechanism and Whistle-Blower Policy for Directors and employees Adequate safeguards against victimisation Direct access to the Chairperson of Audit Committee
(h)	Related Party Transactions	23	Yes	Policy on Materiality of related party transactions and dealing with related party transactions Prior approval including omnibus approval of Audit Committee for related party transactions Quarterly review of related party transactions Disclosure on related party transactions
(i)	Subsidiary of Company	24	Not Applicable	The Company does not have any subsidiary
(j)	Secretarial Audit	24A	Yes	Secretarial Audit of the Company Secretarial Audit Report of the Company is annexed with the Annual Report of the Company Annual Secretarial Compliance Report

Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/N.A.	Key Compliance observed
(k)	Obligations with respect to Independent Directors	25	Yes	Tenure of Independent Directors Meeting of Independent Directors Appointment of Independent Directors Familiarisation of Independent Directors Declaration from Independent Director that he / she meets the criteria of independence are presented at the meeting of Board of Directors Directors' and Officers' Liability insurance for all the Independent Directors
(l)	Obligations with respect to employees including Senior Management, Key Managerial Persons, Directors and Promoters	26	Yes	Memberships / Chairmanships in Committees Affirmation on compliance with Code of Conduct by Directors and Senior Management No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Persons, Directors and Promoters
(m)	Other Corporate Governance requirements	27	Yes	Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
(n)	Website	62	Yes	Terms and conditions of appointment of Independent Directors Composition of various Committees of the Board of Directors Code of conduct of the board of directors and senior management personnel Details of establishment of Vigil Mechanism/Whistle-Blower Policy Policy on Materiality of related party transactions and on dealing with related party transactions Policy for determining material subsidiaries Details of familiarization programmes imparted to Independent Directors

Compliance Certificate from the Practising Company Secretaries

Certificate from Messrs Shashikala Rao & Co., Practising Company Secretaries, confirming compliance with conditions of Corporate Governance, as stipulated in Schedule V of the Listing Regulations, is attached to this Report.

Adoption of discretionary Requirements

The Company has adopted the following discretionary requirements of the Listing Regulations:

a) Audit Qualification

The Company is in the regime of unmodified audit opinions on financial statements.

b) Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

Certificate of Non-Disqualification of Directors

Certificate from Messrs Shashikala Rao & Co., Practising Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Schedule V Para C Clause 10(i) of the Listing Regulations, is attached to this Report.

Fees paid to Statutory Auditors

The Company does not have any subsidiary. The total fees for all services paid by the Company to the Statutory Auditors during the year ended March 31, 2023 is Rs. 0.86 crore. As confirmed by Statutory Auditors of the Company, they are not part of any network firm/network entity.

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

The Company is committed to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. There were no cases/ complaints filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("under the said Act").

Further, the Company has constituted Internal Complaints Committee as required under the said Act.

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

Nil

Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiary.

Manager and CFO Certification

The Manager and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report.

Certificate on compliance with Code of Conduct

With reference to Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' and 'Our Code' in respect of the FY 2022-23.

Suresh Subramaniam
Manager

May 30, 2023
Mumbai

Certificate on Compliance with Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To,
The Members
Sikka Ports & Terminals Limited
Admin Building, MTF Area, Village Sikka
Taluka & District Jamnagar-361140
Gujarat

We, Shashikala Rao & Co., Practising Company Secretaries, have examined the compliance of conditions of corporate governance as stipulated in regulations 17 to 27 and clauses (a) to (i) of sub regulation (1A) of regulation 62 and paragraph D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**the Listing Regulations**”) by **Sikka Ports & Terminals Limited** (“the Company”) having CIN: **U45102GJ1997PLC031906**, for the year ended on March 31, 2023.

Management’s Responsibility

The Management along with the Board of Directors are responsible for ensuring the compliance of conditions of corporate governance as stipulated under the Listing Regulations. This responsibility includes the design, implementation and maintenance of internal controls and making requisite disclosures and filings with the stock exchange from time to time as stipulated in the Listing Regulations.

Auditor’s Responsibility:

Based on the examination, our responsibility is to express an opinion on the compliance with the applicable regulations, maintenance of records, submissions and disclosures made by the Company as stipulated in the Listing Regulations. We conducted the examination in accordance with the auditing standards CSAS 1 to CSAS 4 (“**CSAS**”) prescribed by the Institute of Company Secretaries of India. These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

Basis for Opinion

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance on the timely compliances and correctness of the documents, disclosures and filings for the purpose of the compliance with the corporate governance conditions. The verification was done on test basis to ensure that correct information is provided in the documents. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

Opinion

Based on our examination of records provided by the Company, filings made by the Company available on website of BSE Limited, the documents posted on the website of the Company and according to the information and explanations provided to us by the officers and representatives of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (a) to (i) of sub regulation (1A) of regulation 62 and paragraph D of Schedule V of the Listing Regulations during the year ended March 31, 2023.

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

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: P2010MH067400
PR 845/2020

Shashikala Rao
Partner
FCS 3866 CP No 9482
UDIN: F003866E000427234

Place: Mumbai
Date: May 30, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Sikka Ports & Terminals Limited
Admin Building, MTF Area,
Village Sikka, Taluka & District Jamnagar
Jamnagar -361140 Gujarat

We have examined the following documents:

- i) Declaration of non-disqualification received from directors under section 164 of Companies Act, 2013 ('the Act') in April 2023;
- ii) Disclosure of concern or interest received from directors under section 184 of the Act in April 2023 and

relevant registers, records, forms and returns of **Sikka Ports & Terminals Limited** having CIN- **U45102GJ1997PLC031906** and having registered office at Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar, Jamnagar-361140 Gujarat (hereinafter referred to as '**the Company**'), provided by the Company through permitted access to the Company's in-house portal for the purpose of issuing this Certificate, in accordance with Schedule V Para C Clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with BSE Notice No. 20211001-3 dated October 1, 2021 enclosing SEBI Circular No. SEBI/HO/OW/P/DDHS/25493/1/2021 dated September 23, 2021 addressed to BSE Limited.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1.	Sanjeev Moreshwar Dandekar	00022797	20.10.2020
2.	Samir Laxmanbhai Patel	09487366	10.02.2022
3.	Jyothi Anil Menon	09484769	31.03.2022
4.	Venkataramanan Devarajan	07749448	31.03.2023
5.	Kozhumam Chandrasekar Ganesh	09390886	31.03.2023

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

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: P2010MH067400
PR 845/2020

Shashikala Rao
Partner
FCS 3866 CP No 9482
UDIN: F003866E000427388

Place: Mumbai
Date: May 30, 2023

Certificate under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors

Sikka Ports & Terminals Limited

1. We have reviewed financial statements and the cash flow statement of Sikka Ports & Terminals Limited ("the Company") for the financial year ended March 31, 2023 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
 - i. there are no significant changes in internal controls over financial reporting during the year;
 - ii. there are no significant changes in accounting policies during the year; and
 - iii. there are no instances of significant fraud of which we have become aware.

(Suresh Subramaniam)

Manager

(Ritesh Shiyal)

Chief Financial Officer

Place: Mumbai

Date: May 30, 2023

BOARD'S REPORT

Dear Members,

The Board of Directors present the Company's Twenty Seventh Annual Report and the Company's audited financial statements for the financial year ended March 31, 2023.

Financial Results

The Company's financial performance (standalone and consolidated) for the year ended March 31, 2023 is summarised below:

(Rs. in crore)

	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	4,582.19	4,035.77	4,582.19	4,035.77
Other Income	3,046.02	3,131.78	3,046.02	3,131.78
Profit before Interest, Tax and Depreciation	5,964.68	5,901.69	5,964.68	5,901.69
Profit before Tax	2,423.31	3,250.86	2,423.31	3,250.86
Less: Current Tax	1,114.00	1,316.20	1,114.00	1,316.20
Deferred Tax	12.66	(22.40)	12.66	(22.40)
Profit Before Share in Profit / (Loss) of Associates and Jointly Controlled Entities	1,296.65	1,957.06	1,296.65	1,957.06
Share of Profit / (Loss) of Associates and Jointly Controlled Entities	-	-	-	-
Profit for the Year	1,296.65	1,957.06	1,296.65	1,957.06
Add: Other Comprehensive Income (OCI)	4,330.03	67.23	4,330.03	67.23
Total Comprehensive Income for the year	5,626.68	2,024.29	5,626.68	2,024.29
Add: Opening Balance in Retained Earnings and OCI (Adjusted)	(3,773.82)	(5,487.61)	(3,773.82)	(5,487.61)
Less: Appropriation Transferred to Debenture Redemption Reserve	(166.80)	(310.50)	(166.80)	(310.50)
Closing Balance (including Other Comprehensive Income)	1,686.06	(3,773.82)	1,686.06	(3,773.82)

Transfer to Reserves

The Board of Directors of the Company has transferred an amount of Rs. 166.80 crore to Debenture Redemption Reserve during the year under review.

Operations

The Company has continued to provide seamless port infrastructure services to the manufacturing facilities of Reliance Industries Limited at Jamnagar. During the year under review, 1469 vessels were handled at the port facilities of the Company with over 121 million tonnes of crude, petroleum and petrochemical products.

The Plant and Equipment Hiring Division of the Company, which has variety of equipment viz. crawler cranes, hydraulic cranes, earth moving equipment, electrical equipment, forklifts and trucks, has logged in over 21 lakh working hours during the year under review. The Company has also handled over 4.88 lakh metric tonnes of cargo in Special Economic Zone area at Jamnagar.

Material changes and commitments affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

Dividend

The Board of Directors of the Company has not recommended any dividend on Preference Shares and Equity Shares for the year under review.

Consolidated Financial Statement

The Company does not have any subsidiary. In accordance with the provisions of the Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) read with Ind AS 28 - Investments in Associates and Joint Ventures, the audited Consolidated Financial Statement forms part of the Annual Report.

Subsidiary, Joint Venture and Associate Company

During the year under review, Krama Enterprises Private Limited has become an associate of the Company in terms of Indian Accounting Standard 24. Jamnagar Utilities & Power Private Limited and Nandanbala Commercials Private Limited continue to be associate companies of the Company.

No company has become subsidiary or joint venture of the Company during the year under review.

Amritkalash Commercial LLP, Vaijayanti Commercial LLP and Drishtimohan Commercial LLP are jointly controlled entities of the Company.

A statement providing details of performance and salient features of the financial statements of associate companies and jointly controlled entities as per Section 129(3) of the Act, is provided as Annexure A to the consolidated financial statement and therefore not repeated in this Report for the sake of brevity.

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto is available on the Company's website and can be accessed at <https://sptl.co.in/pdf/SPTL-Annual-Report-2022-23.pdf>

In terms of the Listing Regulations, the Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at <https://sptl.co.in/pdf/SPTL-Material-Subsidiaries.pdf>

Redemption of Debentures

During the year under review, the Company has redeemed 35,000 – 7.65% Secured Redeemable Non-Convertible Debentures - PPD 10 (Debentures PPD 10) of the face value of Rs. 10,00,000/- each aggregating to Rs. 3500 crore (Rupees Three Thousand Five Hundred Crore only) alongwith interest due on the said Debentures, as per the terms of issue of Debentures PPD 10.

Issue of Debentures

During the year under review, the Company has issued and allotted 51,680 Zero Coupon Unlisted Rated Secured Redeemable Non-Convertible Debentures – PPD 13 (Debentures PPD 13) of the face value of Rs. 10,00,000/- each aggregating Rs. 5,168 crore (Rupees Five Thousand One Hundred Sixty Eight Crore only) at a discounted price of Rs. 7,73,993.80 each aggregating to Rs. 4,000 crore (Rupees Four Thousand Crore only) on a private placement basis in compliance with the applicable provisions of the Act and rules made thereunder.

Directors' Responsibility Statement

Your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements 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 the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance

The Non-Convertible Debentures aggregating to Rs. 14,000 crore (outstanding as at March 31, 2023) issued by the Company on a private placement basis are listed on the Wholesale Debt Market segment of BSE Limited. Securities and Exchange Board of India ("SEBI") vide its Notification No. SEBI/LAD-NRO/GN/2021/47, issued on September 7, 2021, amended the Listing Regulations and made Regulations 15 to 27 applicable to the Debt Listed Companies having an outstanding value of listed Non-Convertible debt securities of Rs. 500 crore and above referred to as "High Value Debt Listed Entity" ("HVDLE"). Accordingly, the Company is a HVDLE and the aforementioned Regulations have become applicable to the Company.

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI.

The report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report. Certificate from Practising Company Secretaries confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

Contracts or arrangements with Related Parties

During the year under review, all the transactions which were within the purview of Section 188 of the Act, were on an arm's

length basis and entered into in the ordinary course of business.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is available on the Company's website and can be accessed at <https://sptl.co.in/pdf/SPTL-Policy-on-Materiality-of-RPT.pdf>.

There were no materially significant related party transactions which could have potential conflict with the interests of the Company at large.

Members may refer to Note 33 of the Standalone Financial Statement which sets out related party disclosures pursuant to Indian Accounting Standard 24.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Policy (CSR Policy), indicating the activities to be undertaken by the Company, formulated by the Corporate Social Responsibility Committee and approved by the Board, continues to be unchanged.

The CSR Policy may be accessed on the Company's website at <https://www.sptl.co.in/pdf/sptl-csr-policy.pdf>

In terms of the CSR Policy, the focus areas of engagement are rural transformation, affordable healthcare solutions, access to quality education, environmental sustainability, animal welfare and protection of national heritage.

During the year under review, the Company spent Rs. 43.72 crore (2.07% of the average net profits of the preceding three financial years) towards identified and approved CSR initiatives covered under Schedule VII of the Act directly/through the implementing agencies.

The Annual Report on CSR activities including summary of Impact Assessment Report is annexed and marked as **Annexure I** to this Report.

Risk Management

The Company has in place a Risk Management Policy which provides for a robust risk management framework to identify and assess risks such as operational, financial, regulatory and other risks. There is an adequate risk management infrastructure in place capable of addressing such risks.

The Risk Management Committee has, *inter-alia*, been entrusted with the responsibility to assist the Board:

- a. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- b. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

Internal Financial Controls

The Company has adequate internal financial controls commensurate with the size of the business and nature of its operations, designed to provide reasonable assurance with regard to the accuracy and completeness of the accounting records and timely preparation and provision of reliable financial statements.

Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Samir Patel (DIN: 09487366), Director of the Company, retires by rotation at the ensuing Annual General Meeting. The Board of Directors on the recommendation of the Nomination and Remuneration Committee has recommended his re-appointment.

Shri S Anantharaman (DIN: 00178723) and Shri Natarajan T. G. (DIN: 00013939) completed their second term as Independent Directors on March 30, 2023 and consequently ceased to be Directors of the Company. The Board places on record its deep appreciation for the valuable contribution made by them during their tenure as Independent Directors of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee had appointed Shri Venkataramanan Devarajan (DIN: 07749448) as an Additional Director in terms of Section 161(1) of the Act, to hold office as Independent Director of the Company for a term of 5 (five) consecutive years effective March 31, 2023. The members of the Company have approved the appointment of Shri Venkataramanan Devarajan as an Independent Director of the Company, not liable to retire by rotation on April 24, 2023.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee had appointed Shri K. C. Ganesh (DIN: 09390886) as an Additional Director in terms of Section 161(1) of the Act, to hold office as Independent Director of the Company for a term of 5 (five) consecutive years effective March 31, 2023. The members of the Company have approved the appointment of Shri K. C. Ganesh, as an Independent Director, not liable to retire by rotation on April 24, 2023.

The Company has received declarations from all the Independent Directors of the Company, confirming that:

- a. they meet the criteria of independence prescribed under the Act and the Listing Regulations; and
- b. they have registered their names in the Independent Directors' Databank.

Shri M Sundar ceased to be Manager of the Company on December 31, 2022 on completion of his term. Shri Suresh Subramaniam was appointed as Manager of the Company for a term of 5 (five) consecutive years effective February 14, 2023.

There was no other change in the Key Managerial Personnel of the Company during the year under review.

The Company has devised, *inter-alia*, the following policies viz.:

1. Policy for Appointment of Directors and criteria for determining Directors' independence; and
2. Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

The aforesaid policies are available on the Company's website and can be accessed at <https://sptl.co.in/pdf/sptl-policy-appointment-of-directors-and-determining-directors.pdf> and <https://sptl.co.in/pdf/sptl-remuneration-policy-for-directors-and-other-employees.pdf>

The Policy for Appointment of Directors and criteria for determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee (NRC) for identifying persons who are qualified to become Directors and to determine the independence of Directors, while considering their appointment as Independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations. There has been no change in the policy during the year.

The Remuneration Policy for Directors, Key Managerial Personnel and other employees sets out the guiding principles for the NRC for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company. There has been no change in the policy during the year.

Performance Evaluation

The Company has devised a Policy for performance evaluation of the Board, its Committees and Individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation process, *inter-alia*, considers attendance of Directors at Board and committee meetings, acquaintance with business, communication *inter-se* board members, effective participation, compliance with code of conduct, etc. which is in compliance with applicable laws, regulations and guidelines.

In accordance with the manner of evaluation specified by the NRC, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. The evaluation was done through a questionnaire by using technology based platform and the responses received were evaluated by the Board.

The Independent Directors carried out annual performance evaluation of the non-independent directors and the Board as a whole. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on the report of evaluation received from the respective Committees. A consolidated report was shared with the Board for its review.

Auditors and Auditors' Report

a. Statutory Auditors

Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/W100355), were appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 29, 2022. The Auditors have confirmed their eligibility and qualification required under the Act for holding office as Auditors of the Company.

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer. The Notes to the financial statements referred in the Auditors' Report are self-explanatory and do not call for any further comments.

b. Secretarial Auditor

The Board of Directors of the Company had appointed Shashikala Rao & Co., Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed and marked as **Annexure II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Disclosures

Meetings of the Board

7 (Seven) meetings of the Board of Directors were held during the financial year 2022-23. The particulars of the meetings held and attendance of each Director are detailed in the Corporate Governance Report.

Audit Committee

The Audit Committee of the Company comprised of Shri Natarajan T. G. (Chairman), Shri Sanjeev Dandekar and Shri S. Anantharaman as members until March 30, 2023.

In view of cessation of Shri Natarajan T. G. and Shri S. Anantharaman as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023, and appointment of Shri Venkataramanan Devarajan and Shri K.C. Ganesh as Independent Directors with effect from March 31, 2023, the Audit Committee of the Company was re-constituted comprising Shri K. C. Ganesh (Chairman) and Shri Venkataramanan Devarajan and Shri Sanjeev Dandekar as members with effect from March 31, 2023.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

6 (Six) meetings of the Audit Committee of the Board of Directors of the Company were held during the financial year 2022-23.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company comprised of Shri Sanjeev Dandekar (Chairman), Shri S. Anantharaman, Shri Natarajan T. G. and Shri Samir Patel as members until March 30, 2023.

In view of cessation of Shri Natarajan T. G. and Shri S. Anantharaman as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023, and appointment of Shri Venkataramanan Devarajan and Shri K.C. Ganesh as Independent Directors with effect from March 31, 2023, the Corporate Social Responsibility Committee of the Company was re-constituted comprising of Shri Sanjeev Dandekar (Chairman), Shri Venkataramanan Devarajan, Shri K. C. Ganesh and Shri Samir Patel as members with effect from March 31, 2023.

2 (Two) meetings of the Corporate Social Responsibility Committee of the Board of Directors of the Company were held during the financial year 2022-23.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprised of Shri S. Anantharaman (Chairman), Shri Natarajan T. G. and Shri Sanjeev Dandekar as members till March 30, 2023.

In view of cessation of Shri Natarajan T. G. and Shri S. Anantharaman as Independent Directors of the Company on completion of tenure on the close of business hours of March 30, 2023, and appointment of Shri Venkataramanan Devarajan and Shri K.C. Ganesh as Independent Directors with effect from March 31, 2023, the Nomination and Remuneration Committee of the Company was re-constituted comprising of Shri Venkataramanan Devarajan (Chairman) and Shri K.C. Ganesh and Shri Sanjeev Dandekar as members with effect from March 31, 2023.

3 (Three) meetings of the Nomination and Remuneration Committee of the Board of Directors of the Company were held during the financial year 2022-23.

Vigil Mechanism

The Company has established a Vigil Mechanism and a Whistle Blower Policy in accordance with the provisions of the Act and the Listing Regulations.

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy includes an Ethics & Compliance Task Force (Task Force) comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee.

The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at <https://www.sptl.co.in/pdf/sptl-vigil-mechanism-whistle-policy.pdf>

During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism and Whistle Blower Policy of the Company was received by the Company.

Particulars of loans given, investments made, guarantees given and securities provided

The Company, being a company providing infrastructural facilities, is exempted from the provisions of Section 186 of the Act relating to loan given, investment made, guarantee given and security provided.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of Energy

(i) Steps taken for conservation of energy:

Energy conservation dictates how efficiently a company can conduct its operations. The Company has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company carries out its operations in an environmental friendly manner and is always on the look-out for different ways and means to reduce the consumption of energy in its operations.

(ii) Steps taken by the Company for utilising alternate sources of energy:

Nil

(iii) The capital investment on energy conservation equipment:

Nil

B. Technology Absorption

(i) Major efforts made towards technology absorption:

The Company has not entered into any technology agreement or collaborations.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

None

(iii) Information regarding imported technology (Imported during last three years):

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

(iv) Expenditure incurred on research and development:

None

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange earned in terms of actual inflows - Rs. 2,668.66 crore

Foreign Exchange outgo in terms of actual outflows - Rs. 585.71 crore

Annual Return

The Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at <https://sptl.co.in/pdf/SPTL-Annual-Return-FY-2022-23.pdf>

Secretarial Standards

The Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or applicability on these matters during the year under review:

- i) Details relating to deposits covered under Chapter V of the Act.
- ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- iii) Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- v) No fraud has been reported by the Auditors to the Audit Committee or the Board of Directors of the Company.
- vi) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- vii) The Company is not required to maintain cost records in terms of Section 148(1) of the Act.

viii) There has been no change in the nature of business of the Company.

ix) There is no application made / proceeding pending under the Insolvency and Bankruptcy Code, 2016.

x) There was no instance of onetime settlement with any Bank or Financial Institution.

Disclosure pertaining to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no cases/complaints filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act"). Further, the Company has constituted Internal Complaints Committee as required under the said Act.

Acknowledgement

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, debenture holders, customers, vendors and members during the year under review. The Board of Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Sanjeev Dandekar
Director
(DIN: 00022797)

Place: Mumbai

Samir Patel
Director
(DIN: 09487366)

Place: Jamnagar

Date: May 30, 2023

ANNEXURE I

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2022-23

1.	Brief outline on CSR Policy of the Company	Refer Section: Corporate Social Responsibility (CSR) in the Board's Report
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2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Sanjeev Dandekar	Chairman (Non-Executive Director)	2	2
2	Shri Samir Patel	Member (Non-Executive Director)	2	2
3	Shri Venkataramanan Devarajan*	Member (Non-Executive Independent Director)	2	NA
4	Shri K. C. Ganesh*	Member (Non-Executive Independent Director)	2	NA

*Shri S. Anantharaman and Shri Natarajan T.G. ceased to be Independent Directors of the Company upon completion of their terms on March 30, 2023, and consequently, ceased to be the Members of the Committee. They had attended all the meetings of the Committee held upto March 30, 2023. Shri Venkataramanan Devarajan and Shri K. C. Ganesh have been appointed as Members of the Committee with effect from March 31, 2023

NA means Not Applicable

3.	Provide the weblink where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.	Composition of CSR Committee CSR Policy CSR projects approved by the Board	https://www.sptl.co.in/aboutus.html https://www.sptl.co.in/pdf/sptl-csr-policy.pdf https://sptl.co.in/pdf/SPTL-CSR-Projects-FY-2022-23.pdf
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4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	The Company has carried out Impact Assessment through Independent third parties. The summary of the reports are attached and also available at https://www.sptl.co.in/pdf/sptl-csr-impact-assessment-studies.pdf
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5.	(a) Average net profit of the company as per sub-section (5) of section 135.	Rs. 2115,68,58,987
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	Rs. 42,31,37,180
	(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	-
	(d) Amount required to be set-off for the financial year, if any	-
	(e) Total CSR obligation for the financial year [(b)+(c) - (d)].	Rs. 42,31,37,180

6.	(a) Amount spent on CSR Projects (both ongoing Project and other than Ongoing Project).	Rs. 43,72,00,320
	(b) Amount spent in Administrative Overheads	-
	(c) Amount spent on Impact Assessment, if applicable	-
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	Rs. 43,72,00,320

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
43,72,00,320	NIL		NIL		

(f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135.	Rs. 42,31,37,180
(ii)	Total amount spent for the Financial Year	Rs. 43,72,00,320
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Rs. 1,40,63,140
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Rs. 1,40,63,140

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1.	FY 2021-22	NIL						
2.	FY 2020-21							
3.	FY 2019-20							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: ☐ Yes ☒ No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent (in Rs.)	Details of entity/ Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
-	-	-	-	-	CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

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

Not Applicable

For and on behalf of the Corporate Social Responsibility Committee

Sanjeev Dandekar
Chairman, CSR Committee
(DIN: 00022797)
Place: Mumbai

Samir Patel
Director
(DIN: 09487366)
Place: Jamnagar

Date: May 30, 2023

SUMMARY OF INDEPENDENT IMPACT ASSESSMENT STUDIES CONDUCTED IN PURSUANCE OF RULE 8(3) OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

I. Empowering Rural Communities through Knowledge - Based Livelihood Support

Impact Assessment Agency – NR Management Consultants India Private Limited

1. Background

Reliance Foundation Information Services (RFIS) programme delivers knowledge based livelihood information in regional languages to farmers, fisher folk and livestock owners using various digital platforms and mass media tools. The programme facilitates productivity and income enhancement with the objective of reducing the cost of cultivation and lowering the yield loss due to climatic stress, pest infestations and disease etc.

2. Research objectives

Assess the impact of the RFIS programme on the economic status, knowledge and capacity of the communities.

3. Key findings and impact

a. Overall impact

- i. The programme serves as a platform to improve livelihoods through increased awareness in the target communities about accessing knowledge resources, government welfare schemes and benefits.
- ii. Evidence of improved health practices among mothers and their children.
- iii. Evidence of improved linkages of youth to employment and skilling opportunities available in their vicinity.

b. Increased access to knowledge resources and adaption of sustainable practices

- i. Reliance Foundation (RF) was recognized as a trusted source of information across all target groups with close to 90% respondents reported willingness to adapt and take action based on advisories.
- ii. 88% of the respondents adopted production practices after listening to the RFIS programme, out of which 71% farmers reported at least one improved agricultural production practice.
- iii. 83% of the respondents adopted

production practices after listening to RFIS programme, out of which 72% livestock owners reported at least one improved livestock production practice.

- iv. 80% of the respondents adopted production practices after listening to RFIS programme, out of which 66% fisher folk improved at least one fishery production practice.

c. Better Income and improvement in Socio Economic Status

- i. Improvements in yield, loss aversion and improved input efficiency have led to 55% increase in net income for the farmers.
- ii. Better production practices in breeding, disease and fodder management leading to 82% increase in net income among livestock farmers.
- iii. Significant reduction in operating costs and weather related risks for the artisanal fisher folks. The beneficiaries reported a 45% increase in net income from fisheries.
- iv. About one-third of farmers, one-fourth of livestock owners, and 64% of fisher folk moved up at least one category among the socio-economic weaker sections since they enrolled with the RFIS programme.

II. Impact Assessment Report of Animal Welfare activities

Impact Assessment Agency - BRS & Associates, Chartered Accountants

1. About the Project

The Company has provided food items, medicines and other products and materials required by M/s. Khodiyar Animal Welfare Trust (KAWT) for carrying out the animal welfare activities. Said materials were delivered to the Jamnagar Centre of KAWT by vendors/suppliers arranged by the Company.

KAWT is registered under the Bombay Public Trusts Act, 1950 with Registration no. E/22724/Ahmedabad, having its registered office situated at Ahmedabad. KAWT is established in furtherance to Article 51A and Article 48-A of the Constitution of India, with the fundamental objective of protecting and improving the natural environment including wildlife, promoting compassion for living creatures, and supporting the State in its endeavour to do the above.

2. Objective

The objective of the activities undertaken by the Company was to promote the welfare of animals by taking necessary actions for conservation and protection of animals, the environment, and all other life-giving sources and achieve a man-animal-nature balance.

3. Key Findings

The amount spent by the Company has benefitted the following:

- a) Support is provided in the way of emergency medical treatment, preventive and curative medicines and food.
- b) KAWT shelters domesticated and rescue animals for the purpose of treatment and provision of care, till they are ready to be rehabilitated.
- c) Provided food and medical attention to Goats, Sheep, Buffaloes, Horses, Ponies and Donkeys and Camels etc.
- d) Provision of care and support by way of housing, food, and medicines where necessary, to exotic animals and birds.
- e) The amount spent has facilitated basic needs of these animals and has been highly effective in improving the health and living conditions of these animals.

ANNEXURE II

SECRETARIAL AUDIT REPORT*For the Financial Year ended March 31, 2023*

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,**The Members,****Sikka Ports & Terminals Limited**

Admin Building, MTF Area

Village Sikka, Taluka & District

Jamnagar - 361140, Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sikka Ports & Terminals Limited (“the Company”)** having CIN: U45102GJ1997PLC031906. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Management’s responsibility

The Management along with the Board of Directors are responsible for ensuring that the Company complies with the provisions of all applicable laws and maintains the required statutory records and documents in the prescribed manner.

Auditor’s responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (“CSAS”) prescribed by the Institute of Company Secretaries of India (“ICSI”). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

Basis for Opinion

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 the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

Opinion

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by

the Company and provided as scanned copies in physical or electronic mode and through permitted access to the Company’s in-house portal and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 (“**the Financial Year**”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year according to the provisions of:

- i) The Companies Act, 2013 (“**the Act**”) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-**Not Applicable to the Company during the Audit Period**;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable to the Company during the Audit Period**;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable to the Company during the Audit Period**;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable to the Company during the Audit Period**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable to the Company during the Audit Period;**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not Applicable to the Company during the Audit Period;**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company during the Audit Period;** and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the non-convertible debt securities of the Company which are listed.

We have also examined compliance with the following:

- i) Applicable Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii) The Listing Agreement entered into by the Company with Stock Exchange;
- iii) BSE Notice No. 20211001-3 dated October 1, 2021 read with SEBI Circular No. SEBI/HO/OW/P/DDHS/25493/1/2021 dated September 23, 2021 addressed to BSE;
- iv) Reserve Bank Commercial Paper Directions, 2017 dated August 10, 2017 RBI/2017-18/43 FMRD.DIRD.01/CGM (TRS) – 2017 read with Operational Guidelines for Commercial Papers prescribed by Fixed Income Money Market and Derivatives Association of India (FIMMDA); and
- v) SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.

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

We further report that the Company has identified the following laws as specifically applicable to the Company:

- a. The Gujarat Maritime Board Act, 1981
- b. The Merchant Shipping Act, 1958
- c. The Petroleum Act, 1934

We further report that-

The Board of Directors of the Company is constituted comprising Non-Executive Directors, Independent Directors including woman director. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Company has appointed a Manager in order to comply with the requirements of section 203 of the Act. During the audit period, seven board meetings were convened and held, adequate notice was given to all directors of the Company of the meetings of the Board (including meetings of the Committees),

except where consent of directors was received for shorter notice. The agenda and detailed notes on agenda were sent at least seven days in advance for the Board and Committee meetings, except for the meetings which were convened at shorter notice with the consent of directors.

During the audit period, three extra-ordinary general meetings were convened and held out of which one meeting was convened and held at shorter notice with the consent of the members, in due compliance with the applicable provisions of the Act.

We further report that the Company has devised a system which enables the directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent of directors (excluding the directors who are concerned or interested in specific items) as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period the Company has done the following transactions in due compliance with the applicable provisions of the Act:

1. Issued & allotted 2200,00,00,000 bonus shares of Re. 1/- each to existing equity shareholders of the Company;
2. Redeemed 35,000 Secured Redeemable Non-Convertible Debentures aggregating Rs. 3,500 crore;
3. Issued and allotted 51,680 Secured Redeemable Non-Convertible Debentures of Rs. 10 lakhs each aggregating Rs. 5,168 crore;
4. Issued, listed, redeemed and delisted commercial papers; and
5. Made investments and gave loans in compliance with the provisions of section 179 of the Act.

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: P2010MH067400
PR 845/2020

Shashikala Rao
Partner

Place: Mumbai
Date: May 30, 2023

FCS 3866 CP No 9482
UDIN F003866E000427168

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To

The Members

Sikka Ports & Terminals Limited

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

1. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
2. Wherever required, we have obtained a Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
3. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shashikala Rao & Co.

Company Secretaries

ICSI Unique Code: P2010MH067400

PR 845/2020

Shashikala Rao

Partner

FCS 3866 CP No 9482

UDIN F003866E000427168

Place: Mumbai

Date: May 30, 2023

Sikka Ports & Terminals Limited

Standalone Financial Statements

FY 2022-23

Independent Auditor's Report

To the Members of Sikka Ports & Terminals Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Sikka Ports & Terminals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information ("hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How our audit addressed the key audit matter
<p>Borrowings</p> <p>As on March 31, 2023 the Company has outstanding Borrowings of ₹ 26,167.99 crore.</p> <p>These borrowings are by way of Secured Non-Convertible Debentures aggregating to ₹ 17,955.79 crore (net off ₹ 44.21 crore prepaid finance charges), Unsecured cumulative Redeemable Preference Shares amounting to ₹ 47.00 crore, Secured Term Loan from banks and Financial Institution aggregating of ₹ 4,399.73 crore (net off ₹ 0.27 crore prepaid finance charges) (refer Note 17 of the Standalone Financial Statements) & Unsecured Commercial Papers amounting to ₹ 3,765.47 crore (refer Note 21 of the Standalone Financial Statements).</p> <p>The borrowings form significant portion of liabilities of the Company and hence considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Examining that the borrowings are authorised by the appropriate forum of the Company including Board of Directors and Members of the Company, wherever applicable. Ensuring the compliances as per the Act and testing the disclosures given by the Company related to security creation and terms of repayments in the financial statements of the Company. Ensuring that the disclosures required as per the Schedule III to the Act are made by the Company in the financial statements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This Responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, 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.

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account and returns.
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) 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.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note 35(I)(a) to the Standalone Financial Statements;
 - ii. The Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented to us 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 or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented to us that, to the best of its knowledge and belief no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on our audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Lalit R Mhalsekar
Partner
Membership No. 103418
UDIN: 23103418BGXVJZ6147

Place: Mumbai
Date: May 30, 2023

Annexure “A” To the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report of even date to the members of Sikka Ports & Terminals Limited on the Standalone Financial Statements for the year ended March 31, 2023).

- i. In respect of its Property, Plant and Equipment and Intangible Assets:
 - (a) (A) Based on the records examined by us and information and explanation given to us the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) Based on the records examined by us the Company has maintained proper records showing full particulars of Intangible assets.
 - (b) The Property, Plant and Equipment were physically verified by the Management in a phased periodical manner which, in our opinion is reasonable having regards to size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements, are held in the name of the Company as at the balance sheet date.
 - (d) Based on the records examined by us and information and explanation given to us by the Company, the Company has revalued certain classes of Property, Plant and Equipment during the year, based on the valuation by a Registered Valuer. And consequently, the net carrying value of Plant and Machinery (including Jetties) as on 1st April 2022 have been increased by ₹ 5,590.86 crore.
 - (e) According to the information and explanation given to us and records examined by us no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) According to the information and explanation given to us and records examined by us, the management of the Company has conducted physical verification of its inventories at regular intervals and in our opinion the coverage and procedure of such verification by the management is appropriate. As explained to us and on the basis of records examined by us, the value of discrepancies noticed on physical verification by the management did not exceed 10% or more in aggregate of each class of inventory.
- (b) Based on the records examined by us and information and explanation given to us, the Company has not availed any working capital facility from banks or financial institution on the basis of security of current assets and accordingly, the provisions of clause (ii)(b) of paragraph 3 of the Order is not applicable to the Company.
- iii. (a) On the basis of examination of records of the Company, during the year the Company has made investments, granted secured or unsecured loans and advances in the nature of loans to Companies and others. The detail of aggregate amount granted during the year and balance outstanding as at the balance sheet date of such loans and advances are as under.

Particulars	Amount (₹ in crore)
Aggregate amount provided during the year	
- Fellow Subsidiary	12.16
- Other Parties	1,501.07
Balance outstanding as at March 31, 2023	
- Fellow Subsidiary	335.75
- Other Parties	21,588.61

- (b) Based on the examination of records of the Company, the Company has not provided guarantee or provided security to any Company, Limited Liability Partnerships, Firms or any other parties. In our opinion and according to the information and explanation given to us and based on the written presentation provided by the management, the investments made and terms and conditions of loans granted during the year are not prejudicial to the interest of the Company.

- (c) Based on the records examined by us and information and explanation given to us, the schedule of repayment of principal and interest has been stipulated and the receipt of principal and interest are regular wherever due.
- (d) Based on our verification of records of the Company, there are no amounts of loans granted which are overdue.
- (e) In our opinion and according to information and explanation given and records examined by us, loans granted which have fallen due during the year have not been renewed or extended and no fresh loans have been granted to settle the over dues of existing loans given to the same parties and accordingly the provisions of clause iii(e) of the Order is not applicable.
- (f) Based on our verification of records of the Company and information and explanation given to us, the Company has granted loans repayable on demand as follows:-

(₹ in crore)

	Other Parties	Related Parties
Aggregate amount of Loans		
- Repayable on demand	18.79	335.75
Total	18.79	335.75
Percentage of loans/advances in nature of loans to the total loans	0.09%	1.53%

- iv. In respect of loans, investments, guarantees and securities given by the Company:
- (i) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 of the Act.
- (ii) According to the information and explanations given to us, the activity of the Company falls under the definition of infrastructural facilities as defined under explanation to section 186 of the Act. Since section 186 is not applicable to such companies, the requirement of clause (iv) of paragraph 3 of the Order relating to section 186 is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.
- vi. According to the information and explanations given to us, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act, in respect of activities carried on by the Company and accordingly, the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- vii. Based on the records examined by us and according to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Customs, Cess and any other statutory dues applicable to it. No undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.
- b) Details of statutory dues referred to in clause vii (a) above, which have not been deposited as on March 31, 2023 on account of dispute is as under:

Sr No	Name of Statute	Nature of dues	Amount (in crore)	Period to which the amount relates	Forum where the dispute is pending
1	Income Tax Act, 1961	Income Tax	0.14	FY 2007-08	High Court
2	Income Tax Act, 1961	Income Tax	41.85	FY 2017-18	CIT(A), Mumbai
3	Finance Act, 1994	Service Tax	17.70	FY 2008-09 & FY 2009-10	High court
4	Finance Act, 1994	Service Tax	0.49	FY 2008-09, FY 2009-10 & FY 2010-11	Additional Commissioner

- viii. According to information and explanation given to us and examination of records of the Company, there are no transactions surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) Based on the examination of records and information and explanation given to us, the Company has not defaulted in repayment of its loans or payment of interest to any lender.
- (b) According to the information and explanations given to us and on the basis of the audit procedures, we report that the Company has not been declared as wilful defaulter by any banks, financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained except for an amount of ₹ 2,500.00 crore which, pending utilisation, has been temporarily parked in fixed deposits, certificate of deposits and mutual funds.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been used for long-term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates or joint ventures. The Company does not have any subsidiaries as on March 31, 2023.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its joint ventures or associate companies. The Company does not have any subsidiaries as on March 31, 2023.
- x. (a) In our opinion and according to the information and explanations given to us, The Company has raised amount of ₹ 4,000 crores by way of issuance of 51,680 Zero Coupon Unlisted, Rated, Secured Redeemable, Non-Convertible Debentures (PPD 13), having face value of ₹ 10,00,000 each aggregating to ₹ 5,168.00 crores, allotted at discounted price of ₹ 4,000.00 crores on 17th March 2023, out of which sum of ₹ 2,500.00 crore have been utilised for the purposes for which they were raised and balance amount of ₹ 1,500.00 crore, pending utilisation, have been temporarily parked in fixed deposits with the bank.
- (b) In our opinion and according to the information and explanation given to us, the Company during the year has not made any preferential allotment or private placement of shares fully or partly or optionally convertible debentures during the year and hence reporting under clause x(b) of paragraph 3 of the Order is not applicable to the Company.
- xi. (a) Based on the audit procedures performed by us and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or directors of its holding or associate company or persons connected with them, and hence provisions of Section 192 of the Act, are not applicable and requirement to report is not applicable.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable.

- (b) On the basis of examination of records and according to the information and explanation given to us by the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities hence the reporting requirements under clause xvi(b) of paragraph 3 of the Order is not applicable.
 - (c) In our opinion and according to the information and explanation given to us, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.
 - (d) As represented by the management, the Group does not have more than one Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable.
- xvii. Based on the examination of records, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable to Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios disclosed in Note 39 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanation given to us and based on our examination of the books of accounts and records of the Company there are no unspent amount towards Corporate Social Responsibility (CSR) on either ongoing projects or other than ongoing projects as stated in section 135 of the Act and accordingly, reporting under clauses (xx)(a) and (xx)(b) of paragraph 3 of the Order is not applicable to the Company.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Lalit R Mhalsekar
Partner
Membership No. 103418
UDIN: 23103418BGXVJZ6147

Place: Mumbai
Date: May 30, 2023

Annexure “B” To the Independent Auditors’ Report

(Referred to in paragraph 2(f) under ‘Report on other legal and regulatory requirements’ section of our report of even date to the members of Sikka Ports & Terminals Limited on the Standalone Financial Statements for the year ended March 31, 2023)

Report on the internal financial controls over financial reporting with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting with reference to Standalone Financial Statements of Sikka Ports & Terminals Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibilities for internal financial controls

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

Auditor’s Responsibilities

Our Responsibilities is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India and the Standards on auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of internal financial controls over financial reporting with reference to these Standalone Financial Statements

A company’s internal financial control over financial reporting with reference to these Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting with reference to these Standalone Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration No. 101720W/W100355

Lalit R Mhalsekar
Partner
Membership No. 103418
UDIN: 23103418BGXVJZ6147

Place: Mumbai
Date: May 30, 2023

Standalone Balance Sheet as at 31st March 2023

	Notes	As at 31st March 2023	(₹ in crore) As at 31st March 2022
Assets			
Non-Current Assets			
Property, Plant and Equipment	1	6 799.39	2 853.70
Capital Work-in-Progress	1	17.21	22.56
Intangible Assets	1	0.09	0.13
Financial Assets			
Investments	2	19 796.39	8 222.54
Loans	3	21 505.01	20 000.00
Other Financial Assets	4	11.66	10.33
Other Non-Current Assets	5	131.10	111.61
Total Non-Current Assets		48 260.85	31 220.87
Current Assets			
Inventories	6	223.17	231.45
Financial Assets			
Investments	7	1 700.14	996.64
Trade Receivables	8	358.16	310.49
Cash and Cash Equivalents	9	334.81	207.76
Other Bank Balances	10	3 875.00	527.01
Loans	11	419.36	1 962.65
Other Financial Assets	12	85.38	10 141.07
Other Current Assets	14	195.10	93.06
Total Current Assets		7 191.12	14 470.13
Total Assets		55 451.97	45 691.00
Equity and Liabilities			
Equity			
Equity Share Capital	15	2 475.00	275.00
Other Equity	16	22 276.08	18 849.40
Total Equity		24 751.08	19 124.40
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	17	16 227.63	14 921.21
Lease Liabilities		3.16	-
Other Financial Liabilities	18	1 327.05	1 238.99
Deferred Tax Liabilities (Net)	19	1 386.94	347.26
Other Non - Current Liabilities	20	299.29	359.81
Total Non - Current Liabilities		19 244.07	16 867.27
Current Liabilities			
Financial Liabilities			
Borrowings	21	9 940.36	8 496.56
Lease Liabilities		3.93	-
Trade Payables Due to:			
- Micro and Small Enterprise	22	4.60	5.03
- Other than Micro and Small Enterprise	22	101.81	81.97
Other Financial Liabilities	23	1 300.43	1 013.81
Other Current liabilities	24	105.23	101.30
Provisions	25	0.46	0.66
Total Current Liabilities		11 456.82	9 699.33
Total Liabilities		30 700.89	26 566.60
Total Equity and Liabilities		55 451.97	45 691.00

Significant Accounting Policies

See accompanying Notes to the Standalone Financial Statements

1-43

As per our Report of even date

For and on behalf of the Board

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)Sanjeev Dandekar
Director
DIN: 00022797Samir Patel
Director
DIN: 09487366Kozhumam
Chandrasekar Ganesh
Director
DIN: 09390886Devarajan
Venkataramanan
Director
DIN: 07749448Lalit R. Mhalsekar
Partner
Membership No. 103418Jyothi Menon
Director
DIN: 09484769Suresh Subramaniam
ManagerRitesh Shiyal
Chief Financial OfficerForum Sheth
Company Secretary

Dated : 30th May 2023

Standalone Statement of Profit and Loss for the year ended 31st March 2023

			(₹ in crore)
Income	Notes	2022-23	2021-22
Revenue from Operations	26	4 582.19	4 035.77
Other Income	27	3 046.02	3 131.78
Total Income		7 628.21	7 167.55
Expenses			
Employee Benefits Expense	28	67.77	67.33
Finance Costs	29	1 803.95	2 164.97
Depreciation and Amortisation Expense	30	1 737.42	485.86
Other Expenses	31	1 595.76	1 198.53
Total Expenses		5 204.90	3 916.69
Profit before Tax		2 423.31	3 250.86
Tax Expense			
Current Tax	13	1 114.00	1 316.20
Deferred Tax	13	12.66	(22.40)
		1 126.66	1 293.80
Profit for the Year		1 296.65	1 957.06
Other Comprehensive Income			
A (i) Item that will not be reclassified to Profit or Loss			
a) Defined Benefit Plans	28.1	0.10	0.30
b) Revaluation Surplus	1.4	5 590.86	-
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(1 085.89)	(0.08)
B (i) Item that will be reclassified to Profit or Loss - Cash Flow Hedge		(233.91)	89.55
(ii) Income tax relating to items that will be reclassified to Profit or Loss		58.87	(22.54)
Total Other Comprehensive Income for the year (Net of Tax)		4 330.03	67.23
Total Comprehensive Income for the Year (Comprising Profit/ (Loss) and Other Comprehensive Income for the Year)		5 626.68	2 024.29
Earnings Per Equity Share of face value of ₹ 1 each			
Basic and Diluted (In ₹)	32	0.52	0.79
Significant Accounting Policies			
See accompanying Notes to the Standalone Financial Statements	1-43		

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418

Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam
Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan
Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

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

A. Equity Share Capital

(₹ in crore)

Balance as at 1st April 2021	Change during the year 2021-22	Balance as at 31st March 2022	Change during the year 2022-23	Balance as at 31st March 2023
275.00	-	275.00	2 200.00	2 475.00

B. Other Equity

(₹ in crore)

	Reserve and Surplus					Other Comprehensive Income			Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Debenture Redemption Reserve	Retained Earnings	Revaluation Surplus	Effective Portion of Cash Flow Hedges	Defined Benefit Plans	
As at 31st March 2023									
Balance as at 1st April 2022	705.75	4.41	20 163.06	1 750.00	(3 371.40)	-	(402.08)	(0.34)	18 849.40
Total Comprehensive Income for the year	-	-	-	-	1 296.65	4 504.99	(175.04)	0.08	5 626.68
Issue of Bonus Shares	-	(4.41)	(2 195.59)	-	-	-	-	-	(2 200.00)
Transfer to/ (from) retained earnings	-	-	-	166.80	1 109.73	(1 276.79)	-	0.26	-
Balance as at 31st March 2023	705.75	-	17 967.47	1 916.80	(965.02)	3 228.20	(577.12)	-	22 276.08
As at 31st March 2022									
Balance as at 1st April 2021	705.75	4.41	20 163.06	1 439.50	(5 017.96)	-	(469.09)	(0.56)	16 825.11
Total Comprehensive Income for the year	-	-	-	-	1 957.06	-	67.01	0.22	2 024.29
Transfer to/ (from) retained earnings	-	-	-	310.50	(310.50)	-	-	-	-
Balance as at 31st March 2022	705.75	4.41	20 163.06	1 750.00	(3 371.40)	-	(402.08)	(0.34)	18 849.40

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar

Partner
Membership No. 103418

Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
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DIN: 00022797

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Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan
Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

Standalone Cash Flow Statement for the year ended 31st March 2023

		(₹ in crore)
	2022-23	2021-22
A: Cash Flow from Operating Activities		
Net Profit before Tax as per Statement of Profit and Loss	2 423.31	3 250.86
Adjusted for:		
Depreciation and Amortisation Expense	1 737.42	485.86
(Profit)/ Loss on Sale/ Disposal of Property, Plant and Equipment (Net)	1.48	0.88
Gain on Sale/ Transfer of Investments (Net)	(70.75)	(191.10)
Changes in Fair Value of Financial Assets (Net)	(17.65)	(17.66)
Loss/ (Income) on Derivative Transactions (Net)	148.75	(65.65)
Finance Costs	1 803.95	2 164.97
Effect of Exchange Rate Change (Net)	(21.67)	(12.08)
Bad debts write off	-	0.05
Interest Income	(2 931.10)	(2 843.23)
	<u>650.43</u>	<u>(477.96)</u>
Operating Profit before Working Capital Changes	3 073.74	2 772.90
Adjusted for:		
Trade and Other Receivables	(136.46)	(99.82)
Inventories	8.28	15.89
Trade and Other Payables	(42.20)	(68.66)
	<u>(170.38)</u>	<u>(152.59)</u>
Cash Generated from Operations	2 903.36	2 620.31
Taxes Paid (net)	(1 133.49)	(847.03)
Net Cash flow from Operating Activities*	1 769.87	1 773.28
B: Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment/ Capital Work in Progress	(123.30)	(210.59)
Proceeds from disposal of Property, Plant and Equipment	0.08	-
Loans and Advances (given)/refunded (Net)	38.27	561.23
Movement in Current Account Balances with Jointly Controlled Entities (Net)	10 085.99	(8 822.04)
Purchase of Investment in Associates	(11 575.00)	(476.00)
Investments (made)/ refund from Jointly Controlled Entities	1.15	(1.00)
Purchase of Other Investments	(19 496.78)	(28 741.19)
Proceeds from Sale / Transfer of Other Investments	18 881.68	32 347.61
Fixed Deposits redeemed/ (placed) with Banks (Net)	(3 347.99)	(525.00)
Interest Income	2 908.32	2 843.05
Net Cash Flow (used in) Investing Activities	(2 627.58)	(3 023.93)

Standalone Cash Flow Statement for the year ended 31st March 2023

		(₹ in crore)
	2022-23	2021-22
C: Cash Flow from Financing Activities		
Proceeds from Borrowing - Non-Current (including Current Maturities)	7 500.00	4 259.40
Repayment of Borrowings - Non-Current (including Current Maturities & premium)	(3 550.00)	(5 990.00)
Borrowings - Current (Net)	(1 432.77)	4 326.21
Interest and Finance Charges Paid	(1 511.77)	(1 668.39)
Income on Derivative Transactions (Net)	(17.95)	163.47
Payment of Lease Liabilities	(2.75)	(0.27)
Net Cash Flow from Financing Activities	984.76	1 090.42
Net Increase/ (Decrease) in Cash and Cash Equivalents	127.05	(160.23)
Opening Balance of Cash and Cash Equivalents	207.76	367.99
Closing Balance of Cash and Cash Equivalents (refer Note 9)	334.81	207.76

* includes amount spent in cash towards Corporate Social Responsibility is ₹ 43.72 crore (Previous Year ₹ 39.72 crore) (refer Note 31.2)

Change in Liability arising from Financing Activities (₹ in crore)

	1st April 2022	Cash flow (net)	Non Cash Flow Changes	31st March 2023
Borrowings - Non-Current (including current maturities) (refer Note 17)	18 469.41	3 950.00	(16.89)	22 402.52
Borrowings - Current (refer Note 21)	4 948.36	(1 432.77)	249.88	3 765.47

	1st April 2021	Cash flow (net)	Non Cash Flow Changes	31st March 2022
Borrowings - Non-Current (including current maturities) (refer Note 17)	19 793.41	(1 730.60)	406.60	18 469.41
Borrowings - Current (refer Note 21)	498.76	4 326.21	123.39	4 948.36

Notes:

- 1) The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on Statement of Cash Flow.
- 2) Figures in brackets represents cash outflows.
- 3) Previous year figures have been regrouped, reclassified and rearranged wherever necessary.

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418

Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyaal
Chief Financial Officer

Devarajan Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

Notes to Standalone Financial Statements for the year ended 31st March 2023

A. CORPORATE INFORMATION

Sikka Ports & Terminals Limited ("the Company") is an entity incorporated in India. The debentures and commercial papers issued by the Company are listed on BSE Ltd on the Wholesale Debt Market Segment.

The address of Registered Office is Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat.

The Company is engaged in the business of providing Port Infrastructure Facilities, Equipment Hiring, Construction and Engineering Services, Provision of Infrastructure Facilities as Co-Developer in Special Economic Zone (SEZ) and Holding of Investments.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation and Presentation

The Financial Statements have been prepared on the historical cost basis except for Property, Plant and Equipment to the extent stated at deemed cost as at 1st April 2015 / revalued cost as applicable, as per Ind AS-101 and Ind AS-16 and certain financial assets and liabilities, which are measured at fair value / amortised cost.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are stated in rupees crore upto two decimal places, except when otherwise indicated.

B.2 Summary of Significant Accounting Policies

(a) Property, Plant and Equipment:

Property, Plant and Equipment are initially recognised at cost. Such cost includes purchase price (net of recoverable taxes, trade discount and rebates), borrowing cost and any other cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

During the year ended 31st March 2023, the Company has adopted the Revaluation Model for Property, Plant and Equipment. Certain classes of Property, Plant and Equipment has been carried at a revalued amount, being its fair value at the date of revaluation i.e. 1st April, 2022 less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Revaluation shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on property, plant and equipment is provided to the extent of depreciable amount using Written Down Value Method (WDV) except as stated otherwise.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

Particulars	Depreciation/ Amortisation
Leasehold Land	Over the period of Lease on straight line method (SLM) Basis
Plant and Machinery and Jetties	Over the Useful Life of 20-30 years as technically assessed

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss in the period of derecognition.

Notes to Standalone Financial Statements for the year ended 31st March 2023

In case of jetties, the cumulative amortization for the original cost incurred at the end of any financial year is, the higher of cumulative depreciation provided as per Depreciation / Amortisation policy stated as above or cumulative rebate availed by the Company from Gujarat Maritime Board. Moreover depreciation / amortisation is provided upto the end of the specified period as mentioned above, and residual value is amortised in the year following the year in which such specified period is ended.

(b) Finance Costs:

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

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

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

(c) Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including incidental expenses net of recoverable taxes and duties incurred in bringing them to their respective present location and condition.

Cost of inventories viz. stores and spares, trading and other items are determined on weighted average basis.

(d) Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise of cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Company's cash management.

(e) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets:

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Leases:

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

The right-of-use assets is 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 is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability 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

Notes to Standalone Financial Statements for the year ended 31st March 2023

determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

(g) Provisions:

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(h) Contingent Liabilities:

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

(i) Intangible Assets:

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised under straight line method over the period of useful lives.

(j) Employee Benefits Expense:

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by the concerned Income Tax Authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions for post employment benefit are recognised in the period in which they occur in Other Comprehensive Income.

The employees of the Company are entitled to compensated absences that are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using the projected unit credit method for the unused entitlement accumulated at the balance sheet date. The benefits are discounted using the market yields at the end of the balance sheet date that has terms approximating the terms of the related obligation.

Notes to Standalone Financial Statements for the year ended 31st March 2023

Re-measurements resulting from experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(k) Tax Expenses:

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

- (i) Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the reporting date.
- (ii) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(l) Foreign Currencies Transactions and Translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to borrowing costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost denominated in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

(m) Revenue Recognition:

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue from the sale of goods is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue towards satisfaction of the performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price is the amount of consideration which the Company is entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amount collected on behalf of the third parties (for example taxes & duties collected on behalf of the government).

Contract Balances:

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional and shall be initially measured at their transaction price unless those contain a significant financing component.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the

Notes to Standalone Financial Statements for the year ended 31st March 2023

Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest Income:

Interest Income from a Financial Assets is recognised using effective interest rate method.

(n) Earnings per share:

Basic earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

(o) Current and Non-Current Classification:

The Company presents assets and liabilities in Balance Sheet based on Current and Non-Current classification.

An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

(p) Off-setting Financial Instruments:

Financial Assets and Liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(q) Financial Instruments:

I. Financial Assets

A Initial Recognition and Measurement

All Financial Assets are initially recognized at fair value except for trade receivable that do not contain significant financing component are measured at transaction price. Transaction price that are directly attributable to the acquisition of Financial Assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Notes to Standalone Financial Statements for the year ended 31st March 2023

B Subsequent Measurement

a) Financial Assets carried at Amortised Cost (AC)

A Financial Asset is subsequently measured at Amortised Cost if it is held within a business model whose objective is to hold the asset 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.

b) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is subsequently measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets 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.

c) Financial Assets at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

C Investment in Subsidiaries, Associates and Joint Venture (JV)/ Jointly Controlled Entities (JCE)

Investment in Subsidiaries, Associates and Joint Ventures (JV)/ Jointly Controlled Entities (JCE) are measured at FVTPL, except for those investments which the Company has elected to account for at cost.

D Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit or Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- i) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- ii) Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk lifetime ECL is used.

II. Financial Liabilities

A Initial Recognition and Measurement

Financial Liabilities are recognized at fair value/ amortised cost and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in Statement of Profit and Loss as finance cost.

Notes to Standalone Financial Statements for the year ended 31st March 2023

B Subsequent Measurement

Financial Liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

III Derivative Financial Instruments and Hedge Accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards and options to mitigate the risk of changes in interest rates and exchange rates. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value.

Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a. Cash Flow Hedge

The Company designates derivative contracts as cash flow hedges to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in Other Comprehensive Income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to the Statement of Profit and Loss.

b. Fair Value Hedge

The Company designates derivative contracts or non derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates and foreign exchange rates.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest rate method is used is amortised to Statement of Profit and Loss over the period of maturity.

IV. Derecognition of Financial Instruments

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Notes to Standalone Financial Statements for the year ended 31st March 2023

C. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates, judgements 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 estimates are revised and future periods affected. The application of accounting policies that require critical judgements and accounting estimates involving complex and subjective judgements, and use of assumptions in these Standalone Financial Statements have been disclosed below:

a. Depreciation/ amortisation and useful lives of Property Plant and Equipment/ Intangible Assets

Property, Plant and Equipment (PPE) are valued and recognised under revaluation model and thereby fair values thereof are estimated periodically and carrying values are reinstated from time to time. Property, Plant and Equipment are depreciated/ amortised over the estimated useful lives, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets, technical report and take into account anticipated technological changes. The depreciation for future periods is revised prospectively if there are significant changes from previous estimates.

b. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

d. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e. Impairment of Financial Assets

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

Notes to Standalone Financial Statements for the year ended 31st March 2023

f. Recognition of Deferred Tax Assets And Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments

g. Fair Value Measurement

For estimates relating to fair value of financial instruments refer Note 38 of financial statements.

D. STANDARDS ISSUED BUT NOT EFFECTIVE

On 31st March 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to Company from 1st April 2023.

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 102 – Share Based Payment
- iii. Ind AS 103 – Business Combination
- iv. Ind AS 107 – Financial Instruments: Disclosures
- v. Ind AS 109 – Financial Instruments
- vi. Ind AS 115 – Revenue from Contracts with Customers
- vii. Ind AS 1 – Presentation of Financial Statements
- viii. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
- ix. Ind AS 12 – Income Taxes
- x. Ind AS 34 – Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the Company's Standalone Financial Statements.

Notes to Standalone Financial Statements for the year ended 31st March 2023

1. Property, Plant And Equipment, Capital Work-In-Progress And Intangible Assets (₹ in crore)

Description	Gross Block				As at 31.03.2023	Depreciation				As at 31.03.2023	Net Block	
	As at 01.04.2022	Additions on Revaluation	Additions/ Adjustments	Deductions/ Adjustments		As at 01.04.2022	Adjustments on Revaluation	For the Year	Deductions / Adjustments		As at 31.03.2023	As at 31.03.2022
Property, Plant and Equipment												
Own Assets :												
Land	338.83	-	-	-	338.83	-	-	-	-	-	338.83	338.83
Buildings	99.66	-	-	-	99.66	56.20	-	4.13	-	60.33	39.33	43.46
Plant and Machinery	3 434.11	2 089.81	10.35	2.51	5 531.76	2 682.53	157.11	607.41	1.85	3 445.20	2 086.56	751.58
Office Equipments	53.07	-	3.41	0.08	56.40	35.89	-	8.30	0.06	44.13	12.27	17.18
Furniture and Fixtures	187.66	-	33.74	-	221.40	91.44	-	30.33	-	121.77	99.63	96.22
Vehicles	6.68	-	17.69	1.78	22.59	3.35	-	1.86	0.89	4.32	18.27	3.33
Plant and Machinery -Jetties (refer Note 1.1)	4 901.63	5 630.05	18.76	-	10 550.44	3 299.98	1 971.89	1 082.11	-	6 353.98	4 196.46	1 601.65
Right to Use :												
Land	5.76	-	-	-	5.76	4.31	-	0.29	-	4.60	1.16	1.45
Assets subject to Operating Lease	7.16	-	9.83	-	16.99	7.16	-	2.95	-	10.11	6.88	-
Total (A)	9 034.56	7 719.86	93.78	4.37	16 843.83	6 180.86	2 129.00	1 737.38	2.80	10 044.44	6 799.39	2 853.70
Intangible Assets												
Computer Software*	1.76	-	-	-	1.76	1.63	-	0.04	-	1.67	0.09	0.13
Total (B)	1.76	-	-	-	1.76	1.63	-	0.04	-	1.67	0.09	0.13
Total (A) + (B)	9 036.32	7 719.86	93.78	4.37	16 845.59	6 182.49	2 129.00	1 737.42	2.80	10 046.11	6 799.48	2 853.83
Previous Year	8 331.06	-	717.09	11.83	9 036.32	5 707.59	-	485.86	10.96	6 182.49	2 853.83	-
Capital Work-in-Progress											17.21	22.56

* other than internally generated

- 1.1 The ownership of the Jetties vests with Gujarat Maritime Board (GMB). However, under the agreements with GMB, the Company has been permitted to use the same.
- 1.2 Capital Work-in-Progress includes ₹ 16.23 crore (Previous Year ₹ 18.17 crore) on account of cost of construction material at site.
- 1.3 Additions in Property, Plant & Equipment and Capital Work-in-Progress also includes ₹ 1.15 crore (Previous Year ₹ 1.36 crore) on account of exchange fluctuation capitalised during the year.
- 1.4 During the year ended 31st March 2023, the Company has changed its accounting policy with respect to accounting of Property, Plant and Equipment from Cost Model to Revaluation Model. Based on the Valuation Report by an independent registered valuer, the Company has revalued certain classes of Property, Plant and Equipment as on 1st April 2022.

In terms of the Valuation Report, the Company is required to recognise an increase of ₹ 5,590.86 crore in the net carrying values of Plant and Machinery (including Jetties) as on 1st April 2022. The same has been recognised in accordance with the Accounting Standard Ind AS 16 – Property, Plant and Equipment as under :

- a) gross carrying amount of Plant & Machinery (including Jetties) is increased by ₹ 7,719.86 crore.
- b) accumulated depreciation upto 31st March 2022 of Plant & Machinery (including Jetties) is adjusted to equal the difference between the gross carrying amount and the net carrying amount as per Valuation Report.
- c) corresponding effect of such increase in the net carrying value is credited to Revaluation Reserve under Other Comprehensive Income. After adjusting for income tax amounting to ₹ 1,407.11 crore relating to above, the net credit to Revaluation Surplus is ₹ 4,183.75 crore. Consequent to the revaluation, depreciation charge for the year ended 31st March 2023 is higher by ₹ 1,276.38 crore. The figures of current year are not comparable with corresponding figures of previous year to that extent.

The carrying amount of Plant and Machinery (including Jetties) had the assets been carried under the cost model would have been ₹ 1,969.08 crore.

- 1.5 Buildings includes cost of shares in Co-operative Housing Societies of ₹ 1,000 (Previous Year ₹ 1,000).
- 1.6 For Assets given as security - refer Note 17.

Notes to Standalone Financial Statements for the year ended 31st March 2023

1.7 Capital-Work-in Progress (CWIP)

(a) Ageing schedule as at 31st March 2023: (₹ in crore)

CWIP	Outstanding for following periods from				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	4.97	12.24	-	-	17.21
Projects temporarily suspended	-	-	-	-	-
Total	4.97	12.24	-	-	17.21

(b) Ageing schedule as at 31st March 2022: (₹ in crore)

CWIP	Outstanding for following periods from				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress	22.50	0.06	-	-	22.56
Projects temporarily suspended	-	-	-	-	-
Total	22.50	0.06	-	-	22.56

The Company does not have any Capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan.

Particulars	As at 31st March 2023		As at 31st March 2022	
	Shares / Units	Amount	Shares / Units	Amount
2. Investments - Non-Current				
A. Investments measured at Fair Value through Profit and Loss				
In Preference Shares of Fellow Subsidiary				
Unquoted, Fully Paid Up				
9% Non-Cumulative Redeemable Preference Shares of East West Pipeline Private Limited of ₹ 10 each (₹ 1) (refer Note 33)	50 00 00 000	0.00	50 00 00 000	0.00
In Debentures of Others				
Unquoted, Fully Paid Up (₹ 2)		0.00		0.00
In Limited Liability Partnership (LLP)				
[₹ 33,000 (Previous Year ₹ 33,000)]		0.00		0.00
Total of Investments measured at Fair Value through Profit and Loss		0.00		0.00
B. Investments measured at Cost				
In Associates				
Unquoted, Fully Paid Up				
Redeemable Preference Shares of Jamnagar Utilities & Power Private Limited of ₹ 100 each (refer Note 33)	50 00 00 000	5 000.00	50 00 00 000	5 000.00
6% Optionally Fully Convertible Non-Cumulative Redeemable Preference Shares of Nandanbala Commercials Private Limited of ₹ 10 each (refer Note 33)	59 00 00 000	590.00	47 60 00 000	476.00
Compulsorily Convertible Debentures ("CCDs") of Krama Enterprises Private Limited (CCD-Series I-VI) of ₹ 1,00,000/- each (refer Note 33)	11 46 100	11 461.00	-	-
		17 051.00		5 476.00
Other Investments				
In Jointly Controlled Entities				
Partner's Capital Account				
Amritkalash Commercial LLP		0.05		0.75
Vaijayanti Commercial LLP		0.50		0.50
Drishtimohan Commercial LLP		0.05		0.50
		0.60		1.75
Total of Investments measured at Cost		17 051.60		5 477.75

Notes to Standalone Financial Statements for the year ended 31st March 2023

Particulars	As at 31st March 2023		As at 31st March 2022	
	Shares / Units	Amount	Shares / Units	Amount
(₹ in crore)				
C. Investments measured at Fair Value through Other Comprehensive Income				
Other Investments				
Investments in Units of Infrastructure Investment Trust				
Quoted, Fully Paid Up				
Digital Fibre Infrastructure Trust of ₹ 100 each	27 44 78 574	2 744.79	-	-
Unquoted, Fully Paid Up				
Digital Fibre Infrastructure Trust of ₹ 100 each	-	-	27 44 78 574	2 744.79
Total of Investments measured at Fair Value through Other Comprehensive Income		2 744.79		2 744.79
Total Investments - Non-Current		19 796.39		8 222.54
Aggregate amount of quoted investments		2 744.79		-
Market Value of quoted investments		2 744.79		-
Aggregate amount of unquoted investments		17 051.60		8 222.54
2.1 Category-wise Investments - Non-Current				
Financial assets measured at Fair Value through Profit and Loss			0.00	0.00
Financial assets measured at Cost			17 051.60	5 477.75
Financial assets measured at Fair Value through Other Comprehensive Income			2 744.79	2 744.79
Total Investments - Non-Current			19 796.39	8 222.54
2.2 Investment in Jointly Controlled Entities alongwith proportion of ownership held and country of incorporation is given below :				
Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest		
Amritkalash Commercial LLP	India	5.00%		
Vaijayanti Commercial LLP	India	50.00%		
Drishtimohan Commercial LLP	India	5.00%		
2.3 For Investments given as security - refer Note 17.				
			(₹ in crore)	
		As at	As at	
		31st March 2023	31st March 2022	
3. Loans - Non-Current				
<i>(Unsecured and Considered Good)</i>				
Loans and Advances to Bodies Corporate and Others		21 505.00	20 000.00	
Loans and Advances to employees (Previous Year ₹ 13,500)		0.01	0.00	
Total		21 505.01	20 000.00	
			(₹ in crore)	
		As at	As at	
		31st March 2023	31st March 2022	
4. Other Financial Assets - Non-Current				
Deposits		11.66	10.33	
Total		11.66	10.33	

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
5. Other Non - Current Assets <i>(Unsecured and Considered Good)</i>		
Capital Advances	5.75	5.75
Advance Income Tax (Net of Provision) (refer Note 5.1)	24.35	4.86
Deposits	101.00	101.00
Total	131.10	111.61
	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
5.1 Advance Income Tax (Net of Provision)		
At beginning of the year	4.86	474.03
Charge for the year	(1 114.00)	(1 316.20)
Tax paid (net) during the year	1 133.49	847.03
At the end of the year	24.35	4.86
	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
6. Inventories <i>(valued at lower of cost or net realisable value)</i>		
Construction Materials, Stores, Spares and Consumables	223.17	231.45
Total	223.17	231.45
	(₹ in crore)	
Particulars	As at 31st March 2023	As at 31st March 2022
7. Investments - Current		
Investments measured at Fair Value through Profit and Loss		
In Mutual Fund		
Unquoted	464.67	996.64
In Certificate of Deposit		
Quoted	1 022.41	-
In Bonds		
Quoted, Fully Paid Up	213.06	-
Total Investments - Current	1 700.14	996.64
Aggregate amount of quoted investments	1 235.47	-
Market Value of quoted investments	1 235.47	-
Aggregate amount of unquoted investments	464.67	996.64
7.1 Category-wise Investments - Current		
Financial Assets measured at Fair Value through Profit and Loss	1 700.14	996.64
Total Investments - Current	1 700.14	996.64
7.2 For Investments given as security - refer Note 17.		

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

8. Trade Receivables

(Unsecured and Considered Good)

Trade receivables	358.16	310.49
Total	358.16	310.49

8.1 Trade Receivables ageing schedule as at 31st March 2023:

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables -considered good	335.41	22.57	0.07	-	-	0.11	358.16
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	335.41	22.57	0.07	-	-	0.11	358.16

* includes Unbilled Dues of ₹ 17.85 crore

Trade Receivables ageing schedule as at 31st March 2022:

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	286.13	23.95	0.18	-	-	0.23	310.49
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	286.13	23.95	0.18	-	-	0.23	310.49

* includes Unbilled Dues of ₹ 10.12 crore

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
9. Cash and Cash Equivalents		
Balances with Banks	333.06	206.64
Cheques on hand	1.74	1.11
Cash on hand	0.01	0.01
Cash and Cash Equivalents as per Balance Sheet	334.81	207.76
Cash and Cash Equivalents as per Cash Flow Statement	334.81	207.76

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
10. Other Bank Balances		
Fixed deposits with banks*	3 875.00	527.01
Total	3 875.00	527.01

* includes ₹ Nil (Previous Year ₹ 1.91 crore) under lien and ₹ 900.00 crore (Previous Year ₹ 525.00 crore) towards investments/deposit placed for redemption of debentures.

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
11. Loans - Current		
<i>(Secured and Considered Good)</i>		
Loans and Advances to Other Bodies Corporate and Others*	55.82	55.25
<i>(Unsecured and Considered Good)</i>		
Loans and Advances to Related Party (refer Note 33)	335.75	323.59
Loans and Advances to Other Bodies Corporate and Others	27.79	1 583.79
Loans and Advances to employees (₹ 47,670/-)	0.00	0.02
	363.54	1 907.40
<i>(Unsecured and Considered Doubtful)</i>		
Loans and Advances to Other Bodies Corporate and Others	1.90	1.90
Less: Provision for Doubtful Loans & Advances	(1.90)	(1.90)
	-	-
Total	419.36	1 962.65

* Security creation is under process as per Loan Agreement.

Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties.

	(₹ in crore)	
Type of Borrower	As at 31st March 2023	As at 31st March 2022
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Party	335.75	323.59
Total	335.75	323.59
Total Loan (Non-Current & Current)	21 924.36	21 962.63
Percentage to the total Loans and Advances in the nature of loans	2%	1%

The above loans given to related party are repayable as prescribed in the terms of loans.

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
12. Other Financial Assets - Current		
Interest Receivables	51.38	28.60
Less: Provision for Doubtful Receivables	(1.10)	(1.10)
	<u>50.28</u>	<u>27.50</u>
Deposits	27.60	27.58
Current Account Balances with Jointly Controlled Entities (Net) (refer Note 33)	-	10 085.99
Other Receivables	7.50	-
Total	<u><u>85.38</u></u>	<u><u>10 141.07</u></u>

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
13. Taxation		
Tax Expenses recognised in Statement of Profit and Loss		
Current Tax (Net of Income tax for earlier years)	1 114.00	1 316.20
Deferred Tax	12.66	(22.40)
Tax Expenses recognised in the current year	<u><u>1 126.66</u></u>	<u><u>1 293.80</u></u>

Tax Expenses for the year can be reconciled to the accounting profit as follows:

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
Profit before Tax	2 423.31	3 250.86
Applicable Tax Rate	25.1680%	25.1680%
Computed Tax Expense	609.90	818.18
Tax effect of :		
Expenses disallowed/ considered separately	597.33	361.54
Fair Value Changes	0.00	50.00
Additional allowances (Net of Income tax for earlier years)	(93.23)	86.48
Current Tax Provision (A)	<u><u>1 114.00</u></u>	<u><u>1 316.20</u></u>
Incremental Deferred tax Liability/ (Asset) on account of Property, Plant and Equipment and Intangible Assets	(50.48)	(43.62)
Incremental Deferred tax Liability/ (Asset) on account of Financial Assets and Other Items	63.14	21.22
Deferred tax Provision (B)	<u><u>12.66</u></u>	<u><u>(22.40)</u></u>
Tax Expenses recognised in Statement of Profit and Loss (A+B)	<u><u>1 126.66</u></u>	<u><u>1 293.80</u></u>
Effective Tax Rate	<u><u>46.49%</u></u>	<u><u>39.80%</u></u>

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
14. Other Current Assets		
<i>(Unsecured and Considered Good)</i>		
Balance with Government Authorities etc.	70.15	49.98
Others *	124.95	43.08
Total	195.10	93.06

* includes prepaid expenses, advance to vendors, application money pending allotment and other advances etc.

(₹ in crore)				
As at 31st March 2023			As at 31st March 2022	
	No. of Shares	Amount	No. of Shares	Amount
15. Equity Share Capital				
Authorised Share Capital				
Equity Shares of ₹ 1 each	5000 00 00 000	5 000.00	5000 00 00 000	5 000.00
Preference Shares of ₹ 10 each	250 00 00 000	2 500.00	250 00 00 000	2 500.00
Total		7 500.00		7 500.00
Issued, Subscribed and Paid up Share Capital :				
Equity Shares of ₹ 1 each fully paid up	2475 00 00 000	2 475.00	275 00 00 000	275.00
Total		2 475.00		275.00

15.1 The details of shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% held	No. of Shares	% held
Equity Share :				
Reliance Industries Holding Private Limited (Holding Company along with nominees)	2475 00 00 000	100.00	275 00 00 000	100.00

15.2 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2023	As at 31st March 2022
	No. of Shares	No. of Shares
Equity Share :		
Equity Shares at the beginning of the year	275 00 00 000	275 00 00 000
Add : Issue of Bonus Shares (refer Note 15.3)	2200 00 00 000	-
Equity Shares at the end of the year	2475 00 00 000	275 00 00 000

15.3 The Company has issued and allotted 2200,00,00,000 Equity Shares of ₹ 1 each as fully paid-up bonus equity shares, by capitalising the reserves, to the existing Equity Shareholders on 26th May 2022.

15.4 Rights and Restrictions to Equity Shares

The Equity Shares of the Company, rank pari passu in all respects including voting rights and entitlement to dividend. The holder of the equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Notes to Standalone Financial Statements for the year ended 31st March 2023

15.5 Shareholding of equity shares held by Promoters

As at 31st March 2023

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	275 00 00 000	2200 00 00 000	2475 00 00 000	100%	-

As at 31st March 2022

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	275 00 00 000	-	275 00 00 000	100%	-

(₹ in crore)

As at 31st March 2023 As at 31st March 2022

16. Other Equity

Capital Reserve

As per last Balance Sheet 705.75 705.75

Capital Redemption Reserve

As per last Balance Sheet 4.41 4.41

Less: On issue of Bonus Shares (4.41) -

- 4.41

Securities Premium

As per last Balance Sheet 20 163.06 20 163.06

Less: On issue of Bonus Shares (2 195.59) -

17 967.47 20 163.06

Debentures Redemption Reserve

As per last Balance Sheet 1 750.00 1 439.50

Transferred from Retained Earnings (refer Note 16.2) 166.80 310.50

1 916.80 1 750.00

Retained Earnings

As per last Balance Sheet (3 371.40) (5 017.96)

Profit for the year 1 296.65 1 957.06

Transfer from Other Comprehensive Income 1 276.53 -

Transferred to Debenture Redemption Reserve (166.80) (310.50)

(965.02) (3 371.40)

Other Comprehensive Income (OCI)

As per last Balance Sheet (402.42) (469.65)

Movement in OCI (Net) during the year 4 330.03 67.23

Transfer to Retained Earnings (1 276.53) -

2 651.08 (402.42)

Total **22 276.08** **18 849.40**

Notes to Standalone Financial Statements for the year ended 31st March 2023

16.1 Nature and Purpose of Reserve :

- (a) Capital Reserve (CR) is created pursuant to various Schemes of Amalgamations and / or Arrangements in current / earlier years. The CR will be utilised in accordance with the provisions of the Companies Act, 2013.
- (b) Capital Redemption Reserve (CRR) was created by erstwhile Reliance Property Management Services Private Limited (amalgamated with the Company) against redemption of shares.
- (c) Securities Premium (SP) represents aggregate of :- (i) amount received in excess of face value of shares issued by the Company including in respect of redeemable preference shares to the extent not recognised as borrowings (ii) amount adjusted pursuant to provisions of various Schemes of Amalgamations and / or Arrangements in earlier years and bonus shares during the current year. The balance lying in SP will be utilised in accordance with the provisions of the Companies Act, 2013.
- (d) Debenture Redemption Reserve (DRR) is created pursuant to requirement of Companies Act, 2013 and rules framed thereunder. Balance available in DRR will be transferred to retained earnings / general reserve upon redemption of debentures issued by the Company from time to time.

- 16.2 In terms of the provisions of Section 71 of the Companies Act, 2013 read with Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to create Debenture Redemption Reserve (DRR) of minimum amount of ₹ 1,916.80 crore, over the tenure of the debentures, being 10% of the outstanding value of Debentures i.e. ₹ 19,168.00 crore (Nominal value). The Company has provided for DRR of ₹ 166.80 crore (net) during the year ended 31st March 2023. The cumulative DRR provided so far is ₹ 1,916.80 crore till 31st March 2023.

(₹ in crore)

	As at 31st March 2023		As at 31st March 2022	
	Non-Current	Current	Non-Current	Current
17. Borrowings - Non-Current				
Secured - At amortised cost*				
Non Convertible Debentures	11 955.79	6 000.00	13 974.48	3 498.31
Term Loans :				
From Banks	824.84	74.89	899.73	49.89
From Others	3 400.00	100.00	-	-
Unsecured - At amortised cost				
Cumulative Redeemable Preference Shares	47.00	-	47.00	-
Total	16 227.63	6 174.89	14 921.21	3 548.20

* includes ₹ 44.48 crore (Previous Year ₹ 27.59 crore) as prepaid finance charges.

- 17.1 4,70,00,000 9% Cumulative Redeemable Preference Shares (Series I to V) (CRPS) of face value of ₹ 10/- each fully paid up shall be redeemed at ₹ 10/- per share at any time, at the option of the Company, but not later than 14th October, 2025. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company. The CRPS carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up. The CRPS are non-participating in the surplus funds/ surplus assets and profits, on winding up which may remain after the entire capital has been repaid. The CRPS carry voting rights prescribed under the provisions of the Companies Act, 2013.

The details of Shareholders holding more than 5% shares :

Name of the Shareholders	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% held	No. of Shares	% held
Reliance Industries Holding Private Limited (Holding Company)	4 70 00 000	100.00%	4 70 00 000	100.00%

Notes to Standalone Financial Statements for the year ended 31st March 2023

The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2023 No. of Shares	As at 31st March 2022 No. of Shares
CRPS at the beginning of the year	4 70 00 000	3 76 00 000
CRPS issued during the year	-	94 00 000
CRPS at the end of the year	4 70 00 000	4 70 00 000

Shareholding of 9% Cumulative Redeemable Preference Shares held by Promoters:

As at 31st March 2023

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	4 70 00 000	-	4 70 00 000	100%	-

As at 31st March 2022

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	3 76 00 000	94 00 000	4 70 00 000	100%	25%

17.2 7.90% Secured Redeemable Non Convertible Debentures- PPD 7 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on November 18, 2026. These Non Convertible Debentures are secured by;

- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
- (b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;

17.3 7.95% Secured Redeemable Non Convertible Debentures- PPD 6 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on October 28, 2026. These Non Convertible Debentures are secured by;

- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company;
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
- (b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;

17.4 6.75% Secured Redeemable Non Convertible Debentures- PPD 12 aggregating ₹ 4,000.00 crore (Previous Year ₹ 4,000 crore) are redeemable at par on April 22, 2026. These Non Convertible Debentures are secured by;

- a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company

Notes to Standalone Financial Statements for the year ended 31st March 2023

17.5 Zero Coupon Secured Redeemable Non Convertible Debentures- PPD 13 issued and allotted on 17th March 2023 at discounted price aggregating to ₹ 4,000.00 crore are redeemable at par value aggregating to ₹ 5,168.00 crore on 17th April 2026. The discount aggregating ₹ 1,168.00 crore is being amortised over the tenure of debentures using the Effective Interest Method and cumulative discount amortised till the reporting date has been disclosed under "Other Financial Liabilities - Non-Current" (refer Note 18). These Non Convertible Debentures are secured by;

a pari passu charge by way of hypothecation over;

- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of moveable fixed assets of the Company;
- ii) movable assets consisting of current assets (including current investments), loans & advances and identified investments of the Company.

17.6 7.20% Secured Redeemable Non Convertible Debentures- PPD 11 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on June 16, 2023. These Non Convertible Debentures are secured by;

(a) a pari passu charge by way of hypothecation over;

- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
- ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and

(b) a pari passu charge by way of mortgage on a specific immovable property of the Company.

17.7 8.45% Secured Redeemable Non Convertible Debentures- PPD 5 aggregating ₹ 4,000.00 crore (Previous Year ₹ 4,000.00 crore) are redeemable at par on June 12, 2023. These Non Convertible Debentures are secured by;

(a) a pari passu charge by way of hypothecation over;

- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company;
- ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and

(b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;

17.8 7.65% Secured Redeemable Non Convertible Debentures- PPD 10 aggregating ₹ Nil (Previous Year ₹ 3,500.00 crore) were redeemed at par on March 21, 2023. These debentures were secured by;

(a) a pari passu charge by way of hypothecation over;

- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
- ii) movable assets consisting of current assets (including current investments), loans & advances and identified investments of the Company; and

(b) a pari passu charge by way of mortgage on a specific immovable property of the Company.

17.9 Secured Term Loans aggregating ₹ 4,400.00 crore (Previous Year ₹ 950.00 crore) is repayable between 30th June 2023 and 30th December 2027. These Term Loans are secured by first pari passu charge by way of hypothecation over all the movable (movable fixed assets; identified long term and short term investments, other current assets and loans & advances) assets of the Company, both present and future.

The loans are repayable as under;

Financial Year	2023-24	2024-25	2025-26	2026-27	2027-28
(₹ In crore)*	175.00	200.00	825.00	250.00	2 950.00

* excluding ₹ 0.27 crore as prepaid finance charges

17.10 Out of the funds raised by way of long term loan and issue of debentures during the year, proceeds aggregating to ₹ 4,000.00 crore pending utilisation as at 31st March 2023, are temporarily invested in Mutual Funds, Certificate of Deposit and Bank Fixed Deposits in accordance with the terms of the loan.

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
18. Other Financial Liabilities - Non-Current		
Security Deposits from a Related Party (refer Note 33)	690.19	634.70
Fair Value of Derivative Instruments - Payable	622.68	604.29
Amortised discount on debentures	14.18	-
Total	1 327.05	1 238.99

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
19. Deferred Tax Liabilities (Net)		
The movement on the deferred tax account is as follows:		
At the start of the year	347.26	347.04
Charge / (Credit) to Statement of Profit and Loss (refer Note 13)	12.66	(22.40)
Charge / (Credit) to Other Comprehensive Income	1 027.02	22.62
At the end of year	1 386.94	347.26

Component of Deferred tax Liabilities / (Assets) (Net)

	As at 31st March 2022	Charge / (Credit) to Statement of Profit and Loss	Other Comprehensive Income	As at 31st March 2023
Deferred tax Liabilities / (Assets) (Net) in relation to:				
Property, Plant and Equipment	336.04	(50.48)	1 085.86	1 371.42
Financial Instruments	115.91	49.15	(58.87)	106.19
Other Liabilities	(104.52)	13.97	-	(90.55)
Provisions	(0.17)	0.02	0.03	(0.12)
Total	347.26	12.66	1 027.02	1 386.94

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
20. Other Non - Current Liabilities		
Security Deposits considered as Income received in Advance from a Related Party (refer Note 33)	299.29	359.81
Total	299.29	359.81

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
21. Borrowings - Current		
Secured - At amortised cost		
Current maturities of Borrowings - Non Current (refer Note 17 for other details)	6 174.89	3 548.20
Unsecured - At amortised cost		
From Others		
Commercial Paper (refer Note 21.1)	3 765.47	4 948.36
Total	9 940.36	8 496.56

21.1 Maximum amount outstanding at any time during the year was ₹ 4,983.49 crore (Previous Year ₹ 5,413.29 crore).

21.2 Refer note 38B (iii) for maturity profile.

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
22. Trade Payables Due to		
Micro and Small Enterprises (refer Note 22.1)	4.60	5.03
Other than Micro and Small Enterprises	101.81	81.97
Total	106.41	87.00

22.1 There are no overdue amounts to Micro, Small and Medium Enterprises as at 31st March 2023 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

	(₹ in crore)	
Particulars	As at 31st March 2023	As at 31st March 2022
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes to Standalone Financial Statements for the year ended 31st March 2023

22.2 Trade Payables Ageing as at 31st March 2023:

(₹ in crore)

Particulars		Outstanding for following periods from due date of payment					Total
		Not Due	< 1 year	1-2 years	2-3 years	> 3 years	
(i)	MSME	7.14	-	-	-	-	7.14
(ii)	Others	77.27	10.83	3.59	2.84	4.74	99.27
(iii)	Disputed dues- MSME	-	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-	-
	Total	84.41	10.83	3.59	2.84	4.74	106.41

Trade Payables Ageing as at 31st March 2022:

(₹ in crore)

Particulars		Outstanding for following periods from due date of payment					Total
		Not Due	< 1 year	1-2 years	2-3 years	> 3 years	
(i)	MSME	8.65	-	-	-	-	8.65
(ii)	Others	59.51	9.72	3.35	2.79	2.98	78.35
(iii)	Disputed dues- MSME	-	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-	-
	Total	68.16	9.72	3.35	2.79	2.98	87.00

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

23. Other Financial Liabilities - Current

Interest Accrued but Not Due on Borrowings	765.33	776.34
Creditors for Capital Expenditure*	4.67	49.38
Fair Value of Derivative Instruments - Payable	530.43	184.11
Other Financial Liabilities	-	3.98
Total	1 300.43	1 013.81

* includes dues of Micro and Small Enterprises of ₹ 0.01 crore (Previous Year ₹ Nil) (refer Note 22.1)

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

24. Other Current Liabilities

Security Deposits	2.37	0.19
Security Deposits considered as Income received in Advance from a Related Party (refer Note 33)	60.52	55.49
Other Current Liabilities*	42.34	45.62
Total	105.23	101.30

* includes statutory dues, employee related liabilities and advances from customers etc.

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
25. Provisions - Current		
Provisions for Superannuation & Leave Encashment	0.46	0.66
Total	0.46	0.66
	(₹ in crore)	
	2022-23	2021-22
26. Revenue from Operations:		
Sale of Services		
Port Infrastructure Facilities	4 626.38	4 136.48
Infrastructure Facilities in SEZ	5.99	2.89
Construction, Engineering and Equipment Hiring	251.02	167.59
	4 883.39	4 306.96
Sale of Traded Goods (₹ 21,926/-)	0.00	2.66
	4 883.39	4 309.62
Less: GST Recovered	301.62	274.99
Total Operating Revenue	4 581.77	4 034.63
Other Operating Revenue	0.42	1.14
Total	4 582.19	4 035.77
	(₹ in crore)	
	2022-23	2021-22
27. Other Income:		
Interest from		
Financial Assets carried at Amortised Cost	2 662.43	2 594.33
Investments at FVTOCI	267.45	239.31
Investments at FVTPL	0.12	-
Others	1.10	9.59
	2 931.10	2 843.23
Net Gain on Financial Assets		
Gain on Sale/ Transfer of Investments (Net)	70.75	191.10
Changes in Fair Value of Financial Assets (Net)	17.65	17.66
Income on Derivative Transactions (Net)	-	65.65
	88.40	274.41
Net Gain on Foreign Currency Transactions and Translation	21.57	12.57
Gain on Sale/ Disposal of Property, Plant and Equipment	0.06	-
Other Non Operating Income	4.89	1.57
	26.52	14.14
Total	3 046.02	3 131.78

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	2022-23	2021-22
28. Employee Benefits Expense		
Salaries and Wages	30.30	25.71
Contribution to Provident and Other Funds	1.72	1.68
Staff Welfare Expenses	35.75	39.94
Total	67.77	67.33

28.1 As per Indian Accounting Standard 19 “Employee Benefits”, the disclosures as defined are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

	(₹ in crore)	
Particulars	2022-23	2021-22
Employer’s Contribution to Provident Fund	0.84	0.78
Employer’s Contribution to Superannuation Fund	0.31	0.29
Employer’s Contribution to Pension Scheme	0.45	0.43

The Company’s Provident Fund is exempted under Section 17 of Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.

Defined Benefit Plan

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

	(₹ in crore)	
	Gratuity (Funded)	
	2022-23	2021-22
Defined Benefit Obligation at beginning of the year	3.01	4.07
Current Service Cost	0.27	0.27
Interest Cost	0.21	0.28
Liability Transferred Out/ Divestments	-	(0.65)
Actuarial (Gain) / Loss	(0.05)	(0.29)
Benefits paid	(0.06)	(0.67)
Defined Benefit Obligation at year end	3.38	3.01

II) Reconciliation of opening and closing balances of fair value of Plan Assets

	(₹ in crore)	
	Gratuity (Funded)	
	2022-23	2021-22
Fair value of Plan Assets at beginning of the year	5.01	5.28
Expected Return on Plan Assets	0.36	0.37
Assets Transferred Out/ Divestments	-	(0.65)
Return on Plan Assets	0.05	0.01
Fair value of Plan Assets at year end	5.42	5.01

Notes to Standalone Financial Statements for the year ended 31st March 2023

III) Reconciliation of fair value of Assets and Obligations

	(₹ in crore)	
	Gratuity (Funded)	
	As at	As at
	31st March 2023	31st March 2022
Fair value of Plan Assets	5.42	5.01
Present value of Obligation	3.38	3.01
Amount recognised in Balance Sheet [Surplus/(Deficit)]	2.04	2.00

IV) Expenses recognised during the year

	(₹ in crore)	
	Gratuity (Funded)	
	2022-23	2021-22
In Income Statement		
Current Service Cost	0.27	0.27
Interest Cost	0.21	0.28
Expected Return on Plan Assets	(0.36)	(0.37)
Net Cost	0.12	0.18
In Other Comprehensive Income		
Actuarial (Gain) / Loss	(0.05)	(0.29)
Return on Plan Assets	(0.05)	(0.01)
Net (Income) / Expense For the year Recognised in OCI	(0.10)	(0.30)

V) Investment Details

	Gratuity (Funded)			
	As at 31st March 2023		As at 31st March 2022	
	(₹ in crore)	% Invested	(₹ in crore)	% Invested
Insurance Policies	5.42	100	5.01	100

VI) Actuarial assumptions

	Gratuity (Funded)	
	2022-23	2021-22
	2012-14	2012-14
	(Ultimate)	(Ultimate)
Discount Rate (per annum)	7.60%	7.09%
Expected Return on Plan Assets (per annum)	7.60%	7.09%
Rate of escalation in Salary (per annum)	6.00%	6.00%
Rate of employee turnover (per annum)	3.00%	2.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Notes to Standalone Financial Statements for the year ended 31st March 2023

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for Plan Assets Management.

VII) The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2022-23.

VIII) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below :

Particulars	(₹ in crore)			
	As at 31st March 2023		As at 31st March 2022	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (delta effect of +/- 0.5%)	0.09	0.09	0.10	0.10
Change in rate of salary increase (delta effect of +/- 0.5%)	0.09	0.09	0.10	0.11
Change in rate of employee turnover (delta effect of +/- 0.5%)	0.01	0.01	0.01	0.00

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

Investment Risk :- The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest Risk :- A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity Risk :- The present value of the defined benefit plan liability is calculated with reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk :- The present value of the defined plan liability is calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

	(₹ in crore)	
	2022-23	2021-22
29. Finance Costs:		
Interest Costs* (refer Note 29.1)	1 792.36	2 153.60
Other Borrowing Costs	11.59	11.37
Total	1 803.95	2 164.97

29.1 During the previous year, the Company had redeemed 94,00,000 Series 1 & 2 10% Non-Cumulative Redeemable Preference Shares of face value of ₹ 10 each at a premium of ₹ 990/- per share aggregating to ₹ 940.00 crore. Amount of ₹ 410.70 crore, net off pro-rata amount already provided out of profits of earlier years, was recognised as Interest Cost.

* includes Interest on Lease Liabilities ₹ 0.51 crore (Previous Year ₹ 0.00 crore).

	(₹ in crore)	
	2022-23	2021-22
30. Depreciation and Amortisation Expense		
Depreciation and Amortisations (refer Note 1)	1 737.42	485.86
Total	1 737.42	485.86

Notes to Standalone Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	2022-23	2021-22
31. Other Expenses		
Port Infrastructure related Expenses	430.81	383.22
Contracts payments	90.63	80.53
Construction Materials, Stores, Spares and Consumables Consumed	294.95	235.00
Hire Charges	75.24	35.41
Repairs to Plant and Machinery	57.58	40.40
Legal and Professional Fees	85.83	45.94
Insurance	20.92	18.56
Rent	86.12	98.93
Rates and Taxes	2.82	2.98
Repairs to Buildings	0.33	0.46
Repairs to Others	103.85	101.83
Payment to Auditors (refer Note 31.1)	0.86	0.63
Travelling Expenses	75.81	49.92
General Expenses	76.00	64.07
Corporate Social Responsibility Expenditure / Charity and Donations (refer Note 31.2)	43.72	39.72
Bad debts write off	-	0.05
Loss on Derivative Transactions (net)	148.75	-
Loss on Sale / Disposal of Property, Plant and Equipment	1.54	0.88
Total	1 595.76	1 198.53
	(₹ in crore)	
	2022-23	2021-22
31.1 Payment to Auditors as :		
Statutory Audit Fees	0.65	0.58
Tax Audit Fees	0.20	-
Certification Fee	0.01	0.05
Total	0.86	0.63
31.2 Corporate Social Responsibility Expenditure (CSR) :	(₹ in crore)	
	2022-23	2021-22
(a) Gross amount required to be spent by the Company during the year.	42.31	39.70
(b) Amount spent during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) Amount of expenditure incurred on purposes other than (i) above are given as under:		
Health Care	19.35	39.72
Education	24.37	-
Total (b)	43.72	39.72
(c) Shortfall at the end of the year	-	-
(d) Total of previous year default	-	-
(e) Details of related party transactions	-	-
(f) Provision movement during the year:		
Opening Balance	-	-
Amount spent during the year	43.72	39.72
Amount required to be spent during the year	(42.31)	(39.70)
Closing Balance (Excess Spent)	1.41	0.02

The Company did not set off any excess CSR amount spent during the year 2021-22 against current year's obligation. The Company will be setting off the excess amount of ₹ 1.41 crore spent during the year 2022-23 against the next year CSR obligation.

Notes to Standalone Financial Statements for the year ended 31st March 2023

	2022-23	2021-22
32. Earnings Per Share (EPS)		
i) Net Profit after Tax as per Statement of Profit and Loss (₹ in crore)	1 296.65	1 957.06
Less :- Dividend on 9% Cumulative Redeemable Preference Shares (CRPS)	4.23	3.67
Net Profit attributable to Equity Shareholders (₹ in crore) (Used as Numerator for calculation)	1 292.42	1 953.39
ii) Weighted Average number of Equity Shares (Used as Denominator for calculation)*	2475 00 00 000	2475 00 00 000
iii) Basic and Diluted Earnings Per Share of ₹ 1/- each (In Rupees)	0.52	0.79

* Weighted Average number of Equity Shares are arrived at after considering the bonus shares issued during the year.

33. As per Ind AS 24, the disclosures of transactions with the related parties are given below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships :

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Holding Private Limited	Holding Company
2	Kankhal Trading LLP	Entity over which Holding Company is having control
3	East West Pipeline Private Limited	Fellow Subsidiary
4	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate
5	Nandanbala Commercials Private Limited	Associate (from 11th March 2022)
6	Krama Enterprises Private Limited	Fellow Subsidiary & Associate (from 21st March 2023)
7	Reliance Industries Limited	Entity having significant influence
8	Amritkalash Commercial LLP	Jointly Controlled Entity
9	Drishtimohan Commercial LLP	Jointly Controlled Entity
10	Vaijayanti Commercial LLP	Jointly Controlled Entity
11	Shri M Sundar	Key Managerial Personnel (up to 31st December 2022)
12	Shri Suresh Subramaniam	Key Managerial Personnel (from 14th February 2023)
13	Shri Ritesh Shiyal	Key Managerial Personnel
14	Ms. Mohana V	Key Managerial Personnel (up to 31st March 2022)
15	Ms. Forum Sheth	Key Managerial Personnel (from 1st April 2022)
16	Sikka Ports & Terminals Limited Employees Provident Fund	Post Employment Benefits Plan
17	Sikka Ports & Terminals Limited Employees Superannuation Scheme	Post Employment Benefits Plan
18	Sikka Ports & Terminals Limited Employees Gratuity Fund	Post Employment Benefits Plan

Notes to Standalone Financial Statements for the year ended 31st March 2023

(ii) Transactions during the year with Related Parties :

(₹ in crore)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Holding Company	Entity over which Holding Company is having control	Entity having significant influence / Jointly Controlled Entity	Fellow Subsidiary & Associate	Key Managerial Personnel	Post Employment Benefits Plan	Total
1	Issue of Bonus Shares	2 200.00	-	-	-	-	-	2 200.00
		-	-	-	-	-	-	-
2	Proceeds from Borrowings - Cumulative Redeemable Preference Shares	-	-	-	-	-	-	-
		9.40	-	-	-	-	-	9.40
3	Repayment of Borrowings - Non-Cumulative Redeemable Preference shares (including premium)	-	-	-	-	-	-	-
		380.00	560.00	-	-	-	-	940.00
4	Purchase / Subscription of Investments	-	-	(1.15)	11 575.00	-	-	11 573.85
		-	-	1.00	476.00	-	-	477.00
5	Current Account Contribution in Jointly Controlled Entities (Net)	-	-	(10 085.99)	-	-	-	(10 085.99)
		-	-	8 822.04	-	-	-	8 822.04
6	Loans and advances given / (returned) [Net]	-	-	-	12.16	-	-	12.16
		-	-	-	(332.94)	-	-	(332.94)
7	Sale of Services	-	-	3 901.36	23.78	-	-	3 925.14
		-	-	3 548.61	1.55	-	-	3 550.16
8	Billing for Professional on Deputation	-	-	-	0.02	-	-	0.02
		0.74	-	-	0.42	-	-	1.16
9	Sale of Traded Goods / Scrap (₹ 20,092)	-	-	0.00	-	-	-	0.00
		-	-	0.04	-	-	-	0.04
10	Lease Rent Expenses [₹ 2,000 (Previous Year ₹ 2,000)]	-	-	0.00	-	-	-	0.00
		-	-	0.00	-	-	-	0.00
11	Purchase including Construction Material, Stores, Spares and Consumables	-	-	0.04	-	-	-	0.04
		-	-	2.77	-	-	-	2.77
12	Payment to Key Managerial Personnel	-	-	-	-	1.34	-	1.34
		-	-	-	-	1.99	-	1.99
13	Other Expenses	-	-	0.69	-	-	-	0.69
		-	-	0.96	-	-	-	0.96
14	Employee Benefits Expense	-	-	-	-	-	2.69	2.69
		-	-	-	-	-	2.56	2.56

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Holding Company	Entity over which Holding Company is having control	Entity having significant influence / Jointly Controlled Entity	Fellow Subsidiary & Associate	Key Managerial Personnel	Post Employment Benefits Plan	Total
(iii) Balances as at 31st March 2023								
1	Equity Share Capital	2 475.00	-	-	-	-	-	2 475.00
		<i>275.00</i>	-	-	-	-	-	<i>275.00</i>
2	Borrowings - Cumulative Redeemable Preference shares	47.00	-	-	-	-	-	47.00
		<i>47.00</i>	-	-	-	-	-	<i>47.00</i>
3	Investments (refer Note 2)	-	-	0.60	17 051.00	-	-	17 051.60
		-	-	<i>1.75</i>	<i>5 476.00</i>	-	-	<i>5 477.75</i>
4	Current Account Balances with Jointly Controlled Entities (Net)	-	-	-	-	-	-	-
		-	-	<i>10 085.99</i>	-	-	-	<i>10 085.99</i>
5	Trade Receivable	-	-	293.29	3.40	-	-	296.69
		-	-	<i>292.00</i>	<i>1.27</i>	-	-	<i>293.27</i>
6	Trade Payable	-	-	0.20	-	-	-	0.20
		-	-	<i>0.52</i>	-	<i>0.07</i>	-	<i>0.59</i>
7	Security Deposits taken	-	-	690.19	-	-	-	690.19
		-	-	<i>634.70</i>	-	-	-	<i>634.70</i>
8	Security Deposits considered as Income received in Advance	-	-	359.81	-	-	-	359.81
		-	-	<i>415.30</i>	-	-	-	<i>415.30</i>
9	Loans and Advances given	-	-	-	335.75	-	-	335.75
		-	-	-	<i>323.59</i>	-	-	<i>323.59</i>

Note:- Figures in italics represent Previous Year's amounts.

Disclosure of material Related Party transactions (in respect of the parties and for the period during which the relationship exists) :

(₹ in crore)

Sr. No.	Particulars	Relationship	2022-23	2021-22
1.	Issue of Bonus Shares			
	Reliance Industries Holding Private Limited	Holding Company	2 200.00	-
2.	Proceeds from Borrowings - Cumulative Redeemable Preference Shares			
	Reliance Industries Holding Private Limited	Holding Company	-	9.40
3.	Repayment of Borrowings - Non-Cumulative Redeemable Preference shares (including premium)			
	Reliance Industries Holding Private Limited	Holding Company	-	380.00
	Kankhal Trading LLP	Entity over which Holding Company is having control	-	560.00
4.	Purchase / Subscription of Investments			
	Nandanbala Commercials Private Limited	Associate	114.00	476.00

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

Sr. No.	Particulars	Relationship	2022-23	2021-22
	Krama Enterprises Private Limited	Associate	11 461.00	-
	Amritkalash Commercial LLP	Jointly Controlled Entity	(0.70)	-
	Vaijayanti Commercial LLP	Jointly Controlled Entity	-	0.50
	Drishtimohan Commercial LLP	Jointly Controlled Entity	(0.45)	0.50
5.	Current Account Contribution in Jointly Controlled Entities (Net)			
	Amritkalash Commercial LLP	Jointly Controlled Entity	(1 286.13)	22.18
	Drishtimohan Commercial LLP	Jointly Controlled Entity	(8 799.86)	8 799.86
6.	Loans and advances given / (returned) [Net]			
	East West Pipeline Private Limited	Fellow Subsidiary	12.16	15.65
	Nandanbala Commercials Private Limited	Associate	-	(348.59)
7.	Sale of Services			
	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate	1.39	1.55
	Nandanbala Commercials Private Limited	Associate	22.39	-
	Reliance Industries Limited	Entity having significant influence	3 901.36	3 548.61
8.	Billing for Professional on Deputation			
	Reliance Industries Holding Private Limited	Holding Company	-	0.74
	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate	0.02	0.42
9.	Sale of Traded Goods / Scrap			
	Reliance Industries Limited (₹ 20,092)	Entity having significant influence	0.00	0.04
10.	Lease Rent Expenses			
	Reliance Industries Limited [(₹ 2,000) (Previous Year ₹ 2,000)]	Entity having significant influence	0.00	0.00
11.	Purchase including Construction Material, Stores, Spares and Consumables			
	Reliance Industries Limited	Entity having significant influence	0.04	2.77
12.	Payment to Key Managerial Personnel			
	Shri M Sundar*	Key Managerial Personnel	0.30	0.59
	Shri Suresh Subramaniam	Key Managerial Personnel	0.04	-
	Shri Ritesh Shiyal	Key Managerial Personnel	0.83	0.68
	Ms. Mohana V	Key Managerial Personnel	-	0.72
	Ms. Forum Sheth	Key Managerial Personnel	0.17	-
13.	Other Expenses			
	Reliance Industries Limited	Entity having significant influence	0.69	0.96
14.	Employee Benefits Expense			
	Sikka Ports & Terminals Limited Employees Provident Fund	Post Employment Benefits Plan	2.38	2.27
	Sikka Ports & Terminals Limited Employees Superannuation Scheme	Post Employment Benefits Plan	0.31	0.29

* Net off of Billing to Holding Company in previous year.

Notes to Standalone Financial Statements for the year ended 31st March 2023

Balances as at 31st March 2023

(₹ in crore)

Sr. No.	Particulars	Relationship	As at 31st March 2023	As at 31st March 2022
1.	Security Deposits Taken*			
	Reliance Industries Limited	Entity having significant influence	690.19	634.70
2.	Security Deposits considered as Income received in Advance*			
	Reliance Industries Limited	Entity having significant influence	359.81	415.30
3.	Loans - Current			
	East West Pipeline Private Limited	Fellow Subsidiary	335.75	323.59

* received pursuant to the agreement and will remain valid till the period of the agreement.

All related party contracts / arrangements have been entered on arms' length basis.

33.1 Compensation of Key Managerial Personnel

The remuneration of key managerial personnel during the year was as follows:

(₹ in crore)

	2022-23	2021-22
(i) Short-Term Benefits	1.23	1.97
(ii) Post Employment Benefits	0.11	0.02
(iii) Other Long Term Benefits	-	-
(iv) Share Based Payments	-	-
(v) Termination Benefits	-	-
Total	1.34	1.99

34. Segment Information

The Company's operating segments are identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems established for evaluation by the Board of Directors of the Company (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance.

The Company has two principal operating and reporting segment i.e. Port Infrastructure and Investments.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting :

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax related items and other Assets and Liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(i) Primary Segment Information :

(₹ in crore)

Sr. No.	Particulars	Port Infrastructure		Investment		Others		Unallocable		Total	
		2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
1	Segment Revenue										
	Sales and Service Income	4 626.38	4 136.52	-	-	257.01	173.10	-	-	4 883.39	4 309.62
	Gross Revenue	4 626.38	4 136.52	-	-	257.01	173.10	-	-	4 883.39	4 309.62
	Less: GST Recovered	266.57	251.84	-	-	35.05	23.15	-	-	301.62	274.99
	Add:- Other Operating Revenue	0.00	0.00	-	-	0.42	1.14	-	-	0.42	1.14

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

Sr. No.	Particulars	Port Infrastructure		Investment		Others		Unallocable		Total	
		2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
	Revenue from Operations*	4 359.81	3 884.68	-	-	222.38	151.09	-	-	4 582.19	4 035.77
	Add:- Interest Income	-	-	2 929.97	2 833.61	1.12	0.02	0.01	9.60	2 931.10	2 843.23
	Add:- Other Income	22.36	13.64	88.40	208.67	0.30	0.05	3.86	66.19	114.92	288.55
	Total Income	4 382.17	3 898.32	3 018.37	3 042.28	223.80	151.16	3.87	75.79	7 628.21	7 167.55
2	Segment Result before Interest and Taxes	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(298.88)	(50.70)	4 227.26	5 415.83
	Less:- Finance Costs	-	-	-	-	-	-	1 803.95	2 164.97	1 803.95	2 164.97
	Profit before Tax	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(2 102.83)	(2 215.67)	2 423.31	3 250.86
	Current Tax	-	-	-	-	-	-	1 114.00	1 316.20	1 114.00	1 316.20
	Deferred Tax	-	-	-	-	-	-	12.66	(22.40)	12.66	(22.40)
	Profit after Tax	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(3 229.49)	(3 509.47)	1 296.65	1 957.06
3	Other Information										
	Segment Assets	6 918.60	3 117.76	47 371.16	41 822.31	515.76	268.70	646.45	482.23	55 451.97	45 691.00
	Segment Liabilities	1 144.83	1 193.67	-	-	41.03	28.36	29 515.03	25 344.57	30 700.89	26 566.60
	Capital Expenditure	21.86	91.68	-	-	17.69	-	48.88	113.10	88.43	204.78
	Depreciation and Amortisation Expenses	1 525.29	420.75	-	-	166.25	28.00	45.88	37.11	1 737.42	485.86

* includes ₹ 3,901.36 crore (Previous Year ₹ 3,548.65 crore) derived from Reliance Industries Limited.

The reporting Segment is further described below :

- The Port Infrastructure segment includes operations related to evacuation of petroleum products and crude at port and infrastructure facilities at Jamnagar.
- The Investments segment representing investments, loans and advances and related financing activities.
- The businesses, which were not reportable segment during the year, have been grouped under “Others” segment. This mainly comprises of operations related to Construction & Engineering Services , Project Management Services, Plant and Equipment Hiring and Provision of Infrastructure Facilities as Co-Developer in Special Economic Zone.

(ii) **Secondary Segment Information (Geographical):**

Since the operations of the Company are predominantly conducted within India hence there are no separate reportable geographical segment.

35. Contingent Liabilities And Commitments

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
(I) Contingent Liabilities (to the extent not provided for)		
(a) Claims against the Company / disputed liabilities not acknowledged as debts *	60.18	62.33
(b) Performance Guarantee	9.33	11.41
* The Company has been advised that the claims are likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for in respect of Others	5.57	8.07
(b) Dividend to be paid on 9% Cumulative Redeemable Preference Shares (CRPS) being 4,70,00,000 (4,70,00,000) shares of face value of ₹ 10/- each	12.86	8.63

Notes to Standalone Financial Statements for the year ended 31st March 2023

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

36. Lease Disclosures

Lease Liabilities – Maturity Analysis

Particulars

Not later than 1 year	3.93	-
Later than 1 year and not later than 5 years	3.16	-
Total	7.09	-

37. Capital Management

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

- Maintain financial strength to ensure AAA ratings.
- Diversify sources of financing and spread the maturity across tenure buckets in order to manage liquidity risk.
- Proactively manage exposure in forex and interest to mitigate risk to earnings.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The net gearing ratio at end of the reporting period was as follows :

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
Gross Debt	26 167.99	23 417.77
Cash and Marketable Securities*	5 909.95	1 729.40
Net Debt (A)	20 258.04	21 688.37
Total Equity (As per Balance Sheet) (B)	24 751.08	19 124.40
Net Gearing (A/B)	0.82	1.13

* Cash and Marketable Securities include cash and cash equivalents of ₹ 334.81 crore (Previous Year ₹ 207.76 crore), Fixed Deposit with Banks of ₹ 3,875.00 crore (Previous Year ₹ 525.00 crore) and Current Investments of ₹ 1,700.14 crore (Previous Year ₹ 996.64 crore).

38. Financial Instruments

A. Fair Value Measurement Hierarchy:

(₹ in crore)								
Particulars	As at 31st March 2023				As at 31st March 2022			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
At Amortised Cost								
Trade Receivables	358.16	-	-	-	310.49	-	-	-
Cash and Cash Equivalents	334.81	-	-	-	207.76	-	-	-
Other Bank Balances	3 875.00	-	-	-	527.01	-	-	-
Loans	21 924.37	-	-	-	21 962.65	-	-	-
Other Financial Assets	97.04	-	-	-	10 151.40	-	-	-

Notes to Standalone Financial Statements for the year ended 31st March 2023

Particulars	(₹ in crore)							
	As at 31st March 2023				As at 31st March 2022			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
At FVTPL								
Investments* (Level 3 ₹ 33,003/-)	1 700.14	1 235.47	464.67	0.00	996.64	-	996.64	0.00
At FVTOCI								
Investments	2 744.79	2 744.79	-	-	2 744.79	-	2 744.79	-
Financial Liabilities								
At Amortised Cost								
Borrowings	26 167.99	-	-	-	23 417.77	-	-	-
Lease Liabilities	7.09	-	-	-	-	-	-	-
Trade Payables	106.41	-	-	-	87.00	-	-	-
Other Financial Liabilities	1 474.37	-	-	-	1 464.40	-	-	-
At FVTOCI								
Financial Derivatives	1 153.11	-	1 153.11	-	788.40	-	788.40	-

* Exclude Investments measured at cost (refer Note 2.1).

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below :

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs based on unobservable market data.

Valuation Methodology

All Financial Instruments are initially recognized and subsequently re-measured at fair value as described below :

- The fair value of investment in Units of Infrastructure Investment Trusts, Fixed Maturity Plan, Mutual Funds, Bonds and Certificates of Deposit is measured at quoted price or NAV.
- The fair value of Forward Foreign Exchange contracts and Currency Swaps is determined using forward exchange rates and yield curves at the balance sheet date.
- The fair value for level 3 instruments is valued using inputs based on information about market participants assumptions and other data that are available.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis or other suitable valuation model.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.
- Fair values of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, borrowings, trade payables and other financial liabilities are approximate at their carrying amounts.

B. Financial Risk Management

The different types of risks the Company is exposed to are market risk, credit risk and liquidity risk. The Company uses derivative financial instruments such as forwards, options and currency swap contracts to minimise any adverse effect on its financial performance. All such activities are undertaken within an approved Risk Management Policy framework.

i) Market Risk

a) Foreign Currency Risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

Notes to Standalone Financial Statements for the year ended 31st March 2023

The following table shows foreign currency exposures in USD, EUR and GBP on financial instruments at the end of the reporting period. The exposure to foreign currency for all other currencies are not material.

Foreign Currency Exposure (₹ in crore)

Particulars	As at 31st March 2023			As at 31st March 2022		
	USD	EUR	GBP	USD	EUR	GBP
Trade and Other Payables	6.95	1.86	0.65	45.53	1.27	3.74
Trade and Other Receivables	(580.46)	-	(2.83)	(375.16)	(0.67)	(2.81)
Derivatives						
Currency Swap (Nominal Value)	6 323.38	-	-	7 641.07	-	-
Net Exposure	5 749.87	1.86	(2.18)	7 311.44	0.60	0.93

The net exposures includes natural hedges in the form of future foreign currency earnings and earnings linked to foreign currency for which the Company follows hedge accounting (refer Note 38C).

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net of hedges

Foreign Currency Sensitivity (₹ in crore)

Particulars	As at 31st March 2023			As at 31st March 2022		
	USD	EUR	GBP	USD	EUR	GBP
1% Depreciation in INR						
Impact on Equity	(46.89)	-	-	(60.21)	-	-
Impact on P&L	(10.60)	(0.02)	0.02	(12.90)	(0.01)	(0.01)
Total	(57.49)	(0.02)	0.02	(73.11)	(0.01)	(0.01)
1% Appreciation in INR						
Impact on Equity	46.89	-	-	60.21	-	-
Impact on P&L	10.60	0.02	(0.02)	12.90	0.01	0.01
Total	57.49	0.02	(0.02)	73.11	0.01	0.01

b) Interest Rate Risk

The exposure of the Company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows:

Interest Rate Exposure (₹ in crore)

Particulars	As at 31st March 2023	As at 31st March 2022
Borrowings		
Non-Current - Floating (includes Current Maturities)	4 399.73	949.62
Non-Current - Fixed (includes Current Maturities)	18 002.79	17 519.79
Current - Fixed	3 765.47	4 948.36
Total	26 167.99	23 417.77
Derivatives (Nominal Value)		
Currency Swap-Floating	2 018.58	2 238.77
Currency Swap-Fixed	4 304.80	5 402.30
Total	6 323.38	7 641.07

Notes to Standalone Financial Statements for the year ended 31st March 2023

Impact on Interest Expenses for the year on 1% change in Interest rate

Interest rate Sensitivity

(₹ in crore)

Particulars	As at 31st March 2023		As at 31st March 2022	
	Up Move	Down Move	Up Move	Down Move
Impact on P&L	(64.18)	64.18	(31.88)	31.88
Total	(64.18)	64.18	(31.88)	31.88

ii) Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the Company. Credit risk arises from Company's activities in investments, dealing in derivatives and receivables from customers. A significant portion of service revenue of the Company is derived from a single customer enjoying highest credit rating. Apart from this, Company ensures that services / sales to other customers are having appropriate creditworthiness. The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk is actively managed through security deposits, Letters of Credit, bank and corporate guarantees and advance payments.

iii) Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The Company maintains sufficient stock of cash, marketable securities and committed credit facilities. The Company accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the Company's cash flow position and ensures that the Company is able to meet its financial obligation at all times including contingencies.

The Company's liquidity is managed centrally with operating units forecasting their cash and liquidity requirements. Treasury pools the cash surpluses from across the different operating units and then arranges to either fund the net deficit or invest the net surplus in the market.

Maturity Profile as on 31st March 2023

(₹ in crore)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	3-5 Years	Above 5 Years	Total
Borrowings							
Non-Current*	6 075.00	25.00	75.00	1 072.00	15 200.00	-	22 447.00
Current#	3 800.00	-	-	-	-	-	3 800.00
Total Borrowings	9 875.00	25.00	75.00	1 072.00	15 200.00	-	26 247.00
Derivative Liabilities							
Currency Swap	160.13	96.53	273.77	527.75	94.93	-	1 153.11
Total Derivative Liabilities	160.13	96.53	273.77	527.75	94.93	-	1 153.11

* excluding ₹ 44.48 crore as prepaid finance charges.

including ₹ 34.53 crore of Commercial Paper discount

Maturity Profile as on 31st March 2022

(₹ in crore)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	3-5 Years	Above 5 Years	Total
Borrowings							
Non-Current*	-	12.50	3 537.50	6 175.00	8 772.00	-	18 497.00
Current#	4 425.00	575.00	-	-	-	-	5 000.00
Total Borrowings	4 425.00	587.50	3 537.50	6 175.00	8 772.00	-	23 497.00
Derivative Liabilities							
Currency Swap	47.77	46.77	89.57	448.95	155.34	-	788.40
Total Derivative Liabilities	47.77	46.77	89.57	448.95	155.34	-	788.40

* excluding ₹ 27.59 crore as prepaid finance charges

including ₹ 51.64 crore of Commercial Paper discount

Notes to Standalone Financial Statements for the year ended 31st March 2023

C. Hedge Accounting

The Company's business objective includes safe-guarding its earnings and foreign currency liabilities against adverse price movements of foreign exchange rates. The Company has adopted a structured risk management policy to hedge all this risk within an acceptable risk limit and an approved hedge accounting framework which allows for Cash Flow hedges. Hedging instruments include forward and options as well as non derivative instruments to achieve this objective. The table below shows the position of hedging instruments and hedged items as of the balance sheet date.

Disclosure of effects of Hedge Accounting

(i) Cash Flow Hedge

Hedging Instrument

(₹ in crore)

Type of Hedge and Risks	Nominal	Carrying Amount		Changes	Hedge	Line Item in Balance Sheet
	Value	Assets	Liabilities	in FV	Maturity Date	
As at 31st March 2023						
Foreign currency risk						
Derivatives-Currency Swap	6 323.38	-	1 153.11	(1 153.11)	April 2023 to July 2026	Other Financial Liabilities - Non Current (refer Note 18) & Other Financial Liabilities - Current (refer Note 23)
As at 31st March 2022						
Foreign currency risk						
Derivatives-Currency Swap	7 641.07	-	788.40	(788.40)	April 2022 to July 2026	Other Financial Liabilities - Non Current (refer Note 18) & Other Financial Liabilities - Current (refer Note 23)

(ii) Hedging Items

(₹ in crore)

Particulars	Nominal Value	Changes in FV	Hedge Reserve	Line Item in Balance Sheet
As at 31st March 2023				
Foreign currency risk				
Highly Probable Revenues	6 323.38	(1 153.11)	(577.12)	Other Equity
As at 31st March 2022				
Foreign currency risk				
Highly Probable Revenues	7 641.07	(788.40)	(402.08)	Other Equity

(iii) Movement in cash flow hedge

(₹ in crore)

Particulars	2022-23	2021-22	Line Item in Balance Sheet /Statement of Profit and Loss
At the beginning of the year	(402.08)	(469.09)	
Gain/ (loss) recognized in Other Comprehensive Income during the year	(454.36)	(43.00)	Items that will be reclassified to Statement of Profit and Loss - Cash Flow Hedge
Amount reclassified to Statement of Profit and Loss during the year	220.45	132.55	Items that will be reclassified to Statement of Profit and Loss - Cash Flow Hedge
Income taxes relating to Cash Flow Hedge	58.87	(22.54)	
At the end of the year	(577.12)	(402.08)	Other Comprehensive Income

Notes to Standalone Financial Statements for the year ended 31st March 2023

D. Off-setting financial Instrument

Financial assets and Financial liabilities amounting to ₹ 172.71 crore (Previous Year ₹ 155.85 crore), where Company intends to realise the asset and settle the liability simultaneously, are offset against each other in accordance with Ind AS 1.

39. Ratio Analysis :

Sr. No.	Particulars	2022-23	2021-22	% Changes
1	Current Ratio ^a	0.63	1.49	(57.93)
2	Debt-Equity Ratio	1.22	1.22	(0.71)
3	Debt-Service Coverage Ratio	0.79	0.75	5.32
4	Return on Equity Ratio ^b	5.9%	10.8%	(45.30)
5	Inventory Turnover Ratio	21.49	18.01	19.32
6	Trade Receivables Turnover Ratio	14.61	17.89	(18.34)
7	Trade Payables Turnover Ratio	14.47	12.52	15.56
8	Net Capital Turnover Ratio ^c	(1.14)	0.90	(226.71)
9	Net Profit Margin ^d	16.4%	26.3%	(37.82)
10	Return on Capital Employed ^e	6.0%	9.6%	(37.73)
11	Return on Investment ^f	2.3%	4.2%	(44.76)

a **Current Ratio** decreased due to decrease in Other Financial Assets - Current.

b **Return on Equity Ratio** decreased due to reduction in profit after tax for the year.

c **Net Capital Turnover Ratio** decreased due to decrease in Other Financial Assets - Current.

d **Net Profit Margin** decreased due to reduction in net profit for the year.

e **Return on Capital Employed** decreased due to reduction in profit after tax for the year.

f **Return on Investment** decreased due to reduction Income from Investments.

39.1 Formulae for computation of ratios are as follows:

Sr. Formulae No.

- Current Ratio** : Current Assets / Current Liabilities.
- Debt Equity Ratio**: Debt/Equity. Debt represents Borrowings (including carrying values of Redeemable Preference Shares). Equity includes Equity Share Capital and Other Equity excluding Revaluation Surplus / Reserve.
- Debt Service Coverage Ratio (DSCR)** : Profit/(Loss) before Interest and Tax / (Interest Expense including premium on redeemable preference shares + Principal Repayment of Long Term Borrowings made during the year).
- Return on Equity Ratio** : Profit After Tax (Attributable to Owners) / Average Shareholder's Equity.
- Inventory Turnover Ratio** : Revenue from Operations (including GST) / Average Inventories.
- Trade Receivables Turnover Ratio** : Revenue from Operations (including GST) / Average Trade Receivables.
- Trade Payables Turnover Ratio** : Cost of Goods Sold + Other Operating Expenses / Average Trade Payables.
- Net Capital Turnover Ratio** : Revenue from Operations (including GST) / Working Capital (Current Assets - Current Liabilities)
- Net Profit Margin** : Net Profit / Revenue from Operations (including GST) and Other Income.
- Return on Capital Employed** : Net Profit After Tax + Deferred Tax Expense / (Income) + Finance Cost / Capital Employed. Capital Employed includes Total Equity, Borrowings and Deferred Tax Liabilities.
- Return on Investment** : Income from Investments / Average Investments.

Notes to Standalone Financial Statements for the year ended 31st March 2023

40. Other Statutory Information

- (a) There are no transactions and balances outstanding with companies struck off under Section 248 of the Companies Act, 2013
 - (b) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
 - (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.
 - (c) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (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.
 - (d) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
41. The Company is engaged in the business of providing infrastructural facilities as defined under explanation to section 186 of the Companies Act, 2013 and hence provisions of section 186 of the Companies Act, 2013 are not applicable to the Company.
42. The figures for the previous year as reported have been compiled / restated wherever necessary, to make them comparable with the current year figures.

43. Approval of Financial Statements

The Standalone Financial Statements were approved for issue by the Board of Directors on 30th May 2023.

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418
Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

Sikka Ports & Terminals Limited

Consolidated Financial Statements

For the year 2022-2023

Independent Auditor's Report

To the Members of Sikka Ports & Terminals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Sikka Ports & Terminals Limited ("the Company"), its associates and its jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, summary of significant accounting policies and other explanatory information (together referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on other financial information of such associate and jointly controlled entities as were audited by the other auditors, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, its associates and its jointly controlled entities as at March 31, 2023, of its consolidated profit including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows for the year then ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company, its associates and its jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key Audit Matter	How our audit addressed the key audit matter
Borrowings	
As on March 31, 2023 the Company has outstanding Borrowings of ₹ 26,167.99 crore.	Our audit procedures included the following:
These borrowings are by way of Secured Non-Convertible Debentures aggregating to ₹17,955.79 crore (net off ₹ 44.21 crore prepaid finance charges), Unsecured cumulative Redeemable Preference Shares amounting to ₹ 47.00 crore, Secured Term Loan from banks and Financial Institution aggregating of ₹ 4,399.73 crore (net off ₹ 0.27 crore prepaid finance charges) (refer Note 17 of the Consolidated Financial Statements) & Unsecured Commercial Papers amounting to ₹ 3,765.47 crore (refer Note 21 of the Consolidated Financial Statements).	<ul style="list-style-type: none"> Examining that the borrowings are authorised by the appropriate forum of the Company including Board of Directors and Members of the Company, wherever applicable. Ensuring the compliances as per the Act and testing the disclosures given by the Company related to security creation and terms of repayments in the Consolidated Financial Statements of the Company. Ensuring that the disclosures required as per the Schedule III to the Act are made by the Company in the Consolidated Financial Statements.
The borrowings form significant portion of liabilities of the Company and hence considered to be a key audit matter.	

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated balance sheet, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Company, its associates and its jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the Company, its associates and management of jointly controlled entities to the extent incorporated in India included in the Consolidated Financial Statements are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, its associates and jointly controlled entities and for preventing and detecting frauds and other irregularities; the 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the Company, its associates and management of jointly controlled entities are responsible for assessing the ability of the Company, its associates and jointly controlled entities 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, its associates and its jointly controlled entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company, its associates and management of jointly controlled entities are responsible for overseeing the financial reporting process of the Company, its associates and its jointly controlled entities.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 and its associates 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company, its associates and its jointly controlled entities 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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company, its associates and jointly control entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Company, its associates and jointly controlled entities to express an opinion on the Consolidated Financial Statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in section titled 'Other Matters' in this audit report.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 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 Matters

- The Consolidated Financial Statements also include the Company's share of net profit (including other comprehensive income) of ₹ Nil for the year ended March 31, 2023, as considered in the Consolidated Financial Statements, in respect of 3 (three) jointly controlled entities, whose financial statements have been audited by their auditors, whose report has been furnished to us by the management. Our opinion, in so far as it relates to amounts and disclosures included in respect of the jointly controlled entities, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid jointly controlled entities, is based solely on such audited financial statements and other audited financial information.
- The Consolidated Financial Statements also include the net profit (including other comprehensive income) of ₹ Nil for the year ended March 31, 2023, as considered in the Consolidated Financial Statements, in respect of 2 (two) associates, whose financial statements have been audited by their auditors, whose report has been furnished to us by the management. Our opinion, in so far as it relates to amounts and disclosures included in respect of the aforesaid associate, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such audited financial statements and other audited financial information.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such associate and jointly controlled entities as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
 - a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate incorporated in India, none of the directors of the Company and its associates incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial statements of the Company and its associates incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid during the year by the Company and its associates incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the associates and jointly controlled entities, as noted in the 'Other Matters' paragraph:

- i. The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2023 on the consolidated financial position of the Company, its associates and its jointly controlled entities. Refer Note 36 (I) (a) of the Consolidated Financial Statements.
 - ii. The Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company, its associates and its jointly controlled entities incorporated in India during the year ended March 31, 2023;
 - iv. (a) The respective managements of the Company and its associates and jointly controlled entities which are incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such associates and jointly controlled entities respectively that, to the best of their 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, its associates and its jointly controlled entities to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The respective managements of the Company and its associate and jointly controlled entities which are incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such associates and jointly controlled entities respectively that, to the best of their knowledge and belief no funds have been received by the Company, its associates and jointly controlled entities from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company, its associate and jointly control entities shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on our audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the other auditors of the associates and jointly controlled entities which are incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The Company, its associates and jointly controlled entities have not declared or paid any dividend during the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from 1st April, 2023 to the Company and its Associate and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.
2. With respect to the matters specified in paragraph 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us for the Company and 1 (one) of the Associate and CARO report issued by the respective auditors of 2 (Two) associates included in the Consolidated Financial Statements, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in those CARO reports.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355

Lalit R Mhalsekar

Partner

Membership No. 103418

UDIN: 23103418BGXVJY3278

Place: Mumbai

Date: May 30, 2023

Annexure “A” To the Independent Auditors’ Report on the Consolidated Financial Statements of Sikka Ports & Terminals Limited for the year ended March 31, 2023

Report on the internal financial controls over financial reporting with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting with reference to Consolidated Financial Statements of Sikka Ports & Terminals Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Company and such companies incorporated in India under the Act which is its Associates as of that date.

Management’s responsibility for internal financial controls

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

Auditor’s responsibility

Our responsibility is to express an opinion on the Company and its associates, which are companies incorporated in India, internal financial controls over financial reporting with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls over financial reporting with reference to Consolidated Financial Statements

Meaning of internal financial controls over financial reporting with reference to these Consolidated Financial Statements

A company’s internal financial control over financial reporting with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors as referred to in Other Matter Paragraph below, the Company and its associates incorporated in India have maintained in all material aspects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to Consolidated Financial Statements in so far as it relates to separate financial statements of 2 (two) associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such associates incorporated in India. Our opinion is not modified in respect of the above matter.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

Lalit R Mhalsekar

Partner

Membership No. 103418

UDIN: 23103418BGXVJY3278

Place: Mumbai

Date: May 30, 2023

Consolidated Balance Sheet as at 31st March 2023

	Notes	As at 31st March 2023	(₹ in crore) As at 31st March 2022
Assets			
Non-Current Assets			
Property, Plant and Equipment	1	6 799.39	2 853.70
Capital Work-in-Progress	1	17.21	22.56
Intangible Assets	1	0.09	0.13
Financial Assets			
Investments	2	19 796.39	8 222.54
Loans	3	21 505.01	20 000.00
Other Financial Assets	4	11.66	10.33
Other Non-Current Assets	5	131.10	111.61
Total Non-Current Assets		48 260.85	31 220.87
Current Assets			
Inventories	6	223.17	231.45
Financial Assets			
Investments	7	1 700.14	996.64
Trade Receivables	8	358.16	310.49
Cash and Cash Equivalents	9	334.81	207.76
Other Bank Balances	10	3 875.00	527.01
Loans	11	419.36	1 962.65
Other Financial Assets	12	85.38	10 141.07
Other Current Assets	14	195.10	93.06
Total Current Assets		7 191.12	14 470.13
Total Assets		55 451.97	45 691.00
Equity and Liabilities			
Equity			
Equity Share Capital	15	2 475.00	275.00
Other Equity	16	22 276.08	18 849.40
Total Equity		24 751.08	19 124.40
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	17	16 227.63	14 921.21
Lease Liabilities		3.16	-
Other Financial Liabilities	18	1 327.05	1 238.99
Deferred Tax Liabilities (Net)	19	1 386.94	347.26
Other Non - Current Liabilities	20	299.29	359.81
Total Non - Current Liabilities		19 244.07	16 867.27
Current Liabilities			
Financial Liabilities			
Borrowings	21	9 940.36	8 496.56
Lease Liabilities		3.93	-
Trade Payables Due to:			
- Micro and Small Enterprise	22	4.60	5.03
- Other than Micro and Small Enterprise	22	101.81	81.97
Other Financial Liabilities	23	1 300.43	1 013.81
Other Current liabilities	24	105.23	101.30
Provisions	25	0.46	0.66
Total Current Liabilities		11 456.82	9 699.33
Total Liabilities		30 700.89	26 566.60
Total Equity and Liabilities		55 451.97	45 691.00

Significant Accounting Policies

See accompanying Notes to the Consolidated Financial Statements

1-46

As per our Report of even date

For and on behalf of the Board

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)Sanjeev Dandekar
Director
DIN: 00022797Samir Patel
Director
DIN: 09487366Kozhumam
Chandrasekar Ganesh
Director
DIN: 09390886Devarajan
Venkataramanan
Director
DIN: 07749448Lalit R. Mhalsekar
Partner
Membership No. 103418Jyothi Menon
Director
DIN: 09484769Suresh Subramaniam
ManagerRitesh Shiyal
Chief Financial OfficerForum Sheth
Company Secretary

Dated : 30th May 2023

Consolidated Statement of Profit and Loss for the year ended 31st March 2023

			(₹ in crore)
Income	Notes	2022-23	2021-22
Revenue from Operations	26	4 582.19	4 035.77
Other Income	27	3 046.02	3 131.78
Total Income		<u>7 628.21</u>	<u>7 167.55</u>
Expenses			
Employee Benefits Expense	28	67.77	67.33
Finance Costs	29	1 803.95	2 164.97
Depreciation and Amortisation Expense	30	1 737.42	485.86
Other Expenses	31	1 595.76	1 198.53
Total Expenses		<u>5 204.90</u>	<u>3 916.69</u>
Profit Before Tax		2 423.31	3 250.86
Tax Expense			
Current Tax	13	1 114.00	1 316.20
Deferred Tax	13	12.66	(22.40)
		<u>1 126.66</u>	<u>1 293.80</u>
Profit before Share in Profit/ (Loss) of Associates and Jointly Controlled Entities		1 296.65	1 957.06
Share of Profit/ (Loss) of Associates and Joint Controlled Entities		-	-
Profit for the Year		<u>1 296.65</u>	<u>1 957.06</u>
Other Comprehensive Income			
A (i) Item that will not be reclassified to Profit or Loss			
a) Defined Benefit Plans	28.1	0.10	0.30
b) Revaluation Surplus	1.4	5 590.86	-
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(1 085.89)	(0.08)
B (i) Item that will be reclassified to Profit or Loss - Cash Flow Hedge		(233.91)	89.55
(ii) Income tax relating to items that will be reclassified to Profit or Loss		58.87	(22.54)
Total Other Comprehensive Income for the year (Net of Tax)		<u>4 330.03</u>	<u>67.23</u>
Total Comprehensive Income for the Year (Comprising Profit/ (Loss) and Other Comprehensive Income for the Year)		<u>5 626.68</u>	<u>2 024.29</u>
Earnings Per Equity Share of face value of ₹ 1 each			
Basic and Diluted (In ₹)	32	0.52	0.79
Significant Accounting Policies			
See accompanying Notes to the Consolidated Financial Statements	1-46		

As per our Report of even date

For and on behalf of the Board

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)Sanjeev Dandekar
Director
DIN: 00022797Samir Patel
Director
DIN: 09487366Kozhumam
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Partner
Membership No. 103418Jyothi Menon
Director
DIN: 09484769Suresh Subramaniam
ManagerRitesh Shiyal
Chief Financial OfficerForum Sheth
Company Secretary

Dated : 30th May 2023

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

A. Equity Share Capital (₹ in crore)

Balance as at 1st April 2021	Change during the year 2021-22	Balance as at 31st March 2022	Change during the year 2022-23	Balance as at 31st March 2023
275.00	-	275.00	2 200.00	2 475.00

B. Other Equity (₹ in crore)

	Reserve and Surplus					Other Comprehensive Income			Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Debenture Redemption Reserve	Retained Earnings	Revaluation Surplus	Effective Portion of Cash Flow Hedges	Defined Benefit Plans	
As at 31st March 2023									
Balance as at 1st April 2022	705.75	4.41	20 163.06	1 750.00	(3 371.40)	-	(402.08)	(0.34)	18 849.40
Total Comprehensive Income for the year	-	-	-	-	1 296.65	4 504.99	(175.04)	0.08	5 626.68
Issue of Bonus Shares	-	(4.41)	(2 195.59)	-	-	-	-	-	(2 200.00)
Transfer to / (from) retained earnings	-	-	-	166.80	1 109.73	(1 276.79)	-	0.26	-
Balance as at 31st March 2023	705.75	-	17 967.47	1 916.80	(965.02)	3 228.20	(577.12)	-	22 276.08

As at 31st March 2022									
Balance as at 1st April 2021	705.75	4.41	20 163.06	1 439.50	(5 017.96)	-	(469.09)	(0.56)	16 825.11
Total Comprehensive Income for the year	-	-	-	-	1 957.06	-	67.01	0.22	2 024.29
Transfer to / (from) retained earnings	-	-	-	310.50	(310.50)	-	-	-	-
Balance as at 31st March 2022	705.75	4.41	20 163.06	1 750.00	(3 371.40)	-	(402.08)	(0.34)	18 849.40

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418

Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March 2023

		(₹ in crore)
	2022-23	2021-22
A: Cash Flow from Operating Activities		
Net Profit Before Tax as per Statement of Profit and Loss	2 423.31	3 250.86
Adjusted for:		
Depreciation and Amortisation Expense	1 737.42	485.86
(Profit)/ Loss on Sale/ Disposal of Property, Plant and Equipment (Net)	1.48	0.88
Gain on Sale / Transfer of Investments (Net)	(70.75)	(191.10)
Changes in Fair Value of Financial Assets (Net)	(17.65)	(17.66)
Loss/ (Income) on Derivative Transactions (Net)	148.75	(65.65)
Finance Costs	1 803.95	2 164.97
Effect of Exchange Rate Change (Net)	(21.67)	(12.08)
Bad debts write off	-	0.05
Interest Income	(2 931.10)	(2 843.23)
	<u>650.43</u>	<u>(477.96)</u>
Operating Profit before Working Capital Changes	3 073.74	2 772.90
Adjusted for:		
Trade and Other Receivables	(136.46)	(99.82)
Inventories	8.28	15.89
Trade and Other Payables	(42.20)	(68.66)
	<u>(170.38)</u>	<u>(152.59)</u>
Cash Generated from Operations	2 903.36	2 620.31
Taxes Paid (Net)	(1 133.49)	(847.03)
Net Cash flow from Operating Activities*	1 769.87	1 773.28
B: Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment/ Capital Work in Progress	(123.30)	(210.59)
Proceeds from disposal of Property, Plant and Equipment	0.08	-
Loans and Advances (given)/refunded (Net)	38.27	561.23
Movement in Current Account Balances with Jointly Controlled Entities (Net)	10 085.99	(8 822.04)
Purchase of Investment in Associates	(11 575.00)	(476.00)
Investments (made)/ refund from Jointly Controlled Entities	1.15	(1.00)
Purchase of Other Investments	(19 496.78)	(28 741.19)
Proceeds from Sale/ Transfer of Other Investments	18 881.68	32 347.61
Fixed Deposits redeemed/ (placed) with Banks (Net)	(3 347.99)	(525.00)
Interest Income	2 908.32	2 843.05
Net Cash Flow (used in) Investing Activities	(2 627.58)	(3 023.93)

Consolidated Cash Flow Statement for the year ended 31st March 2023

		(₹ in crore)
	2022-23	2021-22
C: Cash Flow from Financing Activities		
Proceeds from Borrowing - Non-Current (including Current Maturities)	7 500.00	4 259.40
Repayment of Borrowings - Non-Current (including Current Maturities & premium)	(3 550.00)	(5 990.00)
Borrowings - Current (Net)	(1 432.77)	4 326.21
Interest and Finance Charges Paid	(1 511.77)	(1 668.39)
Income on Derivative Transactions (Net)	(17.95)	163.47
Payment of Lease Liabilities	(2.75)	(0.27)
Net Cash flow from Financing Activities	984.76	1 090.42
Net Increase/ (Decrease) in Cash and Cash Equivalents	127.05	(160.23)
Opening Balance of Cash and Cash Equivalents	207.76	367.99
Closing Balance of Cash and Cash Equivalents (refer Note 9)	334.81	207.76
* includes amount spent in cash towards Corporate Social Responsibility is ₹ 43.72 crore (Previous Year ₹ 39.72 crore) (refer Note 31.2)		

				(₹ in crore)
	1st April 2022	Cash flow (net)	Non Cash Flow Changes	31st March 2023
Borrowings - Non-Current (including current maturities) (refer Note 17)	18 469.41	3 950.00	(16.89)	22 402.52
Borrowings - Current (refer Note 21)	4 948.36	(1 432.77)	249.88	3 765.47
				(₹ in crore)
	1st April 2021	Cash flow (net)	Non Cash Flow Changes	31st March 2022
Borrowings - Non-Current (including current maturities) (refer Note 17)	19 793.41	(1 730.60)	406.60	18 469.41
Borrowings - Current (refer Note 21)	498.76	4 326.21	123.39	4 948.36

Notes:

- 1) The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on Statement of Cash Flow.
- 2) Figures in brackets represents cash outflows.
- 3) Previous year figures have been regrouped, reclassified and rearranged wherever necessary.

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418
Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary

Notes to Consolidated Financial Statements for the year ended 31st March 2023

A. CORPORATE INFORMATION

Sikka Ports & Terminals Limited ("the Company") is an entity incorporated in India. The debentures and commercial papers issued by the Company are listed on BSE Ltd on the Wholesale Debt Market Segment.

The address of Registered Office is Admin Building, MTF Area, Village Sikka, Taluka & District Jamnagar – 361 140, Gujarat.

The Company is engaged in the business of providing Port Infrastructure Facilities, Equipment Hiring, Construction and Engineering Services, Provision of Infrastructure Facilities as Co-Developer in Special Economic Zone (SEZ) and Holding of Investments.

Details of following Entities considered in this Consolidated Financial Statements are given in Note 39, 41 & 42.

1. Jamnagar Utilities & Power Private Limited (JUPL), Nandanbala Commercials Private Limited (NCPL) and Krama Enterprises Private Limited (KEPL) as Associates.
2. Amritkalash Commercial LLP, Drishtimohan Commercial LLP and Vaijayanti Commercial LLP as Jointly Controlled Entities.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 Basis of Preparation and Presentation

The Consolidated Financial Statements have been prepared on the historical cost basis except for Property, Plant and Equipment to the extent stated at deemed cost as at 1st April 2015 / revalued cost as applicable, as per Ind AS-101 and Ind AS-16 and certain financial assets and liabilities, which are measured at fair value / amortised cost.

The Consolidated Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

The Company's Consolidated Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are stated in rupees crore upto two decimal places, except when otherwise indicated.

B.2 Principles of Consolidation

The Consolidated Financial Statements relate to Sikka Ports & Terminals Limited ('the Company'), its Associates and Jointly Controlled Entities. The Consolidated Financial Statements have been prepared on the following basis:

- (a) Investment in Associates and Jointly Controlled Entities has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- (b) The Company accounts for its share of post acquisition changes in net assets of Associates and Jointly Controlled Entities, after eliminating unrealised profits and losses resulting from transactions between the Company, its Associates and Jointly Controlled Entities to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates and jointly controlled entities' Statement of Profit and Loss and through its reserves for the balance based on available information.

When the Company's share of losses exceeds the carrying value of the investment in Associates or Jointly Controlled Entities, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Company has incurred obligations in respect of the Associates or Jointly Controlled Entities.

- (c) Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

B.3 Summary of Significant Accounting Policies

(a) Property, Plant and Equipment :

Property, Plant and Equipment are initially recognised at cost. Such cost includes purchase price (net of recoverable taxes, trade discount and rebates), borrowing cost and any other cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

During the year ended 31st March 2023, the Company has adopted the Revaluation Model for Property, Plant and Equipment. Certain classes of Property, Plant and Equipment has been carried at a revalued amount, being its fair value at the date of revaluation i.e. 1st April, 2022 less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Revaluation shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on property, plant and equipment is provided to the extent of depreciable amount using Written Down Value Method (WDV) except as stated otherwise.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

Particulars	Depreciation/ Amortisation
Leasehold Land	Over the period of Lease on straight line method (SLM) Basis
Plant and Machinery and Jetties	Over the Useful Life of 20-30 years as technically assessed

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss in the period of derecognition.

In case of jetties, the cumulative amortization for the original cost incurred at the end of any financial year is, the higher of cumulative depreciation provided as per Depreciation / Amortisation policy stated as above or cumulative rebate availed by the Company from Gujarat Maritime Board. Moreover depreciation / amortisation is provided upto the end of the specified period as mentioned above, and residual value is amortised in the year following the year in which such specified period is ended.

(b) Finance Costs :

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

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

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

(c) Inventories :

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including incidental expenses net of recoverable taxes and duties incurred in bringing them to their respective present location and condition.

Cost of inventories viz. stores and spares, trading and other items are determined on weighted average basis.

(d) Cash and cash equivalents :

Cash and cash equivalents in the balance sheet comprise of cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Company's cash management.

(e) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets :

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Leases :

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

The right-of-use assets is 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 is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability 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. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

(g) Provisions :

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(h) Contingent Liabilities :

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

(i) Intangible Assets :

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised under straight line method over the period of useful lives.

(j) Employee Benefits Expense :

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by the concerned Income Tax Authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions for post employment benefit are recognised in the period in which they occur in Other Comprehensive Income.

The employees of the Company are entitled to compensated absences that are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using the projected unit credit method for the unused entitlement accumulated at the balance sheet date. The benefits are discounted using the market yields at the end of the balance sheet date that has terms approximating the terms of the related obligation. Re-measurements resulting from experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(k) Tax Expenses :

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

- (i) Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the reporting date.
- (ii) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(l) Foreign Currencies Transactions and Translation :

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to borrowing costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost denominated in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

(m) Revenue Recognition :

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue from the sale of goods is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue towards satisfaction of the performance obligation is measured at the amount of transaction price (net of variable consideration, if any) allocated to that performance obligation. The transaction price is the amount of consideration which the Company is entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amount collected on behalf of the third parties (for example taxes & duties collected on behalf of the government).

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Contract Balances:

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional and shall be initially measured at their transaction price unless those contain a significant financing component.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest Income:

Interest Income from a Financial Assets is recognised using effective interest rate method.

(n) Earnings per share :

Basic earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

(o) Current and Non-Current Classification :

The Company presents assets and liabilities in Balance Sheet based on Current and Non-Current classification.

An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

(p) Off-setting Financial Instruments :

Financial Assets and Liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(q) Financial Instruments :

I. Financial Assets

A- Initial Recognition and Measurement

All Financial Assets are initially recognized at fair value except for trade receivable that do not contain significant financing component are measured at transaction price. Transaction price that are directly attributable to the acquisition

Notes to Consolidated Financial Statements for the year ended 31st March 2023

of Financial Assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B- Subsequent Measurement

a) Financial Assets carried at Amortised Cost (AC)

A Financial Asset is subsequently measured at Amortised Cost if it is held within a business model whose objective is to hold the asset 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.

b) Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is subsequently measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets 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.

c) Financial Assets at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

C- Investment in Subsidiaries, Associates and Joint Venture (JV)/ Jointly Controlled Entities (JCE)

Investment in Subsidiaries, Associates and Joint Ventures (JV)/ Jointly Controlled Entities (JCE) are measured at FVTPL, except for those investments which the Company has elected to account for at cost.

D- Other Equity Investments:

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E- Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit or Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- i) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- ii) Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk lifetime ECL is used.

II. Financial Liabilities

A- Initial Recognition and Measurement

Financial Liabilities are recognized at fair value/ amortised cost and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in Statement of Profit and Loss as finance cost.

B- Subsequent Measurement

Financial Liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

III. Derivative Financial Instruments and Hedge Accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards and options to mitigate the risk of changes in interest rates and exchange rates. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value.

Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a. Cash Flow Hedge

The Company designates derivative contracts as cash flow hedges to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in Other Comprehensive Income and accumulated in the cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified to the Statement of Profit and Loss.

b. Fair Value Hedge

The Company designates derivative contracts or non derivative Financial Assets/ Liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates and foreign exchange rates.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest rate method is used is amortised to Statement of Profit and Loss over the period of maturity.

IV. Derecognition of Financial Instruments

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

C. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates, judgements 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 estimates are revised and future periods affected. The application of accounting policies that require critical judgements and accounting estimates involving complex and subjective judgements, and use of assumptions in these Consolidated Financial Statements have been disclosed below:

Notes to Consolidated Financial Statements for the year ended 31st March 2023

a. Depreciation/ amortisation and useful lives of Property Plant and Equipment/ Intangible Assets

Property, Plant and Equipment (PPE) are valued and recognised under revaluation model and thereby fair values thereof are estimated periodically and carrying values are reinstated from time to time. Property, Plant and Equipment are depreciated/ amortised over the estimated useful lives, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets, technical report and take into account anticipated technological changes. The depreciation for future periods is revised prospectively if there are significant changes from previous estimates.

b. Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

d. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e. Impairment of Financial Assets

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

f. Recognition of Deferred Tax Assets And Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments

g. Fair Value Measurement

For estimates relating to fair value of financial instruments refer Note 38 of Consolidated Financial Statements.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

D. STANDARDS ISSUED BUT NOT EFFECTIVE

On 31st March 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to Company from 1st April 2023.

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 102 – Share Based Payment
- iii. Ind AS 103 – Business Combination
- iv. Ind AS 107 – Financial Instruments: Disclosures
- v. Ind AS 109 – Financial Instruments
- vi. Ind AS 115 – Revenue from Contracts with Customers
- vii. Ind AS 1 – Presentation of Financial Statements
- viii. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
- ix. Ind AS 12 – Income Taxes
- x. Ind AS 34 – Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the Company's Consolidated Financial Statements.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

1. Property, Plant And Equipment, Capital Work-In-Progress And Intangible Assets (₹ in crore)

Description	Gross Block					Depreciation					Net Block	
	As at 01.04.2022	Additions on Revaluation	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2023	As at 01.04.2022	Adjustments on Revaluation	For the Year	Deductions/ Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Property, Plant and Equipment												
Own Assets :												
Land	338.83	-	-	-	338.83	-	-	-	-	-	338.83	338.83
Buildings	99.66	-	-	-	99.66	56.20	-	4.13	-	60.33	39.33	43.46
Plant and Machinery	3 434.11	2 089.81	10.35	2.51	5 531.76	2 682.53	157.11	607.41	1.85	3 445.20	2 086.56	751.58
Office Equipments	53.07	-	3.41	0.08	56.40	35.89	-	8.30	0.06	44.13	12.27	17.18
Furniture and Fixtures	187.66	-	33.74	-	221.40	91.44	-	30.33	-	121.77	99.63	96.22
Vehicles	6.68	-	17.69	1.78	22.59	3.35	-	1.86	0.89	4.32	18.27	3.33
Plant and Machinery -Jetties (refer Note 1.1)	4 901.63	5 630.05	18.76	-	10 550.44	3 299.98	1 971.89	1 082.11	-	6 353.98	4 196.46	1 601.65
Right to Use :												
Land	5.76	-	-	-	5.76	4.31	-	0.29	-	4.60	1.16	1.45
Assets subject to Operating Lease	7.16	-	9.83	-	16.99	7.16	-	2.95	-	10.11	6.88	-
Total (A)	9 034.56	7 719.86	93.78	4.37	16 843.83	6 180.86	2 129.00	1 737.38	2.80	10 044.44	6 799.39	2 853.70
Intangible Assets												
Computer Software*	1.76	-	-	-	1.76	1.63	-	0.04	-	1.67	0.09	0.13
Total (B)	1.76	-	-	-	1.76	1.63	-	0.04	-	1.67	0.09	0.13
Total (A) + (B)	9 036.32	7 719.86	93.78	4.37	16 845.59	6 182.49	2 129.00	1 737.42	2.80	10 046.11	6 799.48	2 853.83
Previous Year	8 331.06	-	717.09	11.83	9 036.32	5 707.59	-	485.86	10.96	6 182.49	2 853.83	
Capital Work-in-Progress											17.21	22.56

* other than internally generated

- 1.1 The ownership of the Jetties vests with Gujarat Maritime Board (GMB). However, under the agreements with GMB, the Company has been permitted to use the same.
- 1.2 Capital Work-in-Progress includes ₹ 16.23 crore (Previous Year ₹ 18.17 crore) on account of cost of construction material at site.
- 1.3 Additions in Property, Plant & Equipment and Capital Work-in-Progress also includes ₹ 1.15 crore (Previous Year ₹ 1.36 crore) on account of exchange fluctuation capitalised during the year.
- 1.4 During the year ended 31st March 2023, the Company has changed its accounting policy with respect to accounting of Property, Plant and Equipment from Cost Model to Revaluation Model. Based on the Valuation Report by an independent registered valuer, the Company has revalued certain classes of Property, Plant and Equipment as on 1st April 2022.

In terms of the Valuation Report, the Company is required to recognise an increase of ₹ 5,590.86 crore in the net carrying values of Plant and Machinery (including Jetties) as on 1st April 2022. The same has been recognised in accordance with the Accounting Standard Ind AS 16 – Property, Plant and Equipment as under :

- a) gross carrying amount of Plant & Machinery (including Jetties) is increased by ₹ 7,719.86 crore.
- b) accumulated depreciation upto 31st March 2022 of Plant & Machinery (including Jetties) is adjusted to equal the difference between the gross carrying amount and the net carrying amount as per Valuation Report.
- c) corresponding effect of such increase in the net carrying value is credited to Revaluation Reserve under Other Comprehensive Income. After adjusting for income tax amounting to ₹ 1,407.11 crore relating to above, the net credit to Revaluation Surplus is ₹ 4,183.75 crore.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Consequent to the revaluation, depreciation charge for the year ended 31st March 2023 is higher by ₹ 1,276.38 crore. The figures of current year are not comparable with corresponding figures of previous year to that extent.

The carrying amount of Plant and Machinery (including Jetties) had the assets been carried under the cost model would have been ₹ 1,969.08 crore.

1.5 Buildings includes cost of shares in Co-operative Housing Societies of ₹ 1,000 (Previous Year ₹ 1,000).

1.6 For Assets given as security - refer Note 17.

Particulars	(₹ in crore)			
	As at 31st March 2023		As at 31st March 2022	
	Shares / Units	Amount	Shares / Units	Amount
2. Investments - Non-Current				
A. Investments measured at Fair Value through Profit and Loss				
In Preference Shares of Fellow Subsidiary				
Unquoted, Fully Paid Up				
9% Non-Cumulative Redeemable Preference Shares of East West Pipeline Private Limited of ₹ 10 each (₹ 1) (refer Note 33)	50 00 00 000	0.00	50 00 00 000	0.00
In Debentures of Others				
Unquoted, Fully Paid Up (₹ 2)		0.00		0.00
In Limited Liability Partnership (LLP)				
[₹ 33,000 (Previous Year ₹ 33,000)]		0.00		0.00
Total of Investments measured at Fair Value through Profit and Loss		<u>0.00</u>		<u>0.00</u>
B. Investments measured at Cost (accounted using equity method)				
In Associate				
Unquoted, Fully Paid Up				
Redeemable Preference Shares of Jamnagar Utilities & Power Private Limited of ₹ 100 each (refer Note 33)	50 00 00 000	5 000.00	50 00 00 000	5 000.00
6% Optionally Fully Convertible Non-Cumulative Redeemable Preference Shares of Nandanbala Commercials Private Limited of ₹ 10 each (refer Note 33)	59 00 00 000	590.00	47 60 00 000	476.00
Compulsorily Convertible Debentures ("CCDs") of Krama Enterprises Private Limited (CCD-Series I-VI) of ₹ 1,00,000/- each (refer Note 33)	11 46 100	11 461.00	-	-
		<u>17 051.00</u>		<u>5 476.00</u>
Other Investments				
In Jointly Controlled Entities				
Partner's Capital Account				
Amritkalash Commercial LLP		0.05		0.75
Vaijayanti Commercial LLP		0.50		0.50
Drishtimohan Commercial LLP		0.05		0.50
		<u>0.60</u>		<u>1.75</u>
Total of Investments measured at Cost		<u>17 051.60</u>		<u>5 477.75</u>

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Particulars	As at 31st March 2023		As at 31st March 2022	
	Shares / Units	Amount	Shares / Units	Amount
C. Investments measured at Fair Value through Other Comprehensive Income				
Other Investments				
Investments in Units of Infrastructure Investment Trust				
Quoted, Fully Paid Up				
Digital Fibre Infrastructure Trust of ₹ 100 each	27 44 78 574	2 744.79	-	-
Unquoted, Fully Paid Up				
Digital Fibre Infrastructure Trust of ₹ 100 each	-	-	27 44 78 574	2 744.79
Total of Investments measured at Fair Value through Other Comprehensive Income		2 744.79		2 744.79
Total Investments - Non-Current		19 796.39		8 222.54
Aggregate amount of quoted investments		2 744.79		-
Market Value of quoted investments		2 744.79		-
Aggregate amount of unquoted investments		17 051.60		8 222.54
2.1 Category-wise Investments - Non-Current				
Financial assets measured at Fair Value through Profit and Loss		0.00		0.00
Financial assets measured at Cost		17 051.60		5 477.75
Financial assets measured at Fair Value through Other Comprehensive Income		2 744.79		2 744.79
Total Investments - Non-Current		19 796.39		8 222.54
2.2 Investment in Jointly Controlled Entities alongwith proportion of ownership held and country of incorporation is given below :				
Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest		
Amritkalash Commercial LLP	India	5.00%		
Vaijayanti Commercial LLP	India	50.00%		
Drishtimohan Commercial LLP	India	5.00%		
2.3 For Investments given as security - refer Note 17.				

Notes to Consolidated Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
3. Loans - Non-Current <i>(Unsecured and Considered Good)</i>		
Loans and Advances to Bodies Corporate and Others	21 505.00	20 000.00
Loans and Advances to employees (Previous Year ₹ 13,500)	0.01	0.00
Total	21 505.01	20 000.00

		(₹ in crore)
	As at 31st March 2023	As at 31st March 2022
4. Other Financial Assets - Non-Current		
Deposits	11.66	10.33
Total	11.66	10.33

		(₹ in crore)
	As at 31st March 2023	As at 31st March 2022
5. Other Non - Current Assets <i>(Unsecured and Considered Good)</i>		
Capital Advances	5.75	5.75
Advance Income Tax (Net of Provision) (refer Note 5.1)	24.35	4.86
Deposits	101.00	101.00
Total	131.10	111.61

	As at 31st March 2023	As at 31st March 2022
5.1 Advance Income Tax (Net of Provision)		
At beginning of the year	4.86	474.03
Charge for the year	(1 114.00)	(1 316.20)
Tax paid (Net) during the year	1 133.49	847.03
At the end of the year	24.35	4.86

	As at 31st March 2023	As at 31st March 2022
		(₹ in crore)
6. Inventories		
<i>(valued at lower of cost or net realisable value)</i>		
Construction Materials, Stores, Spares and Consumables	223.17	231.45
Total	223.17	231.45

Notes to Consolidated Financial Statements for the year ended 31st March 2023

		(₹ in crore)	
Particulars		As at 31st March 2023	As at 31st March 2022
7. Investments - Current			
Investments measured at Fair Value through Profit and Loss			
In Mutual Fund			
Unquoted		464.67	996.64
In Certificate of Deposit			
Quoted		1 022.41	-
In Bonds			
Quoted, Fully Paid Up		213.06	-
Total Investments - Current		1 700.14	996.64
Aggregate amount of quoted investments		1 235.47	-
Market Value of quoted investments		1 235.47	-
Aggregate amount of unquoted investments		464.67	996.64
7.1 Category-wise Investments - Current			
Financial Assets measured at Fair Value through Profit and Loss		1 700.14	996.64
Total Investments - Current		1 700.14	996.64
7.2	For Investments given as security - refer Note 17.		

		(₹ in crore)	
		As at 31st March 2023	As at 31st March 2022
8. Trade Receivables			
<i>(Unsecured and Considered Good)</i>			
Trade receivables		358.16	310.49
Total		358.16	310.49

8.1 Trade Receivables ageing schedule as at 31st March 2023:	(₹ in crore)						
Particulars	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	335.41	22.57	0.07	-	-	0.11	358.16
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	335.41	22.57	0.07	-	-	0.11	358.16

* includes Unbilled Dues of ₹ 17.85 crore

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Trade Receivables ageing schedule as at 31st March 2022:

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	286.13	23.95	0.18	-	-	0.23	310.49
(ii) Undisputed Trade Receivables - which have significant increase	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	286.13	23.95	0.18	-	-	0.23	310.49

* includes Unbilled Dues of ₹ 10.12 crore.

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

9. Cash and Cash Equivalents

Balances with Banks	333.06	206.64
Cheques on hand	1.74	1.11
Cash on hand	0.01	0.01
Cash and Cash Equivalents as per Balance Sheet	<u><u>334.81</u></u>	<u><u>207.76</u></u>
Cash and Cash Equivalents as per Cash Flow Statement	<u><u>334.81</u></u>	<u><u>207.76</u></u>

(₹ in crore)

As at
31st March 2023 As at
31st March 2022

10. Other Bank Balances

Fixed deposits with banks*	3 875.00	527.01
Total	<u><u>3 875.00</u></u>	<u><u>527.01</u></u>

* includes ₹ Nil (Previous Year ₹ 1.91 crore) under lien and ₹ 900.00 crore (Previous Year ₹ 525.00 crore) towards investments / deposit placed for redemption of Debentures.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
11. Loans - Current		
<i>(Secured and Considered Good)</i>		
Loans and Advances to Other Bodies Corporate and Others*	55.82	55.25
<i>(Unsecured and Considered Good)</i>		
Loans and Advances to Related Party (refer Note 33)	335.75	323.59
Loans and Advances to Other Bodies Corporate and Others	27.79	1 583.79
Loans and Advances to employees (₹ 47,670/-)	0.00	0.02
	<u>363.54</u>	<u>1 907.40</u>
<i>(Unsecured and Considered Doubtful)</i>		
Loans and Advances to Other Bodies Corporate and Others	1.90	1.90
Less: Provision for Doubtful Loans & Advances	(1.90)	(1.90)
	<u>-</u>	<u>-</u>
Total	<u>419.36</u>	<u>1 962.65</u>

* Security creation is under process as per Loan Agreement.

Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties.

	(₹ in crore)	
Type of Borrower	As at 31st March 2023	As at 31st March 2022
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Party	335.75	323.59
Total	<u>335.75</u>	<u>323.59</u>
Total Loan (Non-Current & Current)	<u>21 924.36</u>	<u>21 962.63</u>
Percentage to the total Loans and Advances in the nature of loans	2%	1%

The above loans given to related party are repayable as prescribed in the terms of loans.

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
12. Other Financial Assets - Current		
Interest Receivables	51.38	28.60
Less: Provision for Doubtful Receivables	(1.10)	(1.10)
	<u>50.28</u>	<u>27.50</u>
Deposits	27.60	27.58
Current Account Balances with Jointly Controlled Entities (Net) (refer Note 33)	-	10 085.99
Other Receivables	7.50	-
Total	<u>85.38</u>	<u>10 141.07</u>

Notes to Consolidated Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
13. Taxation		
Tax Expenses recognised in Statement of Profit and Loss		
Current Tax (Net of Income tax for earlier years)	1 114.00	1 316.20
Deferred tax	12.66	(22.40)
Tax Expenses recognised in the current year	1 126.66	1 293.80
Tax Expenses for the year can be reconciled to the accounting profit as follows:		
	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
Profit before tax	2 423.31	3 250.86
Applicable Tax Rate	25.1680%	25.1680%
Computed Tax Expense	609.90	818.18
Tax effect of :		
Expenses disallowed/ considered separately	597.33	361.54
Fair Value Changes	0.00	50.00
Additional allowances (Net of Income tax for earlier years)	(93.23)	86.48
Current Tax Provision (A)	1 114.00	1 316.20
Incremental Deferred tax Liability/ (Asset) on account of Property, Plant and Equipment and Intangible Assets	(50.48)	(43.62)
Incremental Deferred tax Liability/ (Asset) on account of Financial Assets and Other Items	63.14	21.22
Deferred tax Provision (B)	12.66	(22.40)
Tax Expenses recognised in Statement of Profit and Loss (A+B)	1 126.66	1 293.80
Effective Tax Rate	46.49%	39.80%
	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
14. Other Current Assets		
<i>(Unsecured and Considered Good)</i>		
Balance with Government Authorities etc.	70.15	49.98
Others *	124.95	43.08
Total	195.10	93.06
* includes prepaid expenses, advance to vendors, application money pending allotment and other advances etc.		

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(₹ in crore)

	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	Amount	No. of Shares	Amount
15. Equity Share Capital				
Authorised Share Capital				
Equity Shares of ₹ 1 each	5000 00 00 000	5 000.00	5000 00 00 000	5 000.00
Preference Shares of ₹ 10 each	250 00 00 000	2 500.00	250 00 00 000	2 500.00
Total		7 500.00		7 500.00
Issued, Subscribed and Paid up Share Capital :				
Equity Shares of ₹ 1 each fully paid up	2475 00 00 000	2 475.00	275 00 00 000	275.00
Total		2 475.00		275.00

15.1 The details of shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% held	No. of Shares	% held
Equity Share :				
Reliance Industries Holding Private Limited (Holding Company along with nominees)	2475 00 00 000	100.00	275 00 00 000	100.00

15.2 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2023	As at 31st March 2022
	No. of Shares	No. of Shares
Equity Share :		
Equity Shares at the beginning of the year	275 00 00 000	275 00 00 000
Add : Issue of Bonus Shares (refer Note 15.3)	2200 00 00 000	-
Equity Shares at the end of the year	2475 00 00 000	275 00 00 000

15.3 The Company has issued and allotted 2200,00,00,000 Equity Shares of ₹ 1 each as fully paid-up bonus equity shares, by capitalising the reserves, to the existing Equity Shareholders on 26th May 2022.

15.4 Rights and Restrictions to Equity Shares

The Equity Shares of the Company, rank pari passu in all respects including voting rights and entitlement to dividend. The holder of the equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

15.5 Shareholding of equity shares held by Promoters

As at 31st March 2023

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	275 00 00 000	2200 00 00 000	2475 00 00 000	100%	-

As at 31st March 2022

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	275 00 00 000	-	275 00 00 000	100%	-

Notes to Consolidated Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
16. Other Equity		
Capital Reserve		
As per last Balance Sheet	705.75	705.75
Capital Redemption Reserve		
As per last Balance Sheet	4.41	4.41
Less: On issue of Bonus Shares	(4.41)	-
	-	4.41
Securities Premium		
As per last Balance Sheet	20 163.06	20 163.06
Less: On issue of Bonus Shares	(2 195.59)	-
	17 967.47	20 163.06
Debentures Redemption Reserve		
As per last Balance Sheet	1 750.00	1 439.50
Transferred from Retained Earnings (refer Note 16.2)	166.80	310.50
	1 916.80	1 750.00
Retained Earnings		
As per last Balance Sheet	(3 371.40)	(5 017.96)
Profit for the year	1 296.65	1 957.06
Transfer from Other Comprehensive Income	1 276.53	-
Transferred to Debenture Redemption Reserve	(166.80)	(310.50)
	(965.02)	(3 371.40)
Other Comprehensive Income (OCI)		
As per last Balance Sheet	(402.42)	(469.65)
Movement in OCI (Net) during the year	4 330.03	67.23
Transfer to Retained Earnings	(1 276.53)	-
	2 651.08	(402.42)
Total	22 276.08	18 849.40

16.1 Nature and Purpose of Reserve :

- (a) Capital Reserve (CR) is created pursuant to various Schemes of Amalgamations and / or Arrangements in current / earlier years. The CR will be utilised in accordance with the provisions of the Companies Act, 2013.
- (b) Capital Redemption Reserve (CRR) was created by erstwhile Reliance Property Management Services Private Limited (amalgamated with the Company) against redemption of shares.
- (c) Securities Premium (SP) represents aggregate of :-
 - (i) amount received in excess of face value of shares issued by the Company including in respect of redeemable preference shares to the extent not recognised as borrowings
 - (ii) amount adjusted pursuant to provisions of various Schemes of Amalgamations and / or Arrangements in earlier years and bonus shares during the current year. The balance lying in SP will be utilised in accordance with the provisions of the Companies Act, 2013.
- (d) Debenture Redemption Reserve (DRR) is created pursuant to requirement of Companies Act, 2013 and rules framed thereunder. Balance available in DRR will be transferred to retained earnings / general reserve upon redemption of debentures issued by the Company from time to time.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

- 16.2** In terms of the provisions of Section 71 of the Companies Act, 2013 read with Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to create Debenture Redemption Reserve (DRR) of minimum amount of ₹ 1,916.80 crore, over the tenure of the debentures, being 10% of the outstanding value of Debentures i.e. ₹ 19,168.00 crore (Nominal value). The Company has provided for DRR of ₹ 166.80 crore (net) during the year ended 31st March 2023. The cumulative DRR provided so far is ₹ 1,916.80 crore till 31st March 2023.

(₹ in crore)				
		As at 31st March 2023		As at 31st March 2022
		Non-Current	Current	Non-Current Current
17. Borrowings - Non-Current				
Secured - At amortised cost*				
Non Convertible Debentures		11 955.79	6 000.00	13 974.48 3 498.31
Term Loan				
From Banks		824.84	74.89	899.73 49.89
From Others		3 400.00	100.00	- -
Unsecured - At amortised cost				
Cumulative Redeemable Preference Shares		47.00	-	47.00 -
Total		16 227.63	6 174.89	14 921.21 3 548.20

* includes ₹ 44.48 crore (Previous Year ₹ 27.59 crore) as prepaid finance charges.

- 17.1** 4,70,00,000 9% Cumulative Redeemable Preference Shares (Series I to V) (CRPS) of face value of ₹ 10/- each fully paid up shall be redeemed at ₹ 10/- per share at any time, at the option of the Company, but not later than 14th October, 2025. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company. The CRPS carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up. The CRPS are non-participating in the surplus funds/ surplus assets and profits, on winding up which may remain after the entire capital has been repaid. The CRPS carry voting rights prescribed under the provisions of the Companies Act, 2013.

The details of Shareholders holding more than 5% shares :

Name of the Shareholders	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% held	No. of Shares	% held
Reliance Industries Holding Private Limited (Holding Company)	4 70 00 000	100.00%	4 70 00 000	100.00%

The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2023	As at 31st March 2022
	No. of Shares	No. of Shares
CRPS at the beginning of the year	4 70 00 000	3 76 00 000
CRPS issued during the year	-	94 00 000
CRPS at the end of the year	4 70 00 000	4 70 00 000

Shareholding of 9% Cumulative Redeemable Preference Shares held by Promoters:

As at 31st March 2023

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	4 70 00 000	-	4 70 00 000	100%	-

As at 31st March 2022

Sr. No.	Name of Promoters	No. of shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Reliance Industries Holding Private Limited	3 76 00 000	94 00 000	4 70 00 000	100%	25%

Notes to Consolidated Financial Statements for the year ended 31st March 2023

- 17.2** 7.90% Secured Redeemable Non Convertible Debentures- PPD 7 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on November 18, 2026. These Non Convertible Debentures are secured by;
- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
 - (b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;
- 17.3** 7.95% Secured Redeemable Non Convertible Debentures- PPD 6 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on October 28, 2026. These Non Convertible Debentures are secured by;
- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company;
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
 - (b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;
- 17.4** 6.75% Secured Redeemable Non Convertible Debentures- PPD 12 aggregating ₹ 4,000.00 crore (Previous Year ₹ 4,000 crore) are redeemable at par on April 22, 2026. These Non Convertible Debentures are secured by;
- a pari passu charge by way of hypothecation over;
- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company
- 17.5** Zero Coupon Secured Redeemable Non Convertible Debentures- PPD 13 issued and allotted on 17th March 2023 at discounted price aggregating to ₹ 4,000.00 crore are redeemable at par value aggregating to ₹ 5,168.00 crore on 17th April 2026. The discount aggregating ₹ 1,168.00 crore is being amortised over the tenure of debentures using the Effective Interest Method and cumulative discount amortised till the reporting date has been disclosed under "Other Financial Liabilities - Non-Current" (refer Note 18). These Non Convertible Debentures are secured by;
- a pari passu charge by way of hypothecation over;
- i) all rights, title, interest, benefit, claims and demands in, to, or in respect of moveable fixed assets of the Company;
 - ii) movable assets consisting of current assets (including current investments), loans & advances and identified investments of the Company.
- 17.6** 7.20% Secured Redeemable Non Convertible Debentures- PPD 11 aggregating ₹ 2,000.00 crore (Previous Year ₹ 2,000.00 crore) are redeemable at par on June 16, 2023. These Non Convertible Debentures are secured by;
- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
 - (b) a pari passu charge by way of mortgage on a specific immovable property of the Company.
- 17.7** 8.45% Secured Redeemable Non Convertible Debentures- PPD 5 aggregating ₹ 4,000.00 crore (Previous Year ₹ 4,000.00 crore) are redeemable at par on June 12, 2023. These Non Convertible Debentures are secured by;
- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company;
 - ii) movable assets consisting of current assets (including current investments), loans & advances and investment in redeemable securities of the Company and
 - (b) mortgage over a building (residential flat) owned by the Company situated at Kandivali, Mumbai;

Notes to Consolidated Financial Statements for the year ended 31st March 2023

17.8 7.65% Secured Redeemable Non Convertible Debentures- PPD 10 aggregating ₹ Nil (Previous Year ₹ 3,500.00 crore) were redeemed at par on March 21, 2023. These debentures were secured by;

- (a) a pari passu charge by way of hypothecation over;
 - i) all rights, title, interest, benefit, claims and demands in, to, or in respect of fixed assets of the Company; and
 - ii) movable assets consisting of current assets (including current investments), loans & advances and identified investments of the Company; and
- (b) a pari passu charge by way of mortgage on a specific immovable property of the Company.

17.9 Secured Term Loans aggregating ₹ 4,400.00 crore (Previous Year ₹ 950.00 crore) is repayable between 30th June 2023 and 30th December 2027. These Term Loans are secured by first pari passu charge by way of hypothecation over all the movable (movable fixed assets; identified long term and short term investments, other current assets and loans & advances) assets of the Company, both present and future.

The loans are repayable as under;

Financial Year	2023-24	2024-25	2025-26	2026-27	2027-28
(₹ In crore)*	175.00	200.00	825.00	250.00	2 950.00

* excluding ₹ 0.27 crore as prepaid finance charges

17.10 Out of the funds raised by way of long term loan and issue of debentures during the year, proceeds aggregating to ₹ 4,000.00 crore pending utilisation as at 31st March 2023, are temporarily invested in Mutual Funds, Certificate of Deposit and Bank Fixed Deposits in accordance with the terms of the loan.

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
18. Other Financial Liabilities - Non-Current		
Security Deposits from Related Party (refer Note 33)	690.19	634.70
Fair Value of Derivative Instruments - Payable	622.68	604.29
Amortised discount on debentures	14.18	-
Total	1 327.05	1 238.99

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
19. Deferred Tax Liabilities (Net)		
The movement on the deferred tax account is as follows:		
At the start of the year	347.26	347.04
Charge / (Credit) to Statement of Profit and Loss (refer Note 13)	12.66	(22.40)
Charge / (Credit) to Other Comprehensive Income	1 027.02	22.62
At the end of year	1 386.94	347.26

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Component of Deferred tax Liabilities / (Assets) (Net)

	As at 31st March 2022	Charge / (Credit) to Statement of Profit and Loss	Other Comprehensive Income	As at 31st March 2023
Deferred tax Liabilities / (Assets) (Net) in relation to:				
Property, Plant and Equipment	336.04	(50.48)	1 085.86	1 371.42
Financial Instruments	115.91	49.15	(58.87)	106.19
Other Liabilities	(104.52)	13.97	-	(90.55)
Provisions	(0.17)	0.02	0.03	(0.12)
Total	347.26	12.66	1 027.02	1 386.94

(₹ in crore)

20. Other Non - Current Liabilities

	As at 31st March 2023	As at 31st March 2022
Security Deposits considered as Income received in Advance from a Related Party (refer Note 33)	299.29	359.81
Total	299.29	359.81

(₹ in crore)

21. Borrowings - Current

Secured - At amortised cost

Current maturities of Borrowings - Non Current (refer Note 17 for other details)	6 174.89	3 548.20
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Unsecured - At amortised cost

From Others

Commercial Paper (refer Note 21.1)	3 765.47	4 948.36
Total	9 940.36	8 496.56

21.1 Maximum amount outstanding at any time during the year was ₹ 4,983.49 crore (Previous Year ₹ 5,413.29 crore).

21.2 Refer note 38B (iii) for maturity profile.

(₹ in crore)

22. Trade Payables Due to

	As at 31st March 2023	As at 31st March 2022
Micro and Small Enterprises	4.60	5.03
Other than Micro and Small Enterprises	101.81	81.97
Total	106.41	87.00

Notes to Consolidated Financial Statements for the year ended 31st March 2023

22.1 Trade Payables Ageing as at 31st March 2023:

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	7.14	-	-	-	-	7.14
(ii) Others	77.27	10.83	3.59	2.84	4.74	99.27
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total	84.41	10.83	3.59	2.84	4.74	106.41

Trade Payables Ageing as at 31st March 2022:

(₹ in crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	8.65	-	-	-	-	8.65
(ii) Others	59.51	9.72	3.35	2.79	2.98	78.35
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total	68.16	9.72	3.35	2.79	2.98	87.00

(₹ in crore)

23. Other Financial Liabilities - Current

	As at 31st March 2023	As at 31st March 2022
Interest Accrued but Not Due on Borrowings	765.33	776.34
Creditors for Capital Expenditure*	4.67	49.38
Fair Value of Derivative Instruments - Payable	530.43	184.11
Other Financial Liabilities	-	3.98
Total	1 300.43	1 013.81

* includes dues of Micro and Small Enterprises of ₹ 0.01 crore (Previous Year ₹ Nil)

(₹ in crore)

24. Other Current Liabilities

	As at 31st March 2023	As at 31st March 2022
Security Deposits	2.37	0.19
Security Deposits considered as Income received in Advance from a Related Party (refer Note 33)	60.52	55.49
Other Current Liabilities*	42.34	45.62
Total	105.23	101.30

* includes statutory dues, employee related liabilities and advances from customers etc.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

	(₹ in crore)	
	As at 31st March 2023	As at 31st March 2022
25. Provisions - Current		
Provisions for Superannuation & Leave Encashment	0.46	0.66
Total	0.46	0.66
		(₹ in crore)
	2022-23	2021-22
26. Revenue from Operations:		
Sale of Services		
Port Infrastructure Facilities	4 626.38	4 136.48
Infrastructure Facilities in SEZ	5.99	2.89
Construction, Engineering and Equipment Hiring	251.02	167.59
	4 883.39	4 306.96
Sale of Traded Goods (₹ 21,926/-)	0.00	2.66
	4 883.39	4 309.62
Less: GST Recovered	301.62	274.99
Total Operating Revenue	4 581.77	4 034.63
Other Operating Revenue	0.42	1.14
Total	4 582.19	4 035.77
		(₹ in crore)
	2022-23	2021-22
27. Other Income:		
Interest from		
Financial Assets carried at Amortised Cost	2 662.43	2 594.33
Investments at FVTOCI	267.45	239.31
Investments at FVTPL	0.12	-
Others	1.10	9.59
	2 931.10	2 843.23
Net Gain on Financial Assets		
Gain on Sale/ Transfer of Investments (Net)	70.75	191.10
Changes in Fair Value of Financial Assets (Net)	17.65	17.66
Income on Derivative Transactions (Net)	-	65.65
	88.40	274.41
Net Gain on Foreign Currency Transactions and Translation	21.57	12.57
Gain on Sale/ Disposal of Property, Plant and Equipment	0.06	-
Other Non Operating Income	4.89	1.57
	26.52	14.14
Total	3 046.02	3 131.78

Notes to Consolidated Financial Statements for the year ended 31st March 2023

		(₹ in crore)
	2022-23	2021-22
28. Employee Benefits Expense		
Salaries and Wages	30.30	25.71
Contribution to Provident and Other Funds	1.72	1.68
Staff Welfare Expenses	35.75	39.94
Total	67.77	67.33

28.1 As per Indian Accounting Standard 19 “Employee Benefits”, the disclosures as defined are given below :

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

		(₹ in crore)
Particulars	2022-23	2021-22
Employer’s Contribution to Provident Fund	0.84	0.78
Employer’s Contribution to Superannuation Fund	0.31	0.29
Employer’s Contribution to Pension Scheme	0.45	0.43
The Company’s Provident Fund is exempted under Section 17 of Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.		

Defined Benefit Plan

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

		(₹ in crore)
	Gratuity (Funded)	
	2022-23	2021-22
Defined Benefit Obligation at beginning of the year	3.01	4.07
Current Service Cost	0.27	0.27
Interest Cost	0.21	0.28
Liability Transferred Out/ Divestments	-	(0.65)
Actuarial (Gain) / Loss	(0.05)	(0.29)
Benefits paid	(0.06)	(0.67)
Defined Benefit Obligation at year end	3.38	3.01

II) Reconciliation of opening and closing balances of fair value of Plan Assets

		(₹ in crore)
	Gratuity (Funded)	
	2022-23	2021-22
Fair value of Plan Assets at beginning of the year	5.01	5.28
Expected Return on Plan Assets	0.36	0.37
Assets Transferred Out/ Divestments	-	(0.65)
Return on Plan Assets	0.05	0.01
Fair value of Plan Assets at year end	5.42	5.01

III) Reconciliation of fair value of Assets and Obligations

		(₹ in crore)
	Gratuity (Funded)	
	As at	As at
	31st March 2023	31st March 2022
Fair value of Plan Assets	5.42	5.01
Present value of Obligation	3.38	3.01
Amount recognised in Balance Sheet [Surplus/(Deficit)]	2.04	2.00

Notes to Consolidated Financial Statements for the year ended 31st March 2023

IV) Expenses recognised during the year

(₹ in crore)

	Gratuity (Funded)	
	2022-23	2021-22
In Income Statement		
Current Service Cost	0.27	0.27
Interest Cost	0.21	0.28
Expected Return on Plan Assets	(0.36)	(0.37)
Net Cost	0.12	0.18
In Other Comprehensive Income		
Actuarial (Gain) / Loss	(0.05)	(0.29)
Return on Plan Assets	(0.05)	(0.01)
Net (Income) / Expense For the year Recognised in OCI	(0.10)	(0.30)

V) Investment Details

Gratuity (Funded)

	As at 31st March 2023		As at 31st March 2022	
	(₹ in crore)	% Invested	(₹ in crore)	% Invested
Insurance Policies	5.42	100	5.01	100

VI) Actuarial assumptions

	Gratuity (Funded)	
	2022-23	2021-22
	2012-14	2012-14
	(Ultimate)	(Ultimate)
Discount Rate (per annum)	7.60%	7.09%
Expected Return on Plan Assets (per annum)	7.60%	7.09%
Rate of escalation in Salary (per annum)	6.00%	6.00%
Rate of employee turnover (per annum)	3.00%	2.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for Plan Assets Management.

VII) The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2022-23.

VIII) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below :

	(₹ in crore)			
Particulars	As at 31st March 2023		As at 31st March 2022	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (delta effect of +/- 0.5%)	0.09	0.09	0.10	0.10
Change in rate of salary increase (delta effect of +/- 0.5%)	0.09	0.09	0.10	0.11
Change in rate of employee turnover (delta effect of +/- 0.5%)	0.01	0.01	0.01	0.00

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Investment Risk :- The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest Risk :- A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity Risk :- The present value of the defined benefit plan liability is calculated with reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk :- The present value of the defined plan liability is calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

	(₹ in crore)	
	2022-23	2021-22
29. Finance Costs:		
Interest Costs* (refer Note 29.1)	1 792.36	2 153.60
Other Borrowing Costs	11.59	11.37
Total	1 803.95	2 164.97

29.1 During the previous year, the Company had redeemed 94,00,000 Series 1 & 2 10% Non-Cumulative Redeemable Preference Shares of face value of ₹ 10 each at a premium of ₹ 990/- per share aggregating to ₹ 940.00 crore. Amount of ₹ 410.70 crore, net off pro-rata amount already provided out of profits of earlier years, was recognised as Interest Cost.

* includes Interest on Lease Liabilities ₹ 0.51 crore (Previous Year ₹ 0.00 crore).

	(₹ in crore)	
	2022-23	2021-22
30. Depreciation and Amortisation Expense		
Depreciation and Amortisations (refer Note 1)	1 737.42	485.86
Total	1 737.42	485.86

	(₹ in crore)	
	2022-23	2021-22
31. Other Expenses		
Port Infrastructure related Expenses	430.81	383.22
Contracts payments	90.63	80.53
Construction Materials, Stores, Spares and Consumables Consumed	294.95	235.00
Hire Charges	75.24	35.41
Repairs to Plant and Machinery	57.58	40.40
Legal and Professional Fees	85.83	45.94
Insurance	20.92	18.56
Rent	86.12	98.93
Rates and Taxes	2.82	2.98
Repairs to Buildings	0.33	0.46
Repairs to Others	103.85	101.83
Payment to Auditors	0.86	0.63
Travelling Expenses	75.81	49.92
General Expenses	76.00	64.07
Corporate Social Responsibility Expenditure / Charity and Donations (refer Note 31.1)	43.72	39.72
Bad debts write off	-	0.05
Loss on Derivative Transactions (net)	148.75	-
Loss on Sale / Disposal of Property, Plant and Equipment	1.54	0.88
Total	1 595.76	1 198.53

Notes to Consolidated Financial Statements for the year ended 31st March 2023

31.1 Corporate Social Responsibility Expenditure (CSR) :

(₹ in crore)

	2022-23	2021-22
(a) Gross amount required to be spent by the Company during the year.	42.31	39.70
(b) Amount spent during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) Amount of expenditure incurred on purposes other than (i) above are given as under:		
Health Care	19.35	39.72
Education	24.37	-
Total (b)	43.72	39.72
(c) Shortfall at the end of the year	-	-
(d) Total of previous year default	-	-
(e) Details of related party transactions	-	-
(f) Provision movement during the year:	-	-
Opening Balance		
Amount spent during the year	43.72	39.72
Amount required to be spent during the year	(42.31)	(39.70)
Closing Balance (Excess Spent)	1.41	0.02

The Company did not set off any excess CSR amount spent during the year 2021-22 against current year's obligation. The Company will be setting off the excess amount of ₹ 1.41 crore spent during the year 2022-23 against the next year CSR obligation.

	2022-23	2021-22
32. Earnings Per Share (EPS)		
i) Net Profit after Tax as per Statement of Profit and Loss (₹ in crore)	1 296.65	1 957.06
Less :- Dividend on 9% Cumulative Redeemable Preference Shares (CRPS)	4.23	3.67
Net Profit attributable to Equity Shareholders (₹ in crore) (Used as Numerator for calculation)	1 292.42	1 953.39
ii) Weighted Average number of Equity Shares (Used as Denominator for calculation)*	2475 00 00 000	2475 00 00 000
iii) Basic and Diluted Earnings Per Share of ₹ 1/- each (In Rupees)	0.52	0.79

* Weighted Average number of Equity Shares are arrived at after considering the bonus shares issued during the year.

33. As per Ind AS 24, the disclosures of transactions with the related parties are given below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships :

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Holding Private Limited	Holding Company
2	Kankhal Trading LLP	Entity over which Holding Company is having control
3	East West Pipeline Private Limited	Fellow Subsidiary
4	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate
5	Nandanbala Commercials Private Limited	Associate (from 11th March 2022)
6	Krama Enterprises Private Limited	Fellow Subsidiary & Associate (from 21st March 2023)
7	Reliance Industries Limited	Entity having significant influence
8	Amritkalash Commercial LLP	Jointly Controlled Entity

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Sr. No.	Name of the Related Party	Relationship
9	Drishtimohan Commercial LLP	Jointly Controlled Entity
10	Vaijayanti Commercial LLP	Jointly Controlled Entity
11	Shri M Sundar	Key Managerial Personnel (up to 31st December 2022)
12	Shri Suresh Subramaniam	Key Managerial Personnel (from 14th February 2023)
13	Shri Ritesh Shiyal	Key Managerial Personnel
14	Ms. Mohana V	Key Managerial Personnel (up to 31st March 2022)
15	Ms. Forum Sheth	Key Managerial Personnel (from 1st April 2022)
16	Sikka Ports & Terminals Limited Employees Provident Fund	Post Employment Benefits Plan
17	Sikka Ports & Terminals Limited Employees Superannuation Scheme	Post Employment Benefits Plan
18	Sikka Ports & Terminals Limited Employees Gratuity Fund	Post Employment Benefits Plan

(ii) Transactions during the year with Related Parties :

(₹ in crore)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Holding Company	Entity over which Holding Company is having control	Entity having significant influence /Jointly Controlled Entity	Fellow Subsidiary & Associate	Key Managerial Personnel	Post Employment Benefits Plan	Total
1	Issue of Bonus Shares	2 200.00	-	-	-	-	-	2 200.00
		-	-	-	-	-	-	-
2	Proceeds from Borrowings - Cumulative Redeemable Preference Shares	-	-	-	-	-	-	-
		9.40	-	-	-	-	-	9.40
3	Repayment of Borrowings - Non-Cumulative Redeemable Preference shares (including premium)	-	-	-	-	-	-	-
		380.00	560.00	-	-	-	-	940.00
4	Purchase / Subscription of Investments	-	-	(1.15)	11 575.00	-	-	11 573.85
		-	-	1.00	476.00	-	-	477.00
5	Current Account Contribution in Jointly Controlled Entities (Net)	-	-	(10 085.99)	-	-	-	(10 085.99)
		-	-	8 822.04	-	-	-	8 822.04
6	Loans and advances given / (returned) [Net]	-	-	-	12.16	-	-	12.16
		-	-	-	(332.94)	-	-	(332.94)
7	Sale of Services	-	-	3 901.36	23.78	-	-	3 925.14
		-	-	3 548.61	1.55	-	-	3 550.16
8	Billing for Professional on Deputation	-	-	-	0.02	-	-	0.02
		0.74	-	-	0.42	-	-	1.16
9	Sale of Traded Goods / Scrap (₹ 20,092)	-	-	0.00	-	-	-	0.00
		-	-	0.04	-	-	-	0.04

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(₹ in crore)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Holding Company	Entity over which Holding Company is having control	Entity having significant influence /Jointly Controlled Entity	Fellow Subsidiary & Associate	Key Managerial Personnel	Post Employment Benefits Plan	Total
10	Lease Rent Expenses [₹ 2,000 (Previous Year ₹ 2,000)]	-	-	0.00	-	-	-	0.00
		-	-	<i>0.00</i>	-	-	-	<i>0.00</i>
11	Purchase including Construction Material, Stores, Spares and Consumables	-	-	0.04	-	-	-	0.04
		-	-	<i>2.77</i>	-	-	-	<i>2.77</i>
12	Payment to Key Managerial Personnel	-	-	-	-	1.34	-	1.34
		-	-	-	-	<i>1.99</i>	-	<i>1.99</i>
13	Other Expenses	-	-	0.69	-	-	-	0.69
		-	-	<i>0.96</i>	-	-	-	<i>0.96</i>
14	Employee Benefits Expense	-	-	-	-	-	2.69	2.69
		-	-	-	-	-	<i>2.56</i>	<i>2.56</i>

(iii) Balances as at 31st March 2023

1	Equity Share Capital	2 475.00	-	-	-	-	-	2 475.00
		<i>275.00</i>	-	-	-	-	-	<i>275.00</i>
2	Borrowings - Cumulative Redeemable Preference shares	47.00	-	-	-	-	-	47.00
		<i>47.00</i>	-	-	-	-	-	<i>47.00</i>
3	Investments (refer Note 2)	-	-	0.60	17 051.00	-	-	17 051.60
		-	-	<i>1.75</i>	<i>5 476.00</i>	-	-	<i>5 477.75</i>
4	Current Account Balances with Jointly Controlled Entities (Net)	-	-	-	-	-	-	-
		-	-	<i>10 085.99</i>	-	-	-	<i>10 085.99</i>
5	Trade Receivable	-	-	293.29	3.40	-	-	296.69
		-	-	<i>292.00</i>	<i>1.27</i>	-	-	<i>293.27</i>
6	Trade Payable	-	-	0.20	-	-	-	0.20
		-	-	<i>0.52</i>	-	<i>0.07</i>	-	<i>0.59</i>
7	Security Deposits taken	-	-	690.19	-	-	-	690.19
		-	-	<i>634.70</i>	-	-	-	<i>634.70</i>
8	Security Deposits considered as Income received in Advance	-	-	359.81	-	-	-	359.81
		-	-	<i>415.30</i>	-	-	-	<i>415.30</i>
9	Loans and Advances given	-	-	-	335.75	-	-	335.75
		-	-	-	<i>323.59</i>	-	-	<i>323.59</i>

Note:- Figures in italics represent Previous Year's amounts.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Disclosure of material Related Party transactions (in respect of the parties and for the period during which the relationship exists) :

(₹ in crore)

Sr. No.	Particulars	Relationship	2022-23	2021-22
1.	Issue of Bonus Shares			
	Reliance Industries Holding Private Limited	Holding Company	2 200.00	-
2.	Proceeds from Borrowings - Cumulative Redeemable Preference Shares			
	Reliance Industries Holding Private Limited	Holding Company	-	9.40
3.	Repayment of Borrowings - Non-Cumulative Redeemable Preference shares (including premium)			
	Reliance Industries Holding Private Limited	Holding Company	-	380.00
	Kankhal Trading LLP	Entity over which Holding Company is having control	-	560.00
4.	Purchase / Subscription of Investments			
	Nandanbala Commercials Private Limited	Associate	114.00	476.00
	Krama Enterprises Private Limited	Associate	11 461.00	-
	Amritkalash Commercial LLP	Jointly Controlled Entity	(0.70)	-
	Vaijayanti Commercial LLP	Jointly Controlled Entity	-	0.50
	Drishtimohan Commercial LLP	Jointly Controlled Entity	(0.45)	0.50
5.	Current Account Contribution in Jointly Controlled Entities (Net)			
	Amritkalash Commercial LLP	Jointly Controlled Entity	(1 286.13)	22.18
	Drishtimohan Commercial LLP	Jointly Controlled Entity	(8 799.86)	8 799.86
6.	Loans and advances given / (returned) [Net]			
	East West Pipeline Private Limited	Fellow Subsidiary	12.16	15.65
	Nandanbala Commercials Private Limited	Associate	-	(348.59)
7.	Sale of Services			
	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate	1.39	1.55
	Nandanbala Commercials Private Limited	Associate	22.39	-
	Reliance Industries Limited	Entity having significant influence	3 901.36	3 548.61
8.	Billing for Professional on Deputation			
	Reliance Industries Holding Private Limited	Holding Company	-	0.74
	Jamnagar Utilities & Power Private Limited	Fellow Subsidiary & Associate	0.02	0.42
9.	Sale of Traded Goods / Scrap			
	Reliance Industries Limited (₹ 20,092)	Entity having significant influence	0.00	0.04
10.	Lease Rent Expenses			
	Reliance Industries Limited [(₹ 2,000) (Previous Year ₹ 2,000)]	Entity having significant influence	0.00	0.00
11.	Purchase including Construction Material, Stores, Spares and Consumables			
	Reliance Industries Limited	Entity having significant influence	0.04	2.77

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Sr. No.	Particulars	Relationship	2022-23	2021-22
12.	Payment to Key Managerial Personnel			
	Shri M Sundar*	Key Managerial Personnel	0.30	0.59
	Shri Suresh Subramaniam	Key Managerial Personnel	0.04	-
	Shri Ritesh Shiyal	Key Managerial Personnel	0.83	0.68
	Ms. Mohana V	Key Managerial Personnel	-	0.72
	Ms. Forum Sheth	Key Managerial Personnel	0.17	-
13.	Other Expenses			
	Reliance Industries Limited	Entity having significant influence	0.69	0.96
14.	Employee Benefits Expense			
	Sikka Ports & Terminals Limited Employees Provident Fund	Post Employment Benefits Plan	2.38	2.27
	Sikka Ports & Terminals Limited Employees Superannuation Scheme	Post Employment Benefits Plan	0.31	0.29

* Net off of Billing to Holding Company in previous year.

Balances as at 31st March 2023

(₹ in crore)

Sr. No.	Particulars	Relationship	As at 31st March 2023	As at 31st March 2022
1.	Security Deposits Taken*			
	Reliance Industries Limited	Entity having significant influence	690.19	634.70
2.	Security Deposits considered as Income received in Advance*			
	Reliance Industries Limited	Entity having significant influence	359.81	415.30
3.	Loans - Current			
	East West Pipeline Private Limited	Fellow Subsidiary	335.75	323.59

* received pursuant to the agreement and will remain valid till the period of the agreement.

All related party contracts / arrangements have been entered on arms' length basis.

33.1 Compensation of Key Managerial Personnel

The remuneration of key managerial personnel during the year was as follows:

(₹ in crore)

	2022-23	2021-22
(i) Short-Term Benefits	1.23	1.97
(ii) Post Employment Benefits	0.11	0.02
(iii) Other Long Term Benefits	-	-
(iv) Share Based Payments	-	-
(v) Termination Benefits	-	-
Total	1.34	1.99

Notes to Consolidated Financial Statements for the year ended 31st March 2023

34. Segment Information

The Company's operating segments are identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems established for evaluation by the Board of Directors of the Company (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance.

The Company has two principal operating and reporting segment i.e. Port Infrastructure and Investments.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting :

- (a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- (b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax related items and other Assets and Liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(i) Primary Segment Information :

(₹ in crore)

Sr. No.	Particulars	Port Infrastructure		Investment		Others		Unallocable		Total	
		2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
1	Segment Revenue										
	Sales and Service Income	4 626.38	4 136.52	-	-	257.01	173.10	-	-	4 883.39	4 309.62
	Gross Revenue	4 626.38	4 136.52	-	-	257.01	173.10	-	-	4 883.39	4 309.62
	Less: GST Recovered	266.57	251.84	-	-	35.05	23.15	-	-	301.62	274.99
	Add:- Other Operating Revenue	0.00	0.00	-	-	0.42	1.14	-	-	0.42	1.14
	Revenue from Operations*	4 359.81	3 884.68	-	-	222.38	151.09	-	-	4 582.19	4 035.77
	Add:- Interest Income	-	-	2 929.97	2 833.61	1.12	0.02	0.01	9.60	2 931.10	2 843.23
	Add:- Other Income	22.36	13.64	88.40	208.67	0.30	0.05	3.86	66.19	114.92	288.55
	Total Income	4 382.17	3 898.32	3 018.37	3 042.28	223.80	151.16	3.87	75.79	7 628.21	7 167.55
2	Segment Result before Interest and Taxes	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(298.88)	(50.70)	4 227.26	5 415.83
	Less:- Finance Costs	-	-	-	-	-	-	1 803.95	2 164.97	1 803.95	2 164.97
	Profit before Tax	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(2 102.83)	(2 215.67)	2 423.31	3 250.86
	Current Tax	-	-	-	-	-	-	1 114.00	1 316.20	1 114.00	1 316.20
	Deferred Tax	-	-	-	-	-	-	12.66	(22.40)	12.66	(22.40)
	Profit after Tax	1 841.89	2 573.26	3 016.72	3 041.23	(332.47)	(147.96)	(3 229.49)	(3 509.47)	1 296.65	1 957.06
3	Other Information										
	Segment Assets	6 918.60	3 117.76	47 371.16	41 822.31	515.76	268.70	646.45	482.23	55 451.97	45 691.00
	Segment Liabilities	1 144.83	1 193.67	-	-	41.03	28.36	29 515.03	25 344.57	30 700.89	26 566.60
	Capital Expenditure	21.86	91.68	-	-	17.69	-	48.88	113.10	88.43	204.78
	Depreciation and Amortisation Expenses	1 525.29	420.75	-	-	166.25	28.00	45.88	37.11	1 737.42	485.86

* includes ₹ 3,901.36 crore (Previous Year ₹ 3,548.65 crore) derived from Reliance Industries Limited.

The reporting Segment is further described below :

- The Port Infrastructure segment includes operations related to evacuation of petroleum products and crude at port and infrastructure facilities at Jamnagar.
- The Investments segment representing investments, loans and advances and related financing activities.
- The businesses, which were not reportable segment during the year, have been grouped under "Others" segment. This mainly comprises of operations related to Construction & Engineering Services, Project Management Services, Plant and Equipment Hiring and Provision of Infrastructure Facilities as Co-Developer in Special Economic Zone.

(ii) Secondary Segment Information (Geographical):

Since the operations of the Company are predominantly conducted within India hence there are no separate reportable geographical segment.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

35. Contingent Liabilities And Commitments

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
(I) Contingent Liabilities (to the extent not provided for)		
(a) Claims against the Company / disputed liabilities not acknowledged as debts *	60.18	62.33
(b) Performance Guarantee	9.33	11.41
* The Company has been advised that the claims are likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for in respect of Others	5.57	8.07
(b) Dividend to be paid on 9% Cumulative Redeemable Preference Shares (CRPS) being 4,70,00,000 (4,70,00,000) shares of face value of ₹ 10/- each	12.86	8.63

(₹ in crore)

36. Lease Disclosures

Lease Liabilities – Maturity Analysis

Particulars

Not later than 1 year	3.93	-
Later than 1 year and not later than 5 years	3.16	-
Total	7.09	-

37. Capital Management

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

- Maintain financial strength to ensure AAA ratings.
- Diversify sources of financing and spread the maturity across tenure buckets in order to manage liquidity risk.
- Proactively manage exposure in forex and interest to mitigate risk to earnings.
- Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

This framework is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

The net gearing ratio at end of the reporting period was as follows :

(₹ in crore)

	As at 31st March 2023	As at 31st March 2022
Gross Debt	26 167.99	23 417.77
Cash and Marketable Securities*	5 909.95	1 729.40
Net Debt (A)	20 258.04	21 688.37
Total Equity (As per Balance Sheet) (B)	24 751.08	19 124.40
Net Gearing (A/B)	0.82	1.13

* Cash and Marketable Securities include cash and cash equivalents of ₹ 334.81 crore (Previous Year ₹ 207.76 crore), Fixed Deposit with Banks of ₹ 3,875.00 crore (Previous Year ₹ 525.00 crore) and Current Investments of ₹ 1,700.14 crore (Previous Year ₹ 996.64 crore).

Notes to Consolidated Financial Statements for the year ended 31st March 2023

38. Financial Instruments

A. Fair Value Measurement Hierarchy:

(₹ in crore)

Particulars	As at 31st March 2023				As at 31st March 2022			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
At Amortised Cost								
Trade Receivables	358.16	-	-	-	310.49	-	-	-
Cash and Cash Equivalents	334.81	-	-	-	207.76	-	-	-
Other Bank Balances	3 875.00	-	-	-	527.01	-	-	-
Loans	21 924.37	-	-	-	21 962.65	-	-	-
Other Financial Assets	97.04	-	-	-	10 151.40	-	-	-
At FVTPL								
Investments* (Level 3 ₹ 33,003/-)	1 700.14	1 235.47	464.67	0.00	996.64	-	996.64	0.00
At FVTOCI								
Investments	2 744.79	2 744.79	-	-	2 744.79	-	2 744.79	-
Financial Liabilities								
At Amortised Cost								
Borrowings	26 167.99	-	-	-	23 417.77	-	-	-
Lease Liabilities	7.09	-	-	-	-	-	-	-
Trade Payables	106.41	-	-	-	87.00	-	-	-
Other Financial Liabilities	1 474.37	-	-	-	1 464.40	-	-	-
At FVTOCI								
Financial Derivatives	1 153.11	-	1 153.11	-	788.40	-	788.40	-

* Exclude Investments measured at cost (refer Note 2.1).

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs based on unobservable market data.

Valuation Methodology

All Financial Instruments are initially recognized and subsequently re-measured at fair value as described below :

- The fair value of investment in Units of Infrastructure Investment Trusts, Fixed Maturity Plan, Mutual Funds, Bonds and Certificates of Deposit is measured at quoted price or NAV.
- The fair value of Forward Foreign Exchange contracts and Currency Swaps is determined using forward exchange rates and yield curves at the balance sheet date.
- The fair value for level 3 instruments is valued using inputs based on information about market participants assumptions and other data that are available.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

- d) The fair value of the remaining financial instruments is determined using discounted cash flow analysis or other suitable valuation model.
- e) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.
- f) Fair values of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, borrowings, trade payables and other financial liabilities are approximate at their carrying amounts.

B. Financial Risk Management

The different types of risks the Company is exposed to are market risk, credit risk and liquidity risk. The Company uses derivative financial instruments such as forwards, options and currency swap contracts to minimise any adverse effect on its financial performance. All such activities are undertaken within an approved Risk Management Policy framework.

i) Market Risk

a) Foreign Currency Risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The following table shows foreign currency exposures in USD, EUR and GBP on financial instruments at the end of the reporting period. The exposure to foreign currency for all other currencies are not material.

Foreign Currency Exposure (₹ in crore)

Particulars	As at 31st March 2023			As at 31st March 2022		
	USD	EUR	GBP	USD	EUR	GBP
Trade and Other Payables	6.95	1.86	0.65	45.53	1.27	3.74
Trade and Other Receivables	(580.46)	-	(2.83)	(375.16)	(0.67)	(2.81)
Derivatives						
Currency Swap (Nominal Value)	6 323.38	-	-	7 641.07	-	-
Net Exposure	5 749.87	1.86	(2.18)	7 311.44	0.60	0.93

The net exposures includes natural hedges in the form of future foreign currency earnings and earnings linked to foreign currency for which the Company follows hedge accounting (refer Note 38C).

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net of hedges

Foreign Currency Sensitivity (₹ in crore)

Particulars	As at 31st March 2023			As at 31st March 2022		
	USD	EUR	GBP	USD	EUR	GBP
1% Depreciation in INR						
Impact on Equity	(46.89)	-	-	(60.21)	-	-
Impact on P&L	(10.60)	(0.02)	0.02	(12.90)	(0.01)	(0.01)
Total	(57.49)	(0.02)	0.02	(73.11)	(0.01)	(0.01)
1% Appreciation in INR						
Impact on Equity	46.89	-	-	60.21	-	-
Impact on P&L	10.60	0.02	(0.02)	12.90	0.01	0.01
Total	57.49	0.02	(0.02)	73.11	0.01	0.01

Notes to Consolidated Financial Statements for the year ended 31st March 2023

b) Interest Rate Risk

The exposure of the Company's borrowing and derivatives to interest rate changes at the end of the reporting period are as follows :

Interest Rate Exposure			(₹ in crore)
Particulars	As at 31st March 2023	As at 31st March 2022	
Borrowings			
Non-Current - Floating (includes Current Maturities)	4 399.73	949.62	
Non-Current - Fixed (includes Current Maturities)	18 002.79	17 519.79	
Current - Fixed	3 765.47	4 948.36	
Total	26 167.99	23 417.77	
Derivatives (Nominal Value)			
Currency Swap-Floating	2 018.58	2 238.77	
Currency Swap-Fixed	4 304.80	5 402.30	
Total	6 323.38	7 641.07	

Impact on Interest Expenses for the year on 1% change in Interest rate

Interest rate Sensitivity					(₹ in crore)
Particulars	As at 31st March 2023		As at 31st March 2022		
	Up Move	Down Move	Up Move	Down Move	
Impact on P&L	(64.18)	64.18	(31.88)	31.88	
Total	(64.18)	64.18	(31.88)	31.88	

ii) Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the Company. Credit risk arises from Company's activities in investments, dealing in derivatives and receivables from customers. A significant portion of service revenue of the Company is derived from a single customer enjoying highest credit rating. Apart from this, Company ensures that services / sales to other customers are having appropriate creditworthiness. The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Credit risk is actively managed through security deposits, Letters of Credit, bank and corporate guarantees and advance payments.

iii) Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The Company maintains sufficient stock of cash, marketable securities and committed credit facilities. The Company accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the Company's cash flow position and ensures that the Company is able to meet its financial obligation at all times including contingencies.

The Company's liquidity is managed centrally with operating units forecasting their cash and liquidity requirements. Treasury pools the cash surpluses from across the different operating units and then arranges to either fund the net deficit or invest the net surplus in the market.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Maturity Profile as on 31st March 2023

(₹ in crore)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	3-5 Years	Above 5 Years	Total
Borrowings							
Non-Current*	6 075.00	25.00	75.00	1 072.00	15 200.00	-	22 447.00
Current#	3 800.00	-	-	-	-	-	3 800.00
Total Borrowings	9 875.00	25.00	75.00	1 072.00	15 200.00	-	26 247.00
Derivative Liabilities							
Currency Swap	160.13	96.53	273.76	527.76	94.93	-	1 153.11
Total Derivative Liabilities	160.13	96.53	273.76	527.76	94.93	-	1 153.11

* excluding ₹ 44.48 crore as prepaid finance charges.

including ₹ 34.53 crore of Commercial Paper discount

Maturity Profile as on 31st March 2022

(₹ in crore)

Particulars	Below 3 Months	3-6 Months	6-12 Months	1-3 Years	3-5 Years	Above 5 Years	Total
Borrowings							
Non-Current*	-	12.50	3 537.50	6 175.00	8 772.00	-	18 497.00
Current#	4 425.00	575.00	-	-	-	-	5 000.00
Total Borrowings	4 425.00	587.50	3 537.50	6 175.00	8 772.00	-	23 497.00
Derivative Liabilities							
Currency Swap	47.77	46.77	89.57	448.95	155.34	-	788.40
Total Derivative Liabilities	47.77	46.77	89.57	448.95	155.34	-	788.40

* excluding ₹ 27.59 crore as prepaid finance charges

including ₹ 51.64 crore of Commercial Paper discount

C. Hedge Accounting

The Company's business objective includes safe-guarding its earnings and foreign currency liabilities against adverse price movements of foreign exchange rates. The Company has adopted a structured risk management policy to hedge all this risk within an acceptable risk limit and an approved hedge accounting framework which allows for Cash Flow hedges. Hedging instruments include forward and options as well as non derivative instruments to achieve this objective. The table below shows the position of hedging instruments and hedged items as of the balance sheet date.

Disclosure of effects of Hedge Accounting

(i) Cash Flow Hedge

Hedging Instrument

(₹ in crore)

Type of Hedge and Risks	Nominal Value	Carrying Amount		Changes in FV	Hedge Maturity Date	Line Item in Balance Sheet
		Assets	Liabilities			
As at 31st March 2023						
Foreign currency risk						
Derivatives-Currency Swap	6 323.38	-	1 153.11	(1 153.11)	April 2023 to July 2026	Other Financial Liabilities - Non Current (refer Note 18) & Other Financial Liabilities - Current (refer Note 23)
As at 31st March 2022						
Foreign currency risk						
Derivatives-Currency Swap	7 641.07	-	788.40	(788.40)	April 2022 to July 2026	Other Financial Liabilities - Non Current (refer Note 18) & Other Financial Liabilities - Current (refer Note 23)

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(ii) Hedging Items

(₹ in crore)

Particulars	Nominal Value	Changes in FV	Hedge Reserve	Line Item in Balance Sheet
As at 31st March 2023				
Foreign currency risk				
Highly Probable Revenues	6 323.38	(1 153.11)	(577.12)	Other Equity
As at 31st March 2022				
Foreign currency risk				
Highly Probable Revenues	7 641.07	(788.40)	(402.08)	Other Equity

(iii) Movement in cash flow hedge

(₹ in crore)

Particulars	2022-23	2021-22	Line Item in Balance Sheet /Statement of Profit and Loss
At the beginning of the year	(402.08)	(469.09)	
Gain/ (loss) recognized in Other Comprehensive Income during the year	(454.36)	(43.00)	Items that will be reclassified to Statement of Profit and Loss - Cash Flow Hedge
Amount reclassified to Statement of Profit and Loss during the year	220.45	132.55	Items that will be reclassified to Statement of Profit and Loss - Cash Flow Hedge
Income taxes relating to Cash Flow Hedge	58.87	(22.54)	
At the end of the year	(577.12)	(402.08)	Other Comprehensive Income

D. Off-setting financial Instrument

Financial assets and Financial liabilities amounting to ₹ 172.71 crore (Previous Year ₹ 155.85 crore), where Company intends to realise the asset and settle the liability simultaneously, are offset against each other in accordance with Ind AS 1.

39. Enterprises Consolidated as Associates and Jointly Controlled Entities in this Consolidated Financial Statements in accordance with Indian Accounting Standard 28 - Investments in Associates and Joint Ventures

Name of Enterprise	Country of Incorporation	Principal Activities	Proportion of Equity Interest	
			As at 31st March 2023	As at 31st March 2022
Jamnagar Utilities & Power Private Limited*	India	Generation of Power and Investment Activities	-	-
Nandanbala Commercials Private Limited*	India	Business of Real estates and Property Development, leasing the properties	-	-
Krama Enterprises Private Limited*	India	General Trading	-	-
Amritkalash Commercial LLP	India	Trading, Commission Agent and Holding of Investments	5.00%	75.00%
Vaijayanti Commercial LLP	India	Trading, Commission Agent and Holding of Investments	50.00%	50.00%
Drishtimohan Commercial LLP	India	Trading, Commission Agent and Holding of Investments	5.00%	50.00%

* The Company has subscribed to redeemable preference shares aggregating to ₹ 5,000.00 crore issued by JUPL, ₹ 590.00 crore issued by NCPL and also Company has subscribed to Compulsorily Convertible Debentures ("CCDs") aggregating to ₹ 11,461.00 crore issued by KEPL. In terms of the issue of preference shares and CCDs, SPTL has ability to nominate a director on Board of JUPL, NCPL and KEPL. Accordingly, JUPL, NCPL and KEPL have become Associates of the Company in terms of Ind AS 28 - Investments in Associates and Joint Ventures. However the proportion of equity interest of the Company in JUPL, NCPL and KEPL is Nil.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

40. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprise consolidated as Associates and Jointly Controlled Entities

Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated Net Assets	Amount (₹ in crore)	As % of consolidated Profit or Loss	Amount (₹ in crore)	As % of consolidated Other Comprehensive Income	Amount (₹ in crore)	As % of consolidated Total Comprehensive Income	Amount (₹ in crore)
Parent								
Sikka Ports & Terminals Limited (excluding Investment in Associates and Jointly Controlled Entities)	31.11	7 699.48	100.00	1 296.65	100.00	4 330.03	100.00	5 626.68
Associates (accounting using equity method)								
Jamnagar Utilities & Power Private Limited	20.20	5 000.00	-	-	-	-	-	-
Nandanbala Commercials Private Limited	2.38	590.00	-	-	-	-	-	-
Krama Enterprises Private Limited	46.31	11 461.00	-	-	-	-	-	-
Jointly Controlled Entities (accounting using equity method)								
Amritkalash Commercial LLP	0.00	0.05	-	-	-	-	-	-
Vaijayanti Commercial LLP	0.00	0.50	-	-	-	-	-	-
Dristhimohan Commercial LLP	0.00	0.05	-	-	-	-	-	-
Total	100.00	24 751.08	100.00	1 296.65	100.00	4 330.03	100.00	5 626.68

41. Investment in Associates

Summarised Financial Information for Associates:

The summarised financial information of the Company's investment in Associates is as follows: (₹ in crore)

Summarised Balance Sheet	KEPL	NCPL		JUPL	
	As at 31st Mar 2023	As at 31st Mar 2023	As at 31st Mar 2022	As at 31st Mar 2023	As at 31st Mar 2022
Current Assets	12 788.33	17.83	12.22	20 381.71	18 450.64
Current Liabilities	0.00	13.14	8.37	4 120.44	5 663.56
Net Current Assets	12 788.33	4.69	3.85	16 261.27	12 787.08
Non-Current Assets	2.22	573.82	459.13	27 025.09	22 731.56
Non-Current Liabilities	-	0.04	0.00	17 136.32	15 560.27
Net Non-Current Assets	2.22	573.78	459.13	9 888.77	7 171.29
Net Assets	12 790.55	578.47	462.98	26 150.04	19 958.37

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(₹ in crore)

Reconciliation to Carrying Amounts	Amritkalash Commercial LLP		Vaijayanti Commercial LLP		Drishtimohan Commercial LLP	
	As at 31st Mar 2023	As at 31st Mar 2022	As at 31st Mar 2023	As at 31st Mar 2022	As at 31st Mar 2023	As at 31st Mar 2022
Opening Net Assets	1.00	1.00	1.00	-	1.00	-
Capital Contribution during the year	-	-	-	1.00	-	1.00
Profit/(Loss) for the Year	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-
Closing Net Assets	1.00	1.00	1.00	1.00	1.00	1.00
Company's share in %	5%	75%	50%	50%	5%	50%
Company's share in ₹	0.05	0.75	0.50	0.50	0.05	0.50
Contribution by the Company on Current Account	-	1 286.13	-	-	0.00	8 799.86
Total Company's share in ₹	0.05	1 286.88	0.50	0.50	0.05	8 800.36

(₹ in crore)

Summarised Statement of Profit and Loss	Amritkalash Commercial LLP	Vaijayanti Commercial LLP	Drishtimohan Commercial LLP
	2022-23	2022-23	2022-23
Net Profit for the Year	-	-	-
Other Comprehensive Income	-	-	-
Total Comprehensive Income	-	-	-

43. Other Statutory Information

- (a) There are no transactions and balances outstanding with companies struck off under Section 248 of the Companies Act, 2013
- (b) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
 - (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.
- (c) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (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.
- (d) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

- 44. The Company is engaged in the business of providing infrastructural facilities as defined under explanation to section 186 of the Companies Act, 2013 and hence provisions of section 186 of the Companies Act, 2013 are not applicable to the Company.
- 45. The figures for the previous year as reported have been compiled / restated wherever necessary, to make them comparable with the current year figures.

46. Approval of Financial Statements

The Consolidated Financial Statements were approved for issue by the Board of Directors on 30th May 2023.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

Annexure “A”

Salient Features of Financial Statements of Associates and Jointly Controlled Entities as per Companies Act, 2013

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates and Jointly Controlled Entities

Name of Associates / Joint Controlled Entities	Latest Balance Sheet Date	The date which the Associates or Jointly Controlled Entities was associated	Shares of Associates / Jointly Controlled Entities held by the company on the year end			Net-worth attributable to Shareholding as per latest Balance Sheet (₹ in crore)	Profit / (Loss) for the year		Description of how there is Significant Influence	Reason why the Associates / Jointly Controlled Entities are not consolidated
			No.	Amount of Investment in Associates / Joint Controlled Entities (₹ in crore)	Extent of Holding%		Considered in Consolidation (₹ in crore)	Not Considered in Consolidation (₹ in crore)		
Jamnagar Utilities & Power Private Limited (JUPL)	31.03.2023	22.12.2020	50 00 00 000	5 000.00	-	-	-	-	Refer Note 1 below	-
Nandanbala Commercials Private Limited (NCPL)	31.03.2023	11.03.2022	59 00 00 000	590.00	-	-	-	-	Refer Note 1 below	-
Krama Enterprises Private Limited (KEPL)	31.03.2023	21.03.2023	11 46 100	11 461.00	-	-	-	-	Refer Note 1 below	-
Amritkalash Commercial LLP (ACL) [#]	31.03.2023	27.12.2019	-	0.05	5.00%	0.05	-	-	Refer Note 2 below	-
Vaijayanti Commercial LLP (VCL) [#]	31.03.2023	17.03.2021	-	0.50	50.00%	0.50	-	-	Refer Note 2 below	-
Drishtimohan Commercial LLP (DCL) [#]	31.03.2023	30.03.2021	-	0.05	5.00%	0.05	-	-	Refer Note 2 below	-

Share held by the Company on the year end as well as Net-worth Attributable to Shareholding as per the latest Balance Sheet does not include Partner's Contribution to the current account of the LLPs.

Note 1 : Significant influence due to ability of the Company to participate in the management of the JUPL, NCPL and KEPL.

Note 2 : Significant influence due to voting rights in ACL, VCL and DCL.

The above statement also indicates performance and financial position of each of the Associates and Jointly Controlled Entities.

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants
(Registration No. 101720W / W100355)

Lalit R. Mhalsekar
Partner
Membership No. 103418

Dated : 30th May 2023

For and on behalf of the Board

Sanjeev Dandekar
Director
DIN: 00022797

Jyothi Menon
Director
DIN: 09484769

Samir Patel
Director
DIN: 09487366

Suresh Subramaniam
Manager

Kozhumam Chandrasekar Ganesh
Director
DIN: 09390886

Ritesh Shiyal
Chief Financial Officer

Devarajan Venkataramanan
Director
DIN: 07749448

Forum Sheth
Company Secretary