



**Shreyas**  
Shipping and Logistics LTD

30<sup>th</sup> ANNUAL REPORT  
2017-18

# Spearheading India's **Coastal Growth**



**transworld**  
GROUP

**Disclaimer:**

This document contains statements about expected future events and financial and operational results of Shreyas Shipping and Logistics Ltd which are forward-looking in nature. By their nature, forward-looking statements require the company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Shreyas Shipping and Logistics Ltd Annual Report 2017-18



# Table of contents

---

01-17

CORPORATE OVERVIEW

18-75

STATUTORY REPORTS

76-192

FINANCIAL SECTION

[www.transworld.com/shreyas](http://www.transworld.com/shreyas)





1<sup>st</sup> Private container shipping to be registered in India



Pioneer in containerized coastal shipping in India



Market leader in both Domestic & EXIM Transhipment business



Servicing most container ports in India



Owens & operates largest number of container fleet in India



Offering on-time connectivity in transhipment segment



Largest Indian company to offer service between Mundra and Kolkata



Servicing coastal break bulk trade in India



Providing Direct EXIM service right up to Jebel Ali and Bandar Abbas



## Vision

Be the preferred business partner for global logistics solutions, committed to highest standard of excellence.



## Mission

To consistently create experiences where passion and purpose come together to innovate, excel and contribute.



## Values

Integrity

Transparency

Respect

Customer Centrality

Excellence

Social and Environmental Responsibility

# Leading the way

## With 13 owned vessels, Shreyas Shipping boasts to be the largest coastal container shipping company in India

With more than 2 decades of experience in shipping business, Shreyas has been a pioneer in the coastal shipping business and today dominates the container cargo business with the highest market share.

During 2017-18, Shreyas enhanced its service offering by becoming an early mover and venturing into a new segment for 'Break bulk cargo' shipping. With large aspirational plans, the company plans to continue its dominance and market leadership of the coastal shipping industry in India and offering more economical movement of cargo across the country.





## At the forefront

---

**Shreyas is the only shipping company providing unmatched PAN India services in coastal container business**

The services offered by Shreyas demonstrates its continued efforts to make India a future transshipment hub, and playing a leadership role in making the government's Sagarmala dream come true.

In the financial year 2017-18, the company acquired 4 vessels in one financial year for the first time in its history. With these acquisitions of more vessels of higher capacity, an average fleet age of 17 years, and most ships undergone major dry-docking, the company would enjoy significant economies of scale and reduced cost of operations.

# Transworld Group

## More than four decades of global shipping and logistics services

Mr. R. Sivaswamy established the Transworld Group in 1977. Commencing operations as a shipping agency in Mumbai, the group has now diversified into a multi-faceted shipping and logistics conglomerate. The activities of the group include: Ship Owning (Container & Bulk Carriers), Feederling, NVOCC, Logistics, Freight Forwarding and Supply Chain Management, Ship Management and Shipping Agencies. Headquartered in the Jebel Ali Free Zone (Dubai, UAE), with offices in USA, Saudi Arabia, Oman, Qatar, Kuwait, Sri Lanka, Pakistan and offices in 28 Indian cities combined with strong network partners world over.

The Group's determination to have a global presence is supported by a fundamental philosophy: **to explore and discover new business horizons.** This is the driving force that propels it towards a new tomorrow. Transworld's scale of operations is expanding limitlessly on land and sea.

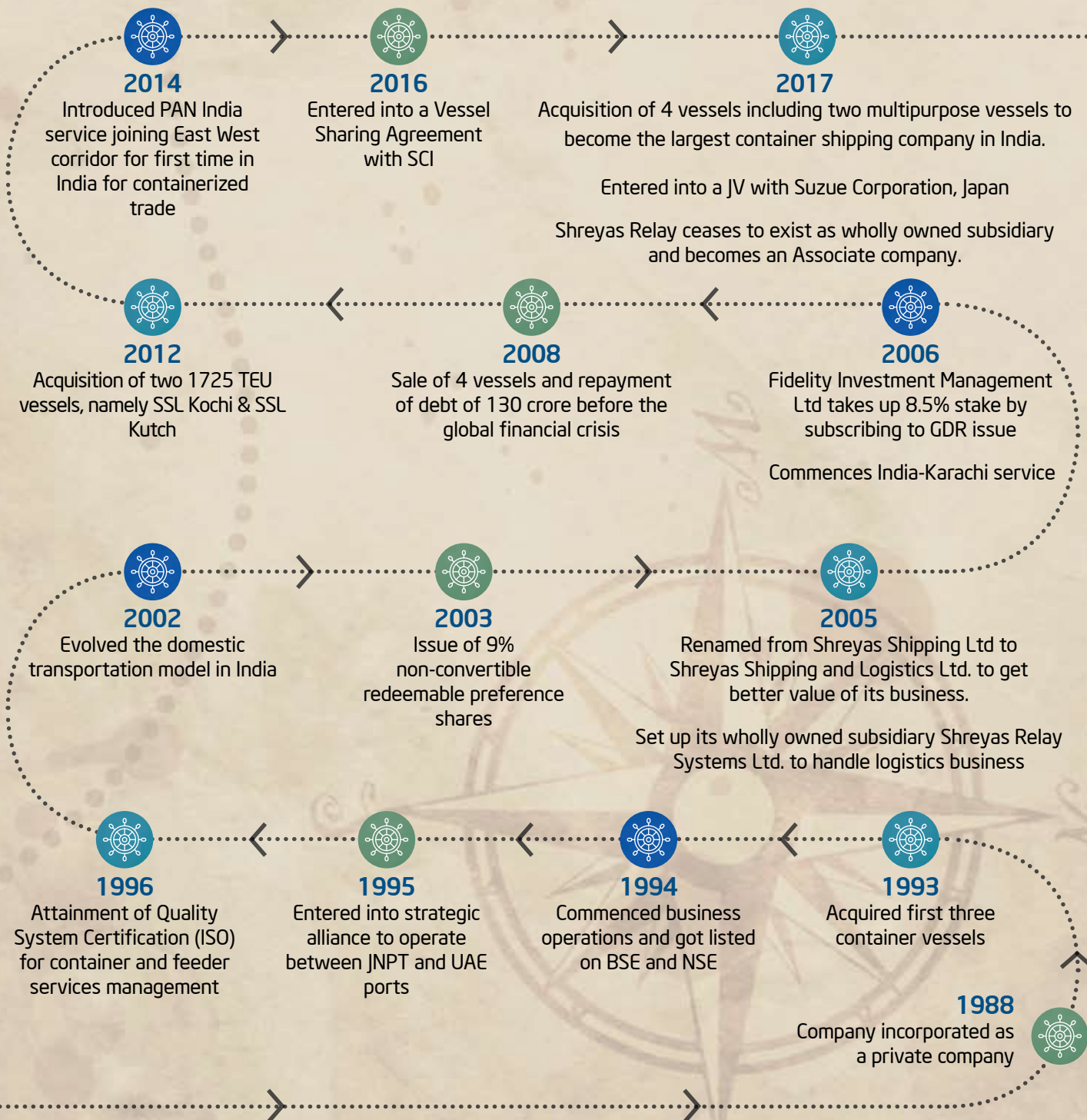
transworld  
GROUP







# Key Milestones



# Shreyas at a glance

Shreyas Shipping & Logistics Ltd is the Indian flagged vessel owning unit of the parent company Transworld Group. Incorporated in the year 1988, the aim of Shreyas Shipping was to expand into the Indian coastal region. The prime focus of our company is on the coastal shipping business by owning ships and operating them on the Indian coastline.

The company is a pioneer and market leader in domestic coastal container shipping services as well as transshipment services across the Indian Coast. **As of today, we own and operate 13 vessels with a total capacity of 23,143 TEUs.** We are present across most major ports and Indian container terminals. With more than two decades of experience in this business, we have gained the trust of our clients which is reflected into our high market share in both domestic as well as EXIM transshipment segment. Due to our strong presence and well-built network, Shreyas is a preferred partner of most Main Line Operators for EXIM transshipment services at various Indian ports.

Shreyas Shipping also offers door to door multimodal logistics solutions through its associate company Avana Logistek Ltd (earlier Shreyas Relay Systems Ltd). Avana Logistek covers the entire supply chain and logistics activities of the group. The first mile and the last mile connectivity of the cargo shipped by Shreyas is taken care of by Avana Logistek Ltd.

**46%**  
YOY  
Revenue Growth

**123%**  
EBITDA Growth

**21.5%**  
5-year Revenue  
CAGR

**312.48 cr**  
Net Worth  
as on 31<sup>st</sup> March 2018

**15%**  
Dividend declared  
for 2017-18

**1,120.8 cr**  
Market Cap  
as on 31<sup>st</sup> March 2018



# The year that was...

Shreyas Shipping acquired 4 vessels in the last financial year, namely SSL Brahmaputra (4,273 TEUs), SSL Ganga (1,541 TEUs), SSL Sabarimalai (1,118 TEUs) and SSL Balaji (671 TEUs). Out of these, two are container vessels and two are multi-purpose vessels. The multipurpose vessels were purchased to support the commencement of our break bulk cargo business. This year also marked the purchase of our biggest vessel in terms of capacity. **We also handled the highest number of containers last year at 448,181.** In our break bulk segment, we handled 107,324 MT of cargo during the last year comprising mainly of steel products of RINL and JSW Steel.

## Business Mix

**Domestic:** The domestic business majorly involves movement of domestic cargo between Indian ports. Over the years we have increased our presence across the entire Indian coastline covering most ports and container terminals. Out of the four fixed routes that the company operates, three are domestic routes. We reach out to ports like Mundra, Kandla, Pipavav, Krishnapatnam, Chennai, Paradip, Hazira, Kolkata and many more. About half of the cargo constitutes of heavy construction material like cement, tiles, marbles, etc. and the rest of the cargo comprises of fertilizers, food grains and others.

**EXIM:** Shreyas acts as a feeder operator in the EXIM segment. It is mainly involved in collecting cargo from various ports and container terminals in India and then feeding this cargo at a central location at a port into a larger vessel of a Main Line Operator. We provide tailor made services and innovative solutions in this segment. Due to the best on-time connectivity in India in this segment, Shreyas commands the highest market share of about 85%. We also offer direct connectivity from East and South Indian ports to middle east/gulf ports.

**Break Bulk:** This is a new segment which we ventured into last year. For this purpose, we acquired two multi-purpose (MPP) vessels, namely SSL Sabarimalai and SSL Balaji. This segment involves movement of non-containerised cargo. We provide end to end logistics for non-containerised cargo.

# Fleet in Action



Name	Capacity (in TEUs)	Year Build	G.R.T
SSL Gujarat	1,613 TEUs	1997	18,602 MT
SSL Bharat	2,959 TEUs	1997	29,383 MT
SSL Kochi	1,725 TEUs	1998	21,339 MT
SSL Kolkata	1,114 TEUs	2007	9,956 MT
SSL Brahmaputra	4,273 TEUs	2003	39,441 MT
SSL Chennai	700 TEUs	1998	8,214 MT
SSL Balaji	671 TEUs	2007	8,407 MT
SSL Kutch	1,725 TEUs	1998	21,339 MT
SSL Visakhapatnam	1,613 TEUs	1996	18,602 MT
SSL Mumbai	1,613 TEUs	1997	18,602 MT
SSL Delhi	2,478 TEUs	2000	25,369 MT
SSL Sabarimalai	1,118 TEUs	2003	12,993 MT
SSL Ganga	1,541 TEUs	2003	16,145 MT

**13**

Fleet Size

**17.69 Yrs**

Average Fleet Age

**23,143 TEUs**

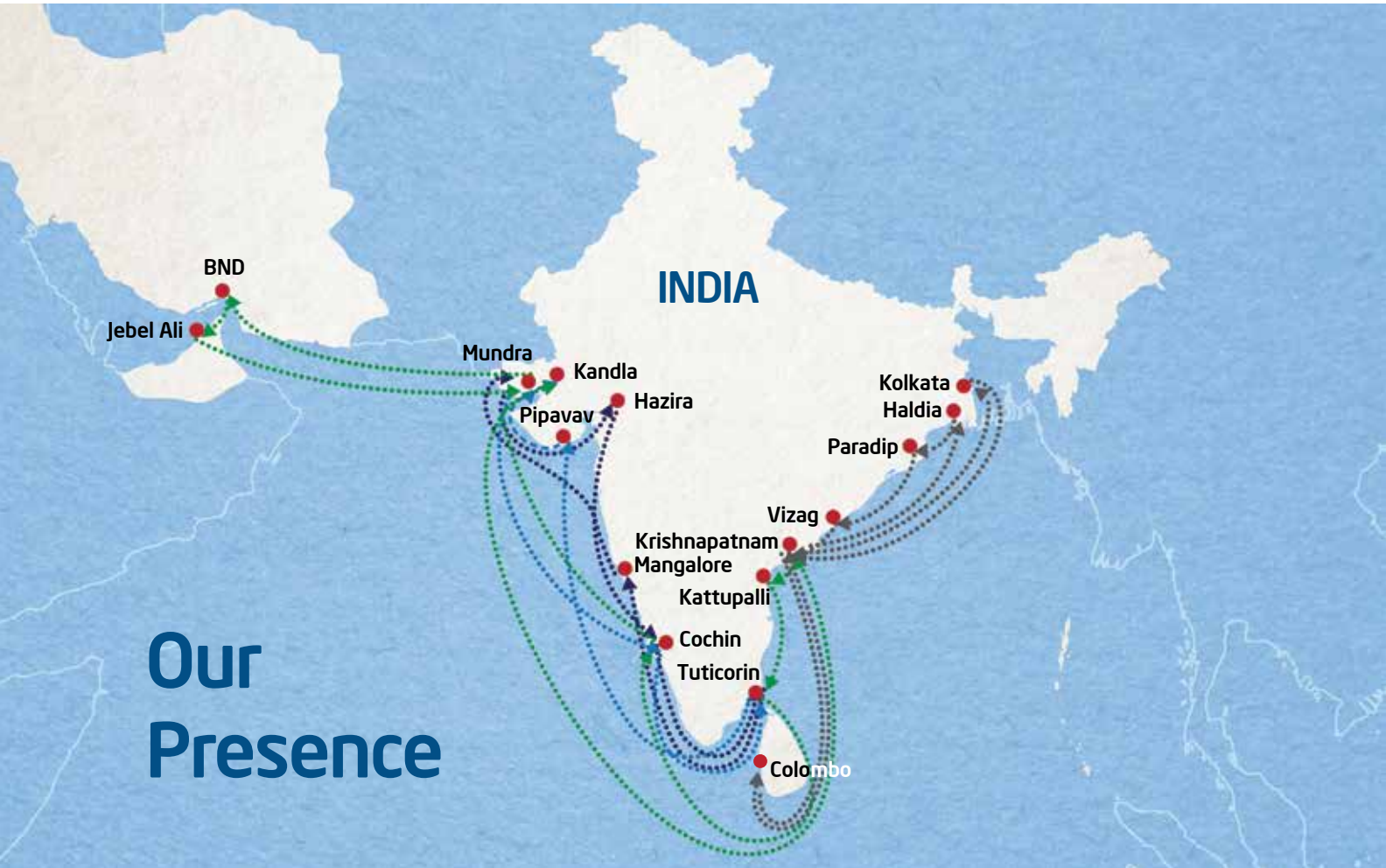
Total Capacity

**2,48,392**

Total GRT

**3,15,722**

Total Deadweight



# Our Presence



**PIX 1:**  
**SSL Mumbai, SSL Kutch:** Mundra – Hazira – Cochin – Tuticorin – Mangalore – Mundra  
**Voyage days: 14**



**PIX 2:**  
**SSL Bharat, SSL Delhi, SSL Kochi:** Jebel Ali – Hamad – Mundra – Krishnapatnam – Kattupalli – Tuticorin – Cochin – Jebel Ali  
**Voyage days: 28**



**SMILE:**  
**SSL Brahmaputra:** Mundra – Cochin – Tuticorin – Pipavav – Mundra  
**Voyage days: 14**



**ECC:**  
**SSL Chennai, SSL Kolkata:** Krishnapatnam – Kolkata – Krishnapatnam  
**Voyage days: 10**

**SSL Visakhapatnam, SSL Gujarat:**  
 Krishnapatnam – Visakhapatnam – Haldia – Paradip – Visakhapatnam – Krishnapatnam  
**Voyage days: 14**

# Key Strengths



- Shreyas owns vessels of different capacities giving them the edge to reach out to ports with different cargo handling capabilities.
- Since Shreyas is in operations for more than 2 decades and has the expertise, the company is the preferred partner for all Main Line Operators like Maersk Line, MSC, Hyundai Shipping, etc.
- Along with containerized cargo, the company also moves non-containerized cargo.
- Few of the vessels which the company own are of larger cargo handling capacity which gives economies of scale leading to a lower cost per TEU.
- Shreyas has the best in class technology leading to customized customer solutions.
- Shreyas holds the highest market share in both domestic as well as EXIM transshipment business.



# Awards and Accolades



## Maritime And Logistics Awards (MALA)

2010, 2011, 2012, 2013, 2014, 2015, 2016 & 2017

Best Shipping Line of the Year :  
Coastal Operator



## Gujarat Star Awards

2012, 2013, 2014, 2015, 2016 & 2017

Best Shipping Line of the Year :  
Coastal Operator

## South East Cargo and Logistics Awards

2014:

Coastal Operator of the Year



## Gateway Maritime Awards

2014, 2015 & 2016:

Feeder Operator of the Year



JNPT 2008-09, 2013-14  
For Handling Maximum  
Container Traffic at Shallow  
Berth

Maritime Personality of the  
Year 2011  
Mr. Ramesh S. Ramakrishnan,  
Chairman & Managing Director

Forbes Middle East Top Indian  
Business Leader in the UAE in  
2013  
Mr. Ramesh S. Ramakrishnan,  
Chairman, Transworld Group

The Forbes Top Indian Leader  
In The Arab World 2014  
Mr. Ramesh S. Ramakrishnan,  
Chairman, Transworld Group

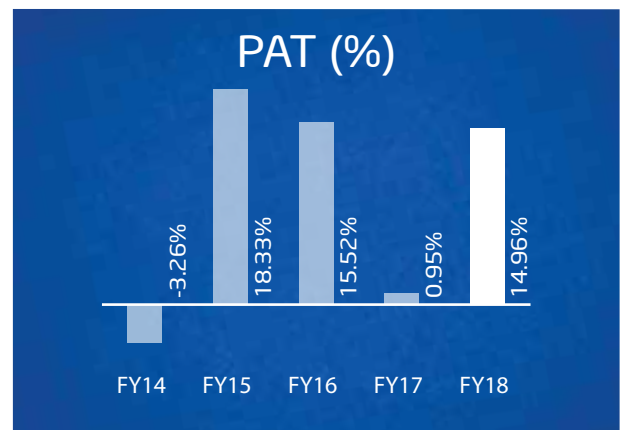
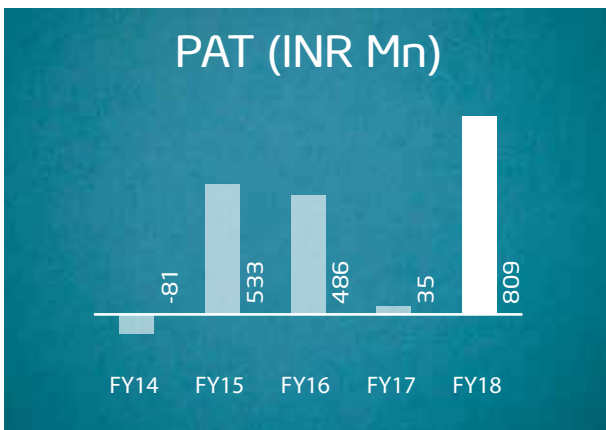
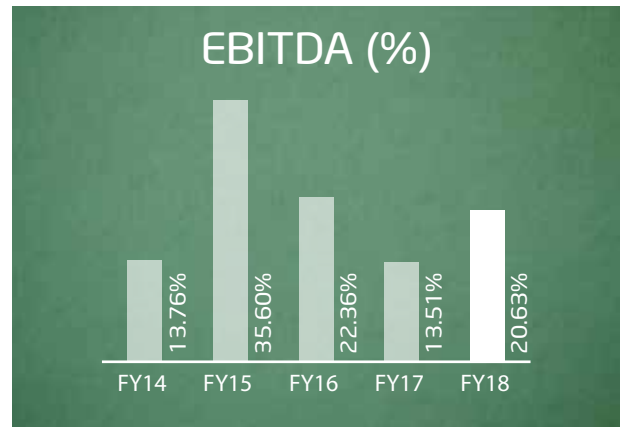
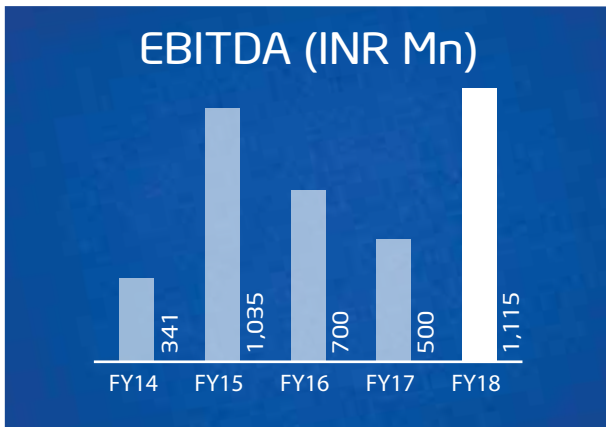
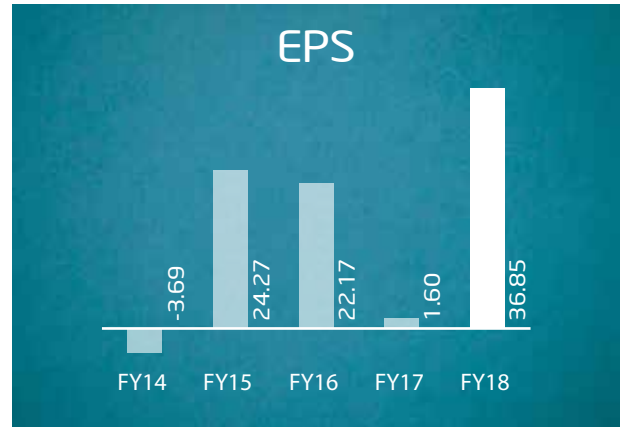
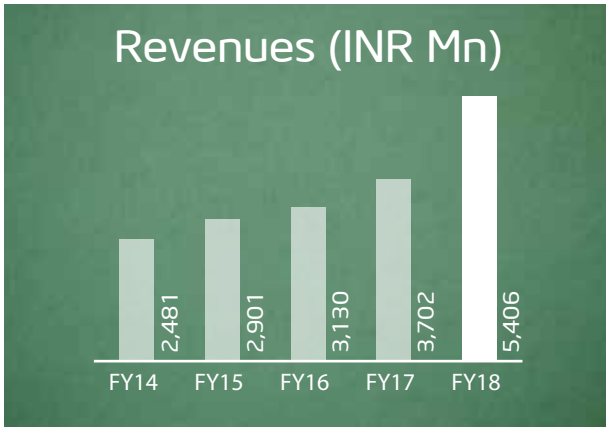
Business Leader & Visionary of  
the Decade" Award 2014  
Mr. Ramesh S. Ramakrishnan,  
Chairman, Transworld Group at  
Maritime And Logistics Awards

India Sea Trade Award 2016 &  
2017  
Coastal Container Vessel  
Operator of the Year

Newsmaker  
Mr. Ramesh S. Ramakrishnan at India Sea Trade  
Award 2016

Young Entrepreneur of the Year  
Mr. Ritesh S. Ramakrishnan at India Sea Trade  
Award 2017

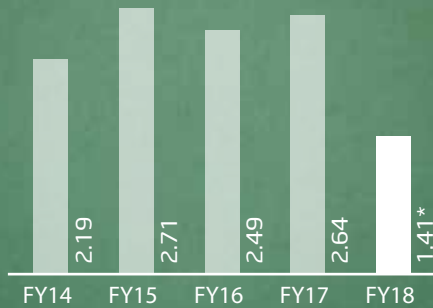
# Performance highlights 2017-18



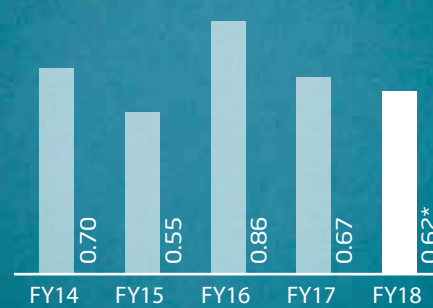




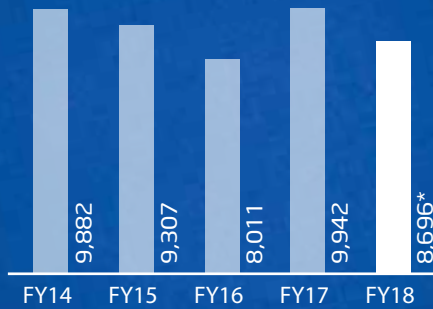
### Asset Turnover Ratio



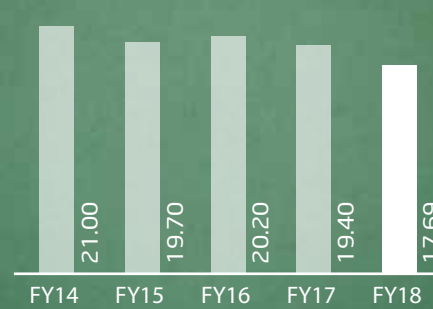
### Net Debt Equity Ratio



### O/S Loan per GRT (INR)



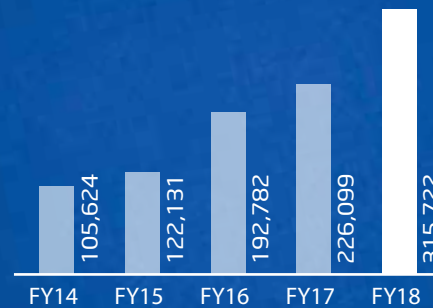
### Fleet Age (years)



### TEU Capacity



### Deadweight Tonnage (MT)



\* Figures of FY18 are on Standalone basis

# Chairman's Message



## *Dear Shareholders,*

It gives me great pleasure in presenting you my thoughts on the 30<sup>th</sup> Annual Report of Shreyas Shipping and Logistics Ltd. Thank you for taking out time to read this report and for your continued support and interest in the company. Last financial year for Shreyas was one of the best performing years in the history of the company while the shipping industry globally continued to face challenging times. I would like to take you through the industry scenario and our performance for the year.

## Industry Perspective

The global economy is expected to continue improved, with global GDP growth projected to pick up from 2.9% in 2017 to around 3.1% in 2018-2020, although it remains susceptible to geo-political and other macroeconomic risks. Meanwhile India continued its outperformance and is soon expected to become fifth largest economy in the world.

The shipping sector has been under pressure for few years now, primarily due to a weak global environment, over capacity, falling freight rates, contraction in imports and exports, etc. The global container shipping saw a turnaround in FY18 as the situation of overcapacity which prevailed in FY17 is solved to a great extent, which was due to higher demand growth of the fleets in FY18. This also resulted in some improvement in the freight rates globally, and the outlook on the freight rates remains stable with a positive sentiment. The global freight transport is expected to grow at a CAGR of 13.35% by 2020 and this can be attributed to increased demand and supply factors associated with industries like manufacturing, FMCG, E-commerce and Retail. As per global container market outlook, the demand is expected to grow by 4.5% to 5% in the calendar year 2018 while supply on the other hand is expected to expand by 5.5% due to reduction in scrapping. During 2017-18, India handled 679.36 MT of traffic across its 12 major ports, registering a growth of 4.93% from previous year. Along with the capacity, the utilisation rate of major ports has also increased. The implementation of GST has eased the movement of cargo across India leading to cost efficiencies.

Shreyas Shipping continues to be the leader and largest player in the domestic container shipping business in



## Our top-line improved by 46% with Total Revenues reported at **INR 541 crore.**

## The EBITDA margins improved to **20.63%** and PAT margins improved to **14.95%**.

India. We closed this year with 13 operating vessels with a total capacity of 23,143 TEUs. Last year was the first time in the history of the company where we bought 4 vessels in a single financial year. During the year, we acquired 2 container vessels, namely SSL Brahmaputra & SSL Ganga and 2 multipurpose vessels, namely SSL Sabarimalai and SSL Balaji. We timed these acquisitions perfectly and bought them at much cheaper rates as compared to the current prices of similar capacity vessels. The container vessels are now deployed successfully on the Indian coastline and are running at optimum utilisation levels. This year we also started with the coastal movement of break bulk cargo where the two multipurpose vessels acquired in this year are being used for.

### Year under review

We closed the last financial year with a remarkable financial performance. Our top-line improved by 46% from the previous financial year with Total Revenues reported at INR 541 crore as against INR 370 crore in FY17. The EBITDA margins improved to 20.63% and PAT margins improved to 14.95%. This performance was mainly driven by increase in the tonnage capacity coupled with increase in volumes handled and optimum utilisations. Our disciplined approach to working capital management, allowed us to once again generate significant free cash flows.

This year we announced a digital transformation project called "Innovation in Motion". Here we are looking to leverage technology-enabled solutions and customer connected e-platforms to provide real-time information,

swift business process, and a digital customer interface unlike any other. Additionally, the company will be incorporating new emerging technologies like blockchain, adaptive intelligence, and IoT. These investments in technologies will keep us ahead of the competition and we will bear the fruits of these investments in years to come.

Our unique business model, geographical footprint, dedicated team, and our dominating position in this oligopolistic market has positioned us very well for future growth prospects. Our commitment to excellence in corporate governance and transparent communications with all stakeholders are critical to the long term sustainable growth of the company and our commitment towards the same has been unwavering. We look forward for the company's continued growth on coastal container trade as well as in the break bulk segment. To achieve the required growth, we will be continuously looking at better opportunities to enhance growth in tonnage and increase our presence across newer ports. We are where we are due to the strategic vision and dedication of our team. I would like to take this opportunity to thank them and also all our stakeholders for a fantastic performance and I'm confident we will continue this momentum in years to come.

Best Wishes,

**S. Ramakrishnan**  
Executive Chairman

## BOARD OF DIRECTORS

Name	Position	Education	Experience
Mr. Ramesh S. Ramakrishnan	Executive Chairman	Graduate in Commerce (Mumbai University)	More than 35 years of entrepreneurial experience in ship owning, chartering & ship management
Capt V. K. Singh	Managing Director	Master Mariner	More than 20 years of sailing experience. Capt. has more than 21 years of experience working in various capacities in the Transworld Group of Companies
Mr. L. B. Culas	Director	Chartered Engineer and a Chartered Shipbroker	Over 25 years of maritime experience. Served 4 years as Chief Engineer. Served as an Engineer in all types of cargo
Mr. Ritesh S. Ramakrishnan	Director	B.Sc Graduate in Logistics and Double minor (Finance and communication) from Purdue University, USA	Joined the Group full time in January 2010 and spearheads the strategy, planning, implementation and business development activities. He directly oversees the operations of the Group Companies. He is also on the the board of "USHA School of Athletics" an academy run by Indian Olympian Ms. P. T Usha.
Capt. Manmohan Saggi	Director	Master (FG) and holds highest maritime qualification as an Extra Master. He is also an M.B.A.	41 of years' experience in maritime sector. Former Nautical Advisor to Government of India. Chief Examiner of Masters and Mates and Additional Director General of Shipping (Technical) in November 2012 Former Chairman of Navigational Safety in Ports Committee (NSPC)
Mr. S. Ragothaman	Director	Chartered Accountant	27 years of experience in ICICI bank which includes setting up new ventures such as Merchant Banking, Leasing, Bill discounting, Structured finance, Rehabilitation, etc.
Mr. D. T. Joseph	Director	IAS	Former, Secretary (Co-ordination) in the Cabinet Secretariat Secretary in the Ministry of Shipping. Served as Director General of Shipping, played a key role in preparation of the comprehensive draft Maritime Policy, and also the National Maritime Development Programme.
Mr. Mannil Venugopalan	Director	Chartered Accountant	Former Managing Director and Chief Executive Officer of the Federal Bank, Chairman and Managing Director of Bank of India.
Ms. Maya Swaminathan Sinha	Director	Masters (Economics) from Delhi School of Economics, Delhi University BA (Honours) in Economics and Mathematics from Lady Shri Ram College, Delhi University	Former member of Indian Revenue Services (IRS-Income Tax) and has worked in various capacities such as Assistant Commissioner, Deputy Commissioner, Joint Commissioner, Additional Commissioner and Commissioner in metro cities of New Delhi, Mumbai and Chennai as well as non-metros like Nagpur Ex-Deputy Chairman of Jawaharlal Nehru Port Trust (JNPT)



---

Mr. Deepak Shetty	Director	Bachelor of Arts degree in Economics, Political Science & History, Post Graduate Diploma in Cyber Laws, Executive Education 'Senior Managers in Government' Program, from the John F. Kennedy School of Government, Harvard University, Cambridge--Boston, U.S.A., Advanced Management Program from the Indian Institute of Management, Ahmedabad, Program on Investigation, Diploma in Computer Forensics of Financial Crimes in the Capital Markets, Certificate Program on Capital Markets	<p>He is a direct recruit member of the 1980 batch of the Indian Revenue Service—Customs &amp; Central Excise. He was a career civil servant who had served the Govt. of India for 36 1/4 years, until his retirement on 30.11.2016. He was empaneled and promoted, in-situ, to the highest civil service rank of Secretary to the Govt. of India (at par in grade with the position of Permanent Secretary in civil services elsewhere in the world), in his last official assignment as the Director General of Shipping, Govt. of India, at Mumbai. He is, reportedly, only the second officer of this service to not merely have been empaneled as a full Secretary to the Govt. of India, but also actually get posted in that rank in the Govt. of India. He had held multiple civil service assignments in his career, in the Govt. of India. He has officially represented India and very actively participated in &amp; contributed to the various Sessions of the Council and Assembly of the International Maritime Organization [IMO], London, as a member of the official Indian delegations thereto between 2011–2015.</p> <p>He is currently doing a project for the UNODC (United Nations Office on Drugs and Crime). He has been selected by the UNODC to co-evaluate the IOFMC (Indian Ocean Forum on Maritime Crime), under the GMCP (Global Maritime Crime Program) of the UNODC</p>
Mr. Satish Pillania	Director	Marine Engineer	<p>He has served abroad for many years on various types of cargo vessels as an Engineer, including four years as Chief Engineer. He also possesses over 20 years extensive shore experience in ship management, Sale and Purchase, Marine Hull &amp; Machinery Insurance and P&amp;I. He started his shore professional journey with Transworld group in 1997 as a Technical Superintendent. He gained experience performing diverse roles across various departments including Technical, Manning, Insurance, Sale &amp; purchase. During his tenure as Vice President, he was also involved in Ship building projects from Technical specification stage till delivery of the vessels.</p> <p>He is member of the American Bureau of Shipping India National committee since 2012.</p> <p>He is also a member of Indian subcontinent technical committee of DNV-GL classification society since 2016.</p> <p>He presently heads TW Ship Management Pvt Ltd as Chief Executive Officer, the ship management company under Transworld Group.</p>

---

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

MR. S. RAMAKRISHNAN	EXECUTIVE CHAIRMAN
CAPT. VIVEK KUMAR SINGH	MANAGING DIRECTOR
MR. L. B. CULAS	DIRECTOR
MR. RITESH S. RAMAKRISHNAN	DIRECTOR
CAPT. MANMOHAN SAGGI	DIRECTOR
MR. S. RAGOTHAMAN	DIRECTOR
MR. D. T. JOSEPH	DIRECTOR
MR. MANNIL VENUGOPALAN	DIRECTOR
MS. MAYA SINHA	DIRECTOR
MR. DEEPAK SHETTY	DIRECTOR
MR. SATISH PILLANIA	DIRECTOR

## MANAGEMENT TEAM

MR. S. RAMAKRISHNAN	EXECUTIVE CHAIRMAN
CAPT. VIVEK KUMAR SINGH	MANAGING DIRECTOR
MR. RITESH S. RAMAKRISHNAN	DIRECTOR
MR. RAJESH DESAI	CHIEF FINANCIAL OFFICER
MS. ASHA PRAKASH	COMPANY SECRETARY

## REGISTERED OFFICE

4<sup>TH</sup> FLOOR, HIMALAYAS, GEETMALA COMPLEX,  
NEAR SHAH INDUSTRIAL ESTATE, GOVANDI (EAST), MUMBAI 400 088

## ADMINISTRATIVE OFFICE

2<sup>ND</sup> FLOOR, SAHYADRI, GEETMALA COMPLEX,  
NEAR SHAH INDUSTRIAL ESTATE, GOVANDI (EAST), MUMBAI 400 088  
TEL: 022 66220300 | FAX: 022 66220444

## REGISTRAR AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD. C-101, 247 PARK, LBS MARG,  
VIKHROLI (WEST), MUMBAI - 400083  
TEL.: 022 49186270 | FAX: 022 49186060

## BANKERS

ICICI BANK LTD, CANARA BANK,  
CANARA BANK LONDON, EXIM BANK,  
KARUR VYSYA BANK, AXIS BANK LTD, CREDIT  
SUISSE AG, RBL BANK LTD, INDUSIND BANK

## STATUTORY AUDITORS

DELOITTE HASKINS & SELLS LLP

## INTERNAL AUDITORS

PKF SRIDHAR & SANTHANAM LLP

**CIN** : L63000MH1988PLC048500

**Website** : [www.transworld.com/shreyas](http://www.transworld.com/shreyas)

**Email** : [investorrelations.sll@transworld.com](mailto:investorrelations.sll@transworld.com)



# NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Shreyas Shipping & Logistics Limited will be held on Friday, 20th day of July, 2018 at 11.00 a.m. at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071 to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the audited Financial statements for the year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited Consolidated Financial statements for the year ended 31st March, 2018 together with the Reports of Auditors thereon.
3. To declare Dividend of ₹ 1.50/- on Equity Shares for the year ended 31st March 2018.
4. To appoint a Director in place of Mr. L B Culas (Din No: 00434984), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018) to hold office from the conclusion of this Thirtieth Annual General Meeting till the conclusion of Thirty Fourth Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, (subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

## SPECIAL BUSINESS:

6. To appoint Mr. Deepak Shetty (DIN: 07089315) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Deepak Shetty (DIN - 07089315) who was appointed as an Additional Director (Independent Director) pursuant to the provisions of section 161(1) of the companies Act, 2013 and Article of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from a member of the Company, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 20th July, 2018 till the conclusion of thirty fifth Annual General Meeting whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

7. To regularize the appointment of Mr. Satish Pillania (DIN: 03233212) as Director

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Satish Pillania (DIN - 03233212) who was appointed as an Additional Director (Non Independent, Non-Executive Director) pursuant to the provisions of section 161(1) of the companies Act, 2013 and Article of Association of the company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from a member of the Company, proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

8. To re-appoint Mr. Daniel Travelyn Joseph (DIN:01716572) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Daniel Travelyn Joseph (DIN:001716572), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 01st April 2019 to 31st March 2024 on the Board of the Company.”

9. To re-appoint Mr. Mannil Venugopalan (DIN: 00255575) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mannil Venugopalan (DIN: 00255575), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time, to give effect to this resolution including making the necessary filings and applications with the Ministry of Corporate Affairs, New Delhi, and to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.

10. To re-appoint, Capt. ManMohan Saggi (DIN: 06862742), as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), , Capt. Manmohan Saggi (DIN: 06862742),, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation”

11. To re-appoint, Mr. S. Ragothaman (DIN: 00042395), as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. S. Ragothaman (DIN: 00042395), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations





and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation.”

12. To re-appoint, Ms. Maya S. Sinha (DIN: 03056226), as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Maya S. Sinha (DIN: 000)3056226), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 years i.e. from April 1, 2019 to March 31, 2024, whose period of appointment shall not be liable to retire by rotation.

13. To approve revision of remuneration of Mr. S Ramakrishnan, Executive Chairman

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

“RESOLVED THAT pursuant to recommendation made by the Nomination and Remuneration Committee and subject to the provisions of Section 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as a “the Act”) read with part I and Part II of Schedule V to the Act and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the shareholders and Central Government, consent of the Board be and is hereby accorded to approve the appointment of Mr. Ramakrishnan Sivaswamy Iyer, Director (DIN: 00057637) of the Company as Whole Time Director of the Company, liable to be retire by rotation, for a period of 3 years, with effect from 01st April, 2018 till 31st March, 2021, on such terms and conditions as laid down in the Draft Agreement to be entered into between the Company and Mr. Ramakrishnan Sivaswamy Iyer as placed before the Board and duly initialed by the Chairman, for the purpose of identification thereof, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Ramakrishnan Sivaswamy Iyer shall not be considered as KMP under Section 203 of the Companies Act, 2013 and the remuneration in any financial year shall be subject to the limit prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act as may for time being in force or otherwise as may be applicable and permissible by law:

**REMUNERATION**

Remuneration Component	w.e.f. 01-04-2018
Gross Remuneration	Consolidated salary up to ₹ 5,00,00,000 (Rupees Five crore only) per annum as may be decided by the Board of Directors from time to time, subject to the limits specified under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.

RESOLVED FURTHER THAT the Board has absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said appointment and payment of remuneration and / or the memorandum or any amendments thereto subject to the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT further approval from members or any other authority except the Board of Directors shall not be required to be obtained for any variation in the terms and conditions of the said appointment or payment of remuneration unless they exceed the limits of the aforesaid provisions.

RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, there are sufficient profits, no profits or inadequate profits, the Board is empowered to decide not to pay any remuneration or to reduce the remuneration mentioned above to any amount they consider reasonable in the circumstances of case.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra and to settle any doubts, clarifications which may arise in this regard on behalf of the Company and to do all such acts, deeds and things, in absolute discretion as deem necessary, proper or desirable in order to give effect to the aforesaid resolution.”

14. To approve change in designation and revision of remuneration of Capt V. K Singh, Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to approval of members, consent of the Board of Directors of the Company be and is hereby accorded to approve the change in designation of Capt. Vivek Kumar Singh (DIN-07835635) from “Executive Director & Chief Executive Officer” to “Managing Director, who is liable to be retire by rotation, for a period of 3 years, with effect from 01st April, 2018 till 31st March, 2021, on such terms and conditions as placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT the remuneration of Capt. VK Singh in any financial year shall be subject to the limit prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act as may for time being in force or otherwise as may be applicable and permissible by law:

**REMUNERATION**

Remuneration Component	w.e.f. 01-04-2018
Gross Remuneration	Consolidated Salary up to Rs. 1,30,00,000 (One Crore, Thirty Lacs only) per annum as may be decided by the Board of Directors from time to time, subject to the limits specified under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time

RESOLVED FURTHER THAT the Board has absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said appointment and payment of remuneration and / or the memorandum or any amendments thereto subject to the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT further approval from members or any other authority except the Board of Directors shall not be required to be obtained for any variation in the terms and conditions of the said appointment or payment of remuneration unless they exceed the limits of the aforesaid provisions.

RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, there are sufficient profits, no profits or inadequate profits, the Board is empowered to decide not to pay any remuneration or to reduce the remuneration mentioned above to any amount they consider reasonable in the circumstances of case.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized or empowered to intimate to the Registrar of Companies, Mumbai, Maharashtra, Central Government and all other Regulatory Authorities and to take all necessary steps including but not limited to filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra and to settle any doubts, clarifications which may arise in this regard on behalf of the Company and to do all such acts, deeds and things, in his absolute discretion as he deem necessary, proper or desirable in order to give effect to the aforesaid resolution.”

Place: Mumbai  
Date: 25th May, 2018

By Order of the Board of Directors

**Registered Office:**

4th Floor, Himalayas,  
Geetmala Complex  
Near Shah Industrial Estate,  
Govandi East, Mumbai 400 088  
Email: investorrelations.sssl@transworld.com  
CIN:L63000MH1988PLC048500

**Asha Prakash**  
**Company Secretary**



## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies to be effective must be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time of the Meeting. Proxies submitted on behalf of the companies, societies etc must be accompanied by an appropriate resolution, as applicable.

2. Profile of the Director being appointed and retiring by rotation, as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Regulations") forms part of the Report on Corporate Governance. The Director has furnished requisite declaration for his re-appointment.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 13th July, 2018 to 20th July, 2018 both days inclusive, for the purpose of payment of dividend, if declared at the Annual General Meeting.
4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid at par on or after 25th July, 2018 to Members holding shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares on 20th July, 2018. In respect of Shares held in electronic form, the dividend will be paid to the beneficial owners of the Shares as at the end of the business hours on 20th July, 2018 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
5. As per the directives of the Securities and Exchange Board of India (SEBI), in respect of the Shareholders holding Shares in electronic form, dividend shall be paid through Electronic Clearing Service (ECS), where such facility is available, directly to their bank account as furnished by their respective Depositories to the Company. Where such facility is not available, the bank details as furnished by their respective Depositories to the Company, will be mandatorily printed on their dividend warrants. Further, instructions if any, given by them in respect of Shares held in physical form will not be automatically applicable to the dividend payable on Shares held in electronic form. Members are, therefore, requested to give instructions regarding the bank accounts in which they wish to receive dividend, directly to their respective Depository Participants. The Company or its Registrar and Share Transfer Agent will not act on any direct request from these Members for change of such bank details.
6. Members may note that the Notice of the 30th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas). The route map and prominent landmark for the venue of the meeting forms part of the annual report.
7. Corporate members intending to send their authorized representatives to attend the Meeting Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
8. Electronic copy of the Notice convening the 30th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 30th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc from the Company in electronic mode.
9. Voting through electronic means:
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI Regulations, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences at 9.00 am on 16th July, 2018 and ends at 05.00 p.m on 19th July, 2018. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th July, 2018, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of a shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th July, 2018.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th July, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- VII. Mr. Dharmesh Zaveri, Company Secretary in Practice (Membership No. 5418) Proprietor of D. M. Zaveri & Co, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-voting make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith addressed to the Chairman of the Company. The result will be declared by the Chairman or by a person duly authorised.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas) and shall be communicated to the Stock Exchange.
- X. The process and manner to vote electronically on NSDL e-voting system a consist of Two steps as mentioned below:  
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your "initial password"?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
10. Members are requested to:
  - (a) Notify any change in their address to the Registrar and Share Transfer Agent, M/s. Link Intime Private Limited; C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083 in case of Members holding shares in physical form and update such details with their respective Depository Participants, in case of Members holding shares in electronic form.
  - (b) Bring their attendance slip along with their copy of Annual Report to the Meeting. 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.
  - (c) Write their folio number (in case shares are held in physical form) or DP ID and Client ID (in case shares are held in dematerialized form) in their attendance slip and hand it over at the entrance of the meeting hall.
11. In terms of the provisions of Sections 124 and 125 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund established by the Central Government (hereinafter referred to as the 'said Fund'). Accordingly, unclaimed / unpaid dividend for the financial years ended 31st March, 1996 and 31st March, 1997 and period ended 30th September, 1998, year ended 31st March, 1999, 31st March, 2001, 31st March, 2002, 31st March, 2004, 31st March, 2005(Interim & Final) and 2005-06 (Interim & Final) and 31st March, 2007 (interim), 31st March, 2008, 31st March 2011 (interim) has been transferred to the said Fund.

The Members, who have not yet encashed the dividend warrants for the financial year ended 31st March 2012 are requested to send claims to the Company, if any, before the respective amounts become due for transfer to the said Fund. **No claim shall lie against the Company or the said Fund after transfer as mentioned above.**

Shares due to transfer to IEPF: Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas) in investors section.

The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc
12. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
14. Members desirous of getting any information about the Accounts and / or Operations of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

Place: Mumbai

Date: 25th May, 2018

By Order of the Board of Directors

**Registered Office:**

4th Floor, Himalayas,  
Geetmala Complex  
Near Shah Industrial Estate,  
Govandi East, Mumbai 400 088  
Email: [investorrelations.ssl@transworld.com](mailto:investorrelations.ssl@transworld.com)  
CIN:L63000MH1988PLC048500

**Asha Prakash**  
Company Secretary



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 8

Mr. Daniel Trevelyn Joseph is an Independent Director of the Company. He joined the Board in September, 2007.

Mr. D.T. Joseph is IAS (Retd) by profession. He took over as Secretary in the Ministry of Shipping in the year 2003 and retired in 2005. Earlier, he was Secretary (Co-ordination) in the Cabinet Secretariat. As Secretary Shipping, he helped in getting the tonnage tax option implemented for shipowners. He also served as Director General of Shipping where he streamlined chartering guidelines for ships in March 2000 and simplified Articles of Agreement for sailors. He was instrumental in the liberalization of maritime training and education, setting up standards for private institutions and building maritime constituencies. He played an important role in preparation of the comprehensive draft Maritime Policy, and also the National Maritime Development Programme.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company.

Mr. Joseph's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Joseph becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for another term of upto five consecutive years upto 31st March, 2024.

In the opinion of the Board, Mr. Joseph fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Joseph as an Independent Director for the approval of the Shareholders.

Except Mr. Joseph, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Joseph as required under LODR have been specified in the table below.

### Item No. 9

Mr. Mannil Venugopalan is a Non Executive Independent Director of the Company. He joined the Board in August, 2010.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Mannil Venugopalan is the former Managing Director and Chief Executive Officer of the Federal Bank (May 2005 till July, 2010). He was also the Chairman & Managing Director of Bank of India since August, 2003 till April, 2005. He started his career as a Probationary Officer with Bank of India in 1966 and within a stint for 3 years in between with Union Bank of India as Executive Director rose to the position of the Chairman and Managing Director of Bank of India. His tenure at Federal Bank for half decade is memorable for the transformational initiatives that he launched in the Bank and today it is one of the best banks in the country in efficiency parameters and in coping with the inevitable process of adapting to the rapidly changing business environment.

Mr. Venugopalan's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Venugopalan becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Mr. Venugopalan fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Venugopalan as an Independent Director for the approval of the Shareholders.

Except Mr. Venugopalan, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Venugopalan as required under LODR have been specified in the table below.

### Item No. 10

Capt. Manmohan Saggi joined the Board on 7th May, 2014. Capt. Manmohan Saggi is a Master (FG) and holds highest maritime qualification as an Extra Master. He is also an M.B.A. He has 40 years experience in maritime sector. He retired as Nautical Advisor to Government of India, Chief Examiner of Masters and Mates and Additional Director General of Shipping (Technical) in November 2012. He is an ex trustee of JNPT, Mumbai and Kandla port. He was also the Chairman of Navigational Safety in Ports Committee (NSPC) responsible for approval of Navigational Safety of Non-major Ports.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

His areas of expertise include maritime training, registration, survey and certification, port and flag state control, casualty investigation, oil pollution response, antipiracy measures, salvage and wreck removal etc. He led the Indian Delegation to Maritime Safety Committee of International Maritime Organisation on numerous occasions. Since February 2013, he is functioning as the Director of prestigious Narottam Morarjee Institute of Shipping established in 1969, which enrolls about 700 students annually from all over the country for Post Graduate Diploma and Fellowship in commercial shipping. At present, he is also consulting on Maritime reforms undertaken by Govt. of Zanzibar, Republic of Tanzania.

Capt. Manmohan Saggi's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Capt. Manmohan Saggi becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Capt. Manmohan Saggi fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Capt. Manmohan Saggi as an Independent Director for the approval of the Shareholders.

Except Capt. Manmohan Saggi, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Capt. Manmohan Saggi as required under LODR have been specified in the table below.

**Item No. 11**

Mr. Sethumadhava Ragothaman is an Independent Director of the Company. He joined the Board in October, 2004. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. S. Ragothaman is a Chartered Accountant by profession. He was working with ICICI Ltd. during the period 1970 to 1997. Currently, he offers consultancy services in the areas of Strategy, Mergers and Acquisitions, Setting up new businesses, Building strategic alliances, etc. He also offers advice to start up companies in IT enabled services, logistics and Supply chain management, etc. He is on the Board of various companies and also holds various Committee positions. During his career span of 27 years at ICICI, he had exposure to work on different Industrial projects. He was involved in setting up new ventures such as Merchant Banking, Leasing, Bill discounting, Structured finance, Rehabilitation, etc. He worked as the Team leader for various initiatives proposed by ICICI like setting up ICICI Bank, empowerment initiatives to delegate powers to Zonal offices, etc.

Mr. Ragothaman's term expires on 31st March 2019. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ragothaman becomes eligible and offering himself for reappointment is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2024.

In the opinion of the Board, Mr. Ragothaman fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ragothaman as an Independent Director for the approval of the Shareholders.

Except Mr. Ragothaman, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Mr. Ragothaman as required under LODR have been specified in the table below.

**Item No. 12**

Ms. Maya Swaminathan Sinha joined the Board on 03rd July 2014. She has done her Masters from Delhi School of Economics, Delhi University where she has specialized in Econometrics, Monetary finance, Public Economics from 1978-1980 and further from 1975-1978, she has done BA (Honours) in Economics and Mathematics from Lady Shri Ram College, Delhi University. From 1981-2003, she was a member of Indian Revenue Services (IRS-Income Tax) and has worked in various capacities such as Assistant Commissioner, deputy Commissioner, Joint Commissioner, Additional Commissioner and Commissioner in metro cities of New Delhi, Mumbai and Chennai as well as non-metros like Nagpur. She had the opportunity to function in New Delhi as well as Mumbai in prestigious Investigation Directorate of Income Tax Department, involving conducting searches and in-depth investigation in large tax evasion. From 2003-2006, she was a Financial Advisor and Commissioner of Khadi and Village Industries Commission (KVIC). From 2006-2010, she was Deputy Chairman of Jawaharlal Nehru Port Trust (JNPT), the largest container Port of India. Presently from 2010 she is an Executive Director of Core Education and Technologies Ltd. (CETL)

Ms. Maya Sinha's term expires on 31st March 2019. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In the opinion of the Board, Ms. Maya Sinha fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Maya Sinha as an Independent Director for the approval of the Shareholders.

Except Ms. Maya Sinha, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution. Details of Board and Committee memberships of Ms. Maya Sinha as required under LODR have been specified in the table below.

**Item No. 13**

Mr. S. Ramakrishnan is currently designated as the Executive Chairman (non-KMP) of the Company for a period of five years with effect from 1st April, 2014 to 31st March 2019. However in Board meeting dated 25th May 2018, he was re-designated as a Whole-time Director and Executive Chairman of the Company,

Details of Board and Committee memberships of Mr. S. Ramakrishnan have been given in the Report on Corporate Governance forming part of the Directors' Report.

Profile: Mr. S. Ramakrishnan is the driving force behind the Transworld Group of Companies. He is a graduate in Commerce from the University of Mumbai and currently pursuing the Owners and Presidents Management Course from Harvard Business School, USA (completed 2 out of 3 years). He has over 35 years of entrepreneurial experience including hands on experience in ship owning, coastal and feeder shipping, liner shipping, warehousing and distribution, freight forwarding, cold chain logistics & ship management. His extensive experience in all facets of running Container Feeder Services in the Indian Subcontinent is brought to bear on operations of the Company. With a fleet strength of more than 25 ships and 50,000 containers and a clear vision to become the logistics partner of choice, Transworld now stands at the edge of its next phase of growth under the leadership of Mr. S. Ramakrishnan.

He directly oversees the day-to-day activities of the Company.





**(a) Salary:**

Consolidated salary upto ₹ 5,00,00,000 (Rupees Five Crores Only) per annum including Company's contribution to Provident Fund, Gratuity, Ex-gratia, Leave Travel Allowance and all other perquisites and allowances with authority to the Board to fix his salary within the above range from time to time, increasing thereby proportionately, all benefits related to the quantum of salary.

**(b) Other benefits:**

Provision of transportation /conveyance facilities.

Provision of telecommunication facilities.

Leave encashment as per rules of the Company.

Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.

Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.

Personal accident / Medclaim insurance.

The aggregate remuneration payable to Mr. S. Ramakrishnan, shall be subject to the overall ceilings laid down in Sections 197 and other applicable provisions of the Companies Act, 2013.

**(c) Minimum Remuneration:**

Where in any financial year during the tenure of Mr. S. Ramakrishnan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. S. Ramakrishnan the minimum remuneration specified under Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force.

**(d) Sitting fees:**

Mr. S. Ramakrishnan shall not be entitled to any sitting fees. In view of the provisions of Sections 196, 197, and any other applicable provisions of the Companies Act, 2013 the Board recommends the Special Resolution as set out as Item No. 13 in the Notice for the approval of the members. Mr. S. Ramakrishnan,

Mr. Ritesh S. Ramakrishnan and relatives of Mr. S. Ramakrishnan as defined under the provisions of the Companies Act, 2013 and Rules made thereunder are deemed interested in the said Resolution no. 13. None other Directors or Key Managerial Personnel and their Relatives are deemed to be interested in the said Resolution No. 13.

**Item No. 14**

Capt VK Singh is currently designated as the Managing Director of the Company for a period of three years with effect from 1st April, 2018 to 31st March 2021. Capt. V. K. Singh has been associated with the Group for over 25 years.

He directly oversees the day-to-day activities of the Company. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.

**A. Period:**

3 years with effect from 1st April, 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

**B. Remuneration:**

Consolidated remuneration upto Rs. 1.30 crore per annum including Company's contribution to Provident Fund and Leave travel allowance with authority to the Nomination & Remuneration Committee and Board to fix his salary within the above range from time to time, increasing thereby proportionately, all benefits related to the quantum of salary.

**C. Perquisites:**

- Provision of transportation /conveyance facilities.
- Provision of telecommunication facilities.
- Leave encashment as per rules of the Company.
- Gratuity as per rules of the Company
- Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.
- Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
- Personal accident / Medclaim insurance.

The aggregate of the remuneration and perquisites payable to Capt. Vivek Kumar Singh as aforesaid shall be subject to the overall ceilings laid down in Sections 197 and section 198 and other applicable provisions of the Act and Rules made thereunder read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law.

**D. Minimum Remuneration:**

Where in any financial year during the tenure of Capt. Vivek Kumar Singh, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.

**E. Sitting fees & Retiring by Rotation:**

Capt. Vivek Kumar Singh shall not be entitled to any sitting fees and shall be liable to retire by Rotation.

\*\*\*\*\*

**ANNEXURE TO THE NOTICE ITEM NO. 4,6,7,8,9,10,11,12,13 & 14**

Details of the Directors seeking appointment/re-appointment in the ensuing AGM.

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

<b>Name of the Director(s)</b>	<b>Mr. Satish Pillania</b>	<b>Mr. Deepak Shetty</b>	<b>Capt Vivek Kumar Singh</b>
DIN	03233212	07089315	07835635
Date of appointment	25-May-2018	13-February-2018	01-June-2017
Date of Birth	02-02-1963	02-11-1956	11-07-1958
Qualification(s)	Marine Engineer with a cumulative maritime experience of over 30 years..	Bachelor of Arts degree in Economics, Political Science & History, Post Graduate Diploma in Cyber Laws, Executive Education 'Senior Managers in Government' Program, from the John F. Kennedy School of Government, Harvard University, Cambridge--Boston, U.S.A., Advanced Management Program from the Indian Institute of Management, Ahmedabad, Program on Investigation, Diploma in Computer Forensics of Financial Crimes in the Capital Markets, Certificate Program on Capital Markets	Master Mariner
Brief Resume and nature of expertise in specific functional area	<p>He has served abroad for many years on various types of cargo vessels as an Engineer, including four years as Chief Engineer. He also possesses over 20 years extensive shore experience in ship management, Sale and Purchase, Marine Hull &amp; Machinery Insurance and P&amp;I. He started his shore professional journey with Transworld group in 1997 as a Technical Superintendent. He gained experience performing diverse roles across various departments including Technical, Manning, Insurance, Sale &amp; purchase. During his tenure as Vice President, he was also involved in Ship building projects from Technical specification stage till delivery of the vessels.</p> <p>He is member of the American Bureau of Shipping India National committee since 2012.</p> <p>He is also a member of Indian subcontinent technical committee of DNV-GL classification society since 2016.</p> <p>He presently heads TW Ship management Pvt Ltd as Chief Executive officer, the ship management company under Transworld Group.</p>	<p>He is a direct recruit member of the 1980 batch of the Indian Revenue Service--Customs &amp; Central Excise He was a career civil servant, served the Govt. of India for 36 1/4 years, until his retirement on 30.11.2016. He was empaneled and promoted, in-situ, to the highest civil service rank of Secretary to the Govt. of India (at par in grade with the position of Permanent Secretary in civil services elsewhere in the world), in his last official assignment as the Director General of Shipping, Govt. of India, at Mumbai. He is, reportedly, only the second officer of this service to not merely have been empaneled as a full Secretary to the Govt. of India, but also actually get posted in that rank in the Govt. of India. He had held multiple civil service assignments in his career, in the Govt. of India. He has officially represented India and very actively participated in &amp; contributed to the various Sessions of the Council and Assembly of the International Maritime Organization [IMO], London, as a member of the official Indian delegations thereto between 2011--2015.</p>	<p>Capt V.K Singh has sailing experience of 20 years, worked in various capacities as deck officer including six years of command experience and served on various types of merchant vessels sailing across the seas calling Indian and foreign ports. He has over 21 years of experience of working in various capacities in the Transworld Group of Companies mainly Shreyas Shipping and Logistics Ltd, overseeing vessel owning division, commercial and operation. He has played a significant role in the development of coastal feeder services as well as coastal domestic trade in India.</p>



		He is currently doing a project for the UNODC (United Nations Office on Drugs and Crime). He has been selected by the UNODC to co-evaluate the IOFMC (Indian Ocean Forum on Maritime Crime), under the GMCP (Global Maritime Crime Program) of the UNODC.	
Directorships held in other listed Companies	NIL	1. Director & Trustee in International Seafarers Welfare and Assistance Network (ISWAN), London, United Kingdom	NIL
No. of meetings of the Board attended during the year	NIL	1	3
*Memberships/Chairmanships of Committees of other public Companies as on 31st March, 2018.	NIL	NIL	NIL
No. of shares held in the Company	NIL	NIL	1000
Disclosure of relationships between Directors inter-se	Not related to Directors	Not related to Directors	Not related to Directors
Terms and conditions of appointment or re-appointment alongwith details of remuneration sought to be paid and remuneration last drawn by such person	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. To retire by rotation	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 20th July 2018 till the conclusion of 35 <sup>th</sup> Annual General Meeting.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws.
Remuneration details	Not applicable	Not applicable	Refer Corporate Governance Report

<b>Name of the Director(s)</b>	<b>Mr. S Ramakrishnan</b>	<b>Mr. L.B Culas</b>	<b>Mr. D T Joseph</b>	<b>Mr.Mannil Venugopalan</b>	<b>Capt. Manmohan Saggi</b>	<b>Mr. S Ragothaman</b>	<b>Ms. Maya Sinha</b>
DIN	00057637	00434984	001716572	00255575	006862742	00042395	03056226
Date of appointment	01/04/2004	27/09/1993	10/09/2007	03/09/2010	07/05/2014	23/07/2004	03/07/2014
Date of Birth	01/01/1961	30/04/1945	21/12/1945	23/04/1945	22/11/1952	10/05/1946	09/03/1959
Qualification(s)	Graduate in Commerce from the University of Mumbai and currently pursuing the Owners and Presidents Management Course from Harvard Business School, USA (completed 2 out of 3 years)	Chartered Engineer and a Chartered Shipbroker	IAS	Chartered Accountant	Master (FG) and holds highest maritime qualification as an Extra Master. He is also an M.B.A.	Chartered Accountant	Masters(Economics) from Delhi School of Economics, Delhi University BA (Honors) in Economics and Mathematics from Lady Shri Ram College, Delhi University
Brief Resume and nature of expertise in specific functional area	He has over 35 years of entrepreneurial experience including hands on experience in ship owning, coastal and feeder shipping, liner shipping, warehousing and distribution, freight forwarding, cold chain logistics & ship management	Over 25 years of maritime experience. Served 4 years as Chief Engineer. Served as an Engineer in all types of cargo	Former, Secretary (Co-ordination) in the Cabinet Secretariat Secretary in the Ministry of Shipping. Served as Director General of Shipping, played a key role in preparation of the comprehensive draft Maritime Policy, and also the National Maritime Development Programme	Former Managing Director and Chief Executive Officer of the Federal Bank, former Managing Director and Chief Executive Officer of the Federal Bank, Chairman and Managing Director of Bank of India	41 of years' experience in maritime sector. Former Nautical Advisor to Government of India. Chief Examiner of Masters and Mates and Additional Director General of Shipping (Technical) in November 2012 Former Chairman of Navigational Safety in Ports Committee (NSPC)	27 years of experience in ICICI bank which includes setting up new ventures such as Merchant Banking, Leasing, Bill discounting, Structured finance, Rehabilitation, etc.	Former member of Indian Revenue Services (IRS- Income Tax) and has worked in various capacities such as Assistant Commissioner, deputy Commissioner, joint Commissioner, Additional Commissioner and Commissioner in metro cities of New Delhi, Mumbai and Chennai as well as non-metros like Nagpur ex- Deputy Chairman of Jawaharlal Nehru Port Trust (JNPT)
Directorships held in other listed Companies	7	1	2	7	NIL	8	7



Name of the Director(s)	Mr. S Ramakrishnan	Mr. L.B Culas	Mr. D T Joseph	Mr.Mannil Venugopalan	Capt. Manmohan Saggi	Mr. S Ragothaman	Ms. Maya Sinha
No. of meetings of the Board attended during the year	3 out of 5	2 out of 5	4 out of 5	3 out of 5	5 out of 5	4 out of 5	4 out of 5
*Memberships/ Chairmanships of Committees of other public Companies as on 31st March, 2018	NIL NIL	NIL NIL	NIL 1	2 3	NIL NIL	3 3	NIL 3
No. of shares held in the Company	109375	120845	N/A	N/A	N/A	3000	N/A
Disclosure of relationships between Directors inter-se	Mr. S. Ramakrishnan is father of Mr. Ritesh S. Ramakrishnan (who is also the director of the company)	None	None	None	None	None	None
Terms and conditions of re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. To retire by rotation	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. To retire by rotation	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 01st April 2019 to 31st March 2024.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 01st April 2019 to 31st March 2024.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 01st April 2019 to 31st March 2024.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 01st April 2019 to 31st March 2024.	Terms and conditions of appointment or re-appointment as per the Nomination and Remuneration policy of the company and applicable laws. Term of appointment: 01st April 2019 to 31st March 2024.
Remuneration details	Refer Corporate Governance Report	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

• Directorship includes Directorship of other Indian Public Companies and Committee memberships include only Audit Committee and Stakeholders' Relationship Committee of Public Limited has been considered.

# DIRECTORS' REPORT

To

The Members,

Your Directors are pleased to present the Thirtieth Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2018.

## FINANCIAL RESULTS:

₹ In Lacs

Particulars	Current Year ended on 31st March, 2018	Previous Year ended on 31st March, 2017
Operating Income	54,059	37,016
Other Income	359	557
<b>Profit before Interest, Depreciation and Tax</b>	<b>11,512</b>	<b>5,551</b>
Borrowing Cost	(1,277)	(1,009)
Depreciation	(1,902)	(1,756)
<b>Profit before Tax, Prior Year Adjustment &amp; Exceptional Item</b>	<b>8,333</b>	<b>2,786</b>
Exceptional Item	(129)	(2,320)
Prior Year Adjustment	-	-
Provision for Tax	88	135
<b>Profit/ (Loss) After Tax</b>	<b>8,091</b>	<b>352</b>
Balance Brought Forward from Previous Year	9,141	9,612
<b>Amount Available for Appropriation</b>	<b>17,232</b>	<b>9,964</b>
<b>Appropriations:</b>	-	-
Transfer to Tonnage Tax Reserve	(1,550)	(475)
Interim Equity Dividend	-	-
Re-measurement of deferred benefit plans	(49)	(4)
Proposed Equity Dividend	(107)	(344)
Tax on Equity dividend	-	-
<b>Balance Carried Forward to Balance Sheet</b>	<b>15,526</b>	<b>9,141</b>

## DIVIDEND

Your Company proposes a Dividend of 15% (₹ 1.50/-) for the year 2017-2018 subject to approval of shareholders at the ensuing Annual General Meeting of the company to be held on 20th July 2018. The dividend will be paid to the Members whose name appear in the Register of Members as on 20th July, 2018 and in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

## REVIEW OF OPERATIONS

The year 2017-2018 continued to be a challenging year with ocean freights under pressure supplemented with increase in fuel prices. The HRCI ended the first quarter of year 2018 up 19.5% from the start of the year and 19.7% higher than late March 2017.

Whilst the HRCI has been moving upward to reach 750 points by end March 2018, the SCFI (Shanghai containerized freight Index) has reduced by 20% since the start of the year and current level is at par with mid-2016.

With a view to cater the enhanced trade on the east coast of India, and in view of the increased utilization of our asset, your Company acquired four vessels, out of which 2 MPP vessel namely SSL SABARIMALAI (1118 teus) at USD 4.4 million and SSL BALAJI (671 Teus) at USD 3.4 million were acquired, while the remaining two vessels namely SSL BRAHMAPUTRA (4273 teus) at USD 8 Million and SSL GANGA (1541 Teus) at USD 3.625 Million were also acquired. The Company also sold SSL SAGARMALA which was due for special survey and dry docking.

Besides handling containerised cargo, SSLL commenced handling coastal break bulk cargo in the 2nd half of year 2017 and handled



107,324 MT cargo during the year, mainly steel products of RINL and JSW, besides some project cargo. RINL commenced coastal movement of steel products for the first time venturing into modal shift from land to sea mode.

Resultantly the Company's current fleet stands at 13 vessels, with a total capacity 23143 Teus, 315722 DWT, being India's largest container tonnage owning company. The current container ship tonnages are right sized and priced to suit the coastal trade. In addition, the Company's services are well planned to provide complete coastal coverage and thus well suited for the trade.

For the year ended 31st March, 2018, your Company posted a Total Income of ₹ 544.18 crores with a Net Profit of ₹ 80.91 crores.

### **STATUTORY AUDITORS**

M/s Deloitte Haskins and Sells LLP (Firm Membership No. 117366W/W100018) Chartered Accountants, were appointed as Statutory Auditors of your Company for a term of 5 years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting subject to the ratification of Members at each Annual General Meeting.

A written consent from them has been received along with a certificate that their appointment if made, shall be in accordance with the prescribed conditions and the said Auditor satisfy the criteria provided in Section 141 of the Companies Act.

The resolution seeking ratification of their appointment has been included in the Notice of Annual General Meeting.

### **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY**

During the current year, Company acquired four vessels, thereby adding 7603 TEUs capacity and also sold one of its old vessel in the fleet. This will have positive impact on the future performance of the Company whereby the operating income would increase and with fuel efficient fleet, the operating expenses are expected to be controlled.

### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s D. M. Zaveri & Co. a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure 1**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **RELATED PARTY TRANSACTIONS**

During the period under review, all transactions entered into by the Company with the Related Parties were at arm's length and in the ordinary course of business as required under section 188 of the Companies Act, 2013. There was no material transaction with any Related Party. The Company has entered into transactions with related parties as entered in Form No. AOC-2 annexed to this report as **Annexure 2**. All the Related Party Transactions have a prior approval of the Audit Committee.

### **CORPORATE SOCIAL RESPONSIBILITY**

In compliance with Section 135 of the Companies Act, 2013 and Rules read thereunder, the Company has formed a Committee for Corporate Social Responsibility (CSR). The members of the Committee met twice during the year. The Company is looking to address the lack of quality education and empowerment opportunities among the lesser privileged children through holistically designed programs under its CSR initiative. During the year, the company has spent ₹ 20 lacs on this initiative. A detailed report forms part of this Report as **Annexure 3**.

### **EXTRACT OF ANNUAL RETURN**

Pursuant to section 134(3)(a) and Section 92(3) of Companies Act, 2013 read with relevant Rules framed thereunder, the extract of Annual Return as on 31st March, 2018 forms part of this Report as **Annexure 4**.

### **MANAGEMENT DISCUSSION AND ANALYSIS**

A detailed review of the operations, performance and future outlook of the Company and its business is given in the Management Discussion and Analysis appearing as **Annexure 5** to this Report.

### **REPORT ON CORPORATE GOVERNANCE**

As required by Regulation 34(3) of the Listing agreement entered into with the Stock Exchanges, a detailed Report on Corporate Governance is given as **Annexure 6** to this Report alongwith the Auditors' Certificate on its compliance by the Company and applicable certification of the Chief Executive Officer and Chief Financial Officer and Declaration by the Managing Director affirming compliance with Code of Conduct for the year under review

### **LOANS, GUARANTEE AND INVESTMENTS**

Details of Loans, Guarantees and Investments are given in the Notes to Financial Statements

### **TRANSFER TO RESERVES**

For the financial year ended 31st March, 2018, your Company has not transferred any amount to Reserves.

### **INVESTOR EDUCATION AND PROTECTION FUND**

In accordance with provisions of the Companies Act, 2013, an amount of ₹ 1,95,766 being unclaimed dividend (interim) for the year ended 31st March 2011 was transferred during the year to the Investor Education and Protection Fund established by the Central Government.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR OTHERS**

There are no significant and material orders passed by the regulators or others.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As on 31st March, 2018, the Company has 11 Directors consisting of 4 Non- Independent Directors (including 2 Whole Time Directors) and 7 Independent Directors.

Mr. Ritesh S. Ramakrishnan was re-appointed as the Director of the company, as approved by the members at the last Annual General Meeting held on July 21, 2017

In accordance with the provisions of 152 (6) of Act and the Article of Association of the Company, Mr. L B Culas is proposed to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible for reappointment. The Board recommends his re-appointment.

Capt. V. K. Singh was appointed as the Whole Time Director of the company, as approved by the members at the last Annual General Meeting held on July 21, 2017

During the year, Mr. V. Ramnarayan has tendered his resignation from the Board of Directors of the Company with effect from 29th March, 2018. The Board of Directors place on record their appreciation for the contribution by Mr. V. Ramnarayan during his tenure as Director Mr. V. Ramnarayan being a promoter, continues to hold 1,09,375 equity shares (0.50%) in the Company.

Mr. Deepak Shetty was appointed by the Board of Directors at its meeting held on 13th February, 2018 as an Additional Director (Non-Executive Independent Director) with effect from 13th February, 2018. He shall hold office till the conclusion of the Annual General Meeting.

All the Independent Directors have affirmed their Independence under Section 149 of the Companies Act, 2013 and provisions of Regulation 25 of SEBI (LODR) Regulations, 2015. The Company has obtained requisite declaration to that effect from the said Directors.

Your Company has devised a Policy for determining qualifications, positive attributes of Directors, performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

In accordance with the provisions of Companies Act, 2013 and Regulation 17(10) of SEBI(LODR) Regulations, 2015, the evaluation process for the performance of the Board, its Committees and individual Directors was carried out internally.

The Independent Directors met on 26th March, 2018 to review performance evaluation of the Non Independent Directors and the entire Board of Directors including the Chairman and Managing Director and Executive Director. The Independent Directors were satisfied with the functioning of the Board and Committees. The Independent Directors appreciated the leadership role of the Chairman and Managing Director in upholding the Group values and Corporate Governance standards.

The results of the review by the Independent Directors was shared with the Board of Directors. The Board of Directors have expressed their satisfaction with the evaluation results.

During the year under review, the Company has designated the following persons as Key Managerial Personnel:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1	Mr. S. Ramakrishnan	Chairman & Managing Director
2	Mr. V. Ramnarayan	Executive Director
3	Capt. Vivek Kumar Singh	Chief Executive Officer
4	Mr. Rajesh Desai	Chief Financial Officer
5	Ms. Namrata Malushte	Company Secretary

\*Mr. V Ramnarayan resigned w.e.f. 29th March 2018

\*Ms. Namrata Malushte resigned on 07th May 2018 while Ms. Asha Prakash was appointed as the Company Secretary w.e.f. 07th May 2018

### **BOARD MEETINGS**

During the year 2017-18, the Board met five times. Detailed information is provided in the Report on Corporate Governance, which forms part of this Annual Report.

### **RISK MANAGEMENT**

Your Company has a Risk Management Policy in place wherein all associated business risks are factored, identified and assessed. In accordance with the provisions of Regulation 21 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has a Committee for periodically evaluating the various risks. The Company has introduced several improvements to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

### **VIGIL MECHANISM**

In line with Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the Company has adopted a Whistle Blower Policy. The mechanism encourages the Whistle Blower to report genuine concerns or grievances. It also provides adequate safeguard to the Whistle Blower against victimization. The functioning of the Audit Committee is reviewed by the Audit Committee and the Whistle Blower has direct access to the Chairman of the Audit Committee. The Policy on whistle blower may be accessed on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas).

### **POLICY ON SEXUAL HARRASMENT**

Your Company has adopted Charter Under The Sexual Harrasment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013. During the year ended 31st March, 2018, the Company has not received any complaints pertaining to Sexual Harassment.

### **QUALITY**

Quality, integrity and safety have been core to the Company. We firmly believe that the pursuit of excellence is one of the most critical components for success in the competitive market and therefore, consistently strive to adhere to the highest quality standards. During the year, the Company has shifted its accreditation agency to Indian Register of Shipping (IRS). The Standard ISO 9001:2008 is valid upto 14th September 2018.

### **FIXED DEPOSITS:**

The Company has not accepted fixed deposits from the public during the year under review.

### **SUBSIDIARY COMPANY:**

As on 31st March, 2018, the Company has no subsidiary.

### **CONSOLIDATED ACCOUNTS**

The Consolidated Financial Statements are prepared in accordance with the relevant Accounting Standards issued by the Institute of Chartered Accountants of India and forms part of this Annual Report. Form AOC-1 in this regard forms part of this Annual Report.





### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors hereby state that:

- In the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Appropriate accounting policies were selected and applied consistently. The Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The annual accounts are prepared on a going concern basis; and
- Internal financial controls are laid down and followed by the company and that such internal financial controls are adequate and were operating effectively.
- Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. S. Ramakrishnan, Chairman & Managing Director of the Company draws remuneration in excess of the limits specified under the Act. The details of his remuneration is provided in the Financial Statements which forms part of this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- The Ratio of Remuneration Of Each Director To The Median Remuneration Of The Employees For The Year 2017-18:

Sr. No.	Name of the Director	Ratio of Remuneration To The Median Remuneration Of The Employees
1	Mr. S. Ramakrishnan, Chairman & Managing Director	43.46:1
2	Capt. Vivek Kumar Singh, Chief Executive Officer & Executive Director	14.25:1

- The Percentage Increase in Remuneration of Each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary

Sr. No.	Name	Percentage Increase in Remuneration
1	Mr. S. Ramakrishnan, Chairman & Managing Director	150.76%
2	Mr. V. Ramnarayan, Executive Director	N.A
3	Capt. Vivek Kumar Singh, Chief Executive Officer & Executive Director	41.46%
4	Mr. Rajesh Desai, Chief Financial Officer	23.35%
5	Ms. Namrata Malushte, Company Secretary	35.26%

- The Percentage Increase in The Median Remuneration of Employees in The Year 2017-18: -11.24%

- The No. Of Permanent Employees on The Rolls of The Company: 42

- Average Percentile Increase Already Made in Salaries of Employees Other Than The Managerial Personnel In The Last Financial Year And Its Comparison With The Percentile Increase In The Managerial Remuneration And Justification Thereof And Point Out If There Are Any Exceptional Circumstances For Increase In Managerial Remuneration

OTHER THAN MANAGERIAL PERSONNEL	MANAGERIAL REMUNERATION	COMPARISON OF REMUNERATION	REMARKS
---------------------------------	-------------------------	----------------------------	---------

12.42%	92.81%		The remuneration In view of of KMP includes the Net remuneration paid Profits, the to Chairman and commission Managing Director was not paid (CMD). As approved to the CMD by the shareholders during the in the previous year. AGM, CMD is paid commission as a percentage of Net Profit.
--------	--------	--	--

- The Remuneration Paid to The Key Managerial Personnel is As per The Nomination and Remuneration Policy of The Company

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION,  
FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Under the Notification No.GSR 1029, dated 31st December, 1988, companies are required to furnish prescribed information regarding conservation of energy and technology absorption. This, however, does not apply to your Company, as the shipping industry is not included in the Schedule to the relevant rules.

With regard to foreign exchange earnings and outgo for the current year 2017-18, the position is as under:

	( ₹ in lacs)
(i) Foreign exchange earnings including proceeds on sale of ship (on accrual basis)	19,874
(ii) Foreign exchange outgo including operating components, spare parts, vessel funding and other expenditure in foreign currency (on accrual basis)	19,538

**ACKNOWLEDGEMENTS**

Your Directors thank the Company's clients, vendors, charterers, business associates, main line operators, investors, shareholders and

bankers for their continued support during the year. It will be your Company's endeavor to build and nurture strong links with them based on mutuality, respect and co-operation with each other. Your Directors take this opportunity to thank all employees for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry despite increased competition from several existing and new players.

Your Directors place on record their appreciation for the support and continued co-operation that the Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Corporate Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Stock Exchanges, the Reserve Bank of India, the Central Board of Excise and Customs, and other Government agencies. Your Directors also express their sincere thanks to the Indian National Shipowners Association, Port authorities, Insurance companies, Protection and Indemnity clubs for their continued support during the year.

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

Place: Mumbai  
Date: 25th May, 2018

**S. Ramakrishnan**  
**Executive Chairman**



# SECRETARIAL AUDIT REPORT

## Form No. MR-3

For the Financial year ended 31st March, 2018

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

To,

The Members,

Shreyas Shipping and Logistics Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shreyas Shipping and Logistics Limited** (hereinafter called '**the Company**'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Shreyas Shipping and Logistics Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st, March, 2018, 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 the 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('The SEBI'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not relevant / applicable, since there are no share based benefits to employees during the year)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not relevant / applicable, since there is no issue of debt securities during the year)
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 

**(Not relevant / applicable, since there is no delisting of equity shares during the year)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 

**(Not relevant / applicable, since there is no buyback of equity shares during the year)**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following laws are applicable to the Company in addition to laws mentioned above
  - (a) Merchant Shipping Act, 1958 and Rules made thereunder;
  - (b) Safety of Life Sea Convention (1974) including its amendments;
  - (c) Seamen's Provident Fund Act, 1966.

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved

by the Government of India, as applicable under the Companies Act 2013;

- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. The Company has complied with the provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility **except Section 135(5)**. The Company has informed that the unspent amount of CSR during the year under report has been apportioned and is intended to be utilized in a phased manner in future upon identification of suitable projects within the Company's CSR Policy.

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

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance or in compliance of the Act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the period under review the Members have approved vide Ordinary resolution a Related Party transaction to enter into an agreement for ocean freight charges amounting to ₹ 500 crores (Rupees Five Hundred Crore ) on such terms and conditions as may be mutually agreed between the Company and Shreyas Relay Systems Limited being a Related Party under section 2(76) of the Companies Act, 2013 through Postal Ballot Notice dated 12th April 2017.

For D. M. Zaveri & Co

Company Secretaries

**Dharmesh Zaveri**

(Proprietor)

FCS. No.: 5418

CP No.: 4363

Place: Mumbai

Date: 25<sup>th</sup> May, 2018.



## Annexure 2

# PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

## AOC -2

(Pursuant to Clause (h) of Sub-Section(3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014-AOC-2)

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section(1) of Section 188 of the Companies Act; 2013 including certain arm's length transactions under third proviso thereto.

- 1) There were no contracts or arrangements or transactions entered in during the year ended March 31, 2018, which were not at arm's length basis.
- 2) Details of material contracts or arrangements or transactions entered in during the year ended March 31, 2018, which were at arm's length basis.

(₹ In lacs)

Name of the Related Party	Nature of Relationship	Duration of contract	Salient term	Amount
<b>Nature of Contract</b>				
<b>Service / Freight income</b>				<b>2018</b>
Balaji Shipping Line FZCO	Fellow Subsidiary Company	Not Applicable	Based on transfer pricing guidelines	2,251
BLPL Singapore Pte. Ltd.	Other related party	Not Applicable	Based on transfer pricing guidelines	-
Transworld Feeders FZCO /OEL FZCO	Fellow Subsidiary Company	Not Applicable	Based on transfer pricing guidelines	580
Shreyas Relay Systems Ltd.	Associate Company	1st September,2005----Ongoing Contract	Based on transfer pricing guidelines	27,052
<b>Slot Charges Payable</b>				
Transworld Feeders FZCO	Fellow Subsidiary Company	Not Applicable	Based on transfer pricing guidelines	864
<b>Agency fees</b>				
Relay Shipping Agency Ltd.	Other related party	1st April, 2013-----Ongoing Contract	Based on transfer pricing guidelines	-
Transworld Shipping Agencies Pvt Ltd	Other related party	1st June, 2016-----Ongoing Contract	Based on transfer pricing guidelines	224
Lanka Orient Express Lines Ltd.	Other related party	23rd February,2014-----Ongoing Contract	Based on transfer pricing guidelines	1
Transworld Shipping & Logistics WLL	Other related party		Based on transfer pricing guidelines	12
Transworld Shipping & Logistics LLC, Dubai	Other related party	1st February, 2015-----Ongoing Contract	Based on transfer pricing guidelines	50
<b>Vessel Management Fees</b>				
TW Ship Management Ltd	Other related party	1st Nov, 2016-----Ongoing Contract	Based on transfer pricing guidelines	681
Orient Express Ship Management Ltd.	Other related party	1st April, 2010-----Ongoing Contract	Based on transfer pricing guidelines	-

(₹ In lacs)

Name of the Related Party	Nature of Relationship	Duration of contract	Salient term	Amount
<b>Rent</b>				
Sivaswamy Holdings Pvt. Ltd.	Other related party	1st January,2012-----Ongoing Contract	Based on transfer pricing guidelines	37
Geeta Ramakrishnan	Relatives of Key Management Personnel	1st April, 2013-----Ongoing Contract	Based on transfer pricing guidelines	-
<b>Vehicle Lease Rent</b>				
Manita Vivek Kumar Singh	Other related party	Ongoing Contract	Not Applicable	11
Ratnaprabha Desai	Other related party	Ongoing Contract	Not Applicable	1
<b>Oracle Implementation</b>				
Encore Pierian Logistics Business Services Ltd.	Other related party	11th November, 2013---Ongoing Contract	Based on transfer pricing guidelines	-
<b>Advance Paid</b>				
Relay Shipping Agency Ltd.	Other related party			-
Encore Pierian Logistics Business Services Ltd.	Other related party			-
<b>Transportation Service</b>				
Shreyas Relay Systems Ltd.	Associate Company	1st September,2005----Ongoing Contract	Based on transfer pricing guidelines	96

-Appropriate Approvals have been taken for related party transactions. Advance paid have been adjusted against billings, wherever applicable. As per our report of even date.

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

Place: Mumbai  
 Date: 25th May, 2018

**S. Ramakrishnan**  
**Executive Chairman**



# ANNUAL REPORT ON CSR ACTIVITIES

## Brief Outline on Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs:

Corporate Social Responsibility Policy (hereinafter referred to as 'CSR Policy') shall help Shreyas Shipping and Logistics Limited (hereinafter referred to as 'Shreyas') to pave its path towards the betterment of certain sections of the society by using its resources in the best possible manner.

The CSR Policy of the Company shall specify that the surplus arising out of the CSR projects or programmes or activities shall not form part of the business profit of a company.

### Purpose:

Shreyas realises its responsibility towards the society at large. Shreyas recognises that Corporates are economic organs of society and therefore believes in making a positive difference to the society by trying to build a better tomorrow.

Shreyas intends to address the lack of quality education and empowerment opportunities among lesser privileged children and youth through holistically designed programs under the CSR initiative.

Therefore Shreyas has adopted 'English Intervention Program' which is an in-school supplemental learning program for students all classes on the Spoken and Written English Skills. The aim of this program is to help students from low income schools in the vicinity through extensive exposure to reading, vocabulary building, listening and speaking.

Shreyas Shipping has initiated this Project in 2016-17. Total number of 1496 students were covered in the first year of program and it was decided for continuation of support in 2017-18.

In Academic year 2017-18 two more school were added which are Awami Girls High School and Shishu Vikas Mandir, Mumbai. The total reach of this program was 2442 students including all four schools.

Activities covered under 'English Intervention Program' in 2017-18:-

- Continuation of English Intervention Program at Adarsha Vidyalaya & Lokmanya Tilak High School
- Covered additional 391 students of Awami Girls High School and 555 students of Shishu Vikas Mandir, Mumbai
- Total 2442 students were covered under this program.
- Team of Shreyas Shipping visited all the schools to monitor the progress on program implementation and collected feedback from school administration.

## LEARNING INDICATORS:

Dimension	Goal
Behavioural	Students will recognise the value of English language learning, and form a bond with the language.
Language Skills, Knowledge and Strategies	Students will recognise the syntax of English, and apply it with increasing levels of accuracy to specific communication needs. They will apply language skills and strategies in functional contexts, and in the subjects offered to them for their overall personal and academic development.

## COMMON IMPACT OF THE PROGRAMME:

- The Programme supports children from low-income families.
- It offers them sufficient exposure to the English language and enables them to internalise the language from the environment created in the classrooms.
- Students have embraced the English language and are more comfortable with its usage around them.
- There is a new-found interest in the English language.
- They are now able to associate English with fun and are therefore grasping the language faster.
- From usage of words like "bow" to various concepts of conventional grammar (like prepositions, singular plural etc) have become a part of the students day to day conversations.
- The learning from the English Intervention Programme are being used by students during the regular academics as well. The teachers have shared some examples regarding the same during our periodic interactions.
- Activities like Focus, conducted in each session have enabled the students to become calmer beings as compared to children coming from similar backgrounds who tend to be hyper and distracted.
- The students eagerly wait for the English Intervention sessions!

**LOKMANYA TILAK**

- ✓ They are found voluntarily trying to read the banners and posters in English put up in the school corridors.
- ✓ They are able to introduce themselves in English. They are able to give simple descriptions in English.

- ✓ Students await for the sessions as they enjoy the songs and stories in it.
- ✓ The Action Module has helped them gain syntactical understanding of the language.

**AWAMI GIRLS HIGH SCHOOL**

**ADARSHA VIDYALAYA**

- ✓ Basic comprehension in English has improved
- ✓ Interest towards learning and academics has developed.
- ✓ The students have benefitted from the Focus exercise. They are calmer in nature and are able to concentrate better.

- ✓ The students have gained the confidence to come forward and engage in English during the various activities in the sessions.
- ✓ They are now able to frame better sentences in English.
- ✓ Comprehension in English has started improving making it easier for the Teacher to communicate to them in the class.
- ✓ They attempt to respond in simple sentences.

**SHISHU VIKAS MANDIR**

# THE IMPACT





### Composition of CSR Committee:

Name	Designation	Position
Mr. Ritesh S. Ramakrishnan	Non Executive Director	Chairman
Mr. V. Ramnarayan	Executive Director	Member
Ms. Maya S. Sinha	Independent Director	Member
Ms. Namrata Malushte	Company Secretary	Secretary

**Average Net Profits of the Company for last three financial years : ₹ 3,005.95 Lacs**

### Prescribed CSR Expenditure:

Particulars	Amount
2 percent of the amount of the average net profits for the last three financial years	₹ 60.12 Lacs
Amount unspent last year	₹ 40.12 Lacs
Total amount apportioned for CSR	₹ 60.12 Lacs

### Details of CSR spent during the financial year

- Total amount to be spent for the financial year : ₹ 60.12 Lacs
- Amount Unspent : ₹ 40.12 Lacs
- Manner in which the amount spent during the financial year is detailed below
- Reasons for not spending the full amount:

The total CSR amount required to be spent by Shreyas till date was ₹ 60.12 lacs. Out of which Shreyas has spent ₹ 20 lacs for the year ended 31st March, 2018. Shreyas believes in adopting a structured approach towards its CSR initiatives and make a modest beginning. The thrust has been on identifying the CSR area which Shreyas firmly believes shall make an impact to the Society. It however does not restrict itself from evaluating other areas which are deemed important for the Company. The amount required to be spent has been set aside by the Company and shall be utilised for CSR activities in future.

The CSR Committee hereby confirms that the implementation and the monitoring of the CSR policy is in compliance with the CSR objectives and the Policy of the Company.

**Table I: Manner in which the amount spent/committed during the financial year ended 31 March 2018**

CSR Project/ Activity Identified	Sector in which the project is covered	Location of the Project Programme ( Local Area or District )	Amount Outlay / Approved	Amount spent on the project	Amount Spent Direct or through Implementation agency
To address the lack of quality education opportunities among lesser-privileged children through holistically designed "English Intervention Program"	Education	Mumbai , Maharashtra	20,00,000	20,00,000	Clear Maze Consulting Pvt Ltd

**Table II : Details of Schools covered :**

No. of School Covered	Grades	No of Students covered	Total Beneficiaries
Adarsha Vidyalaya	1 & 2	580	2442 Students
Lokmanya High School	2 to 5	916	
Awami Girls High School	1 <sup>st</sup> to 4 <sup>th</sup>	391	
Shishu Vikas Mandir	LKG to V <sup>th</sup>	555	

### Details of Implementation Agency:-

**Clear Maze Consulting Private Ltd.** is a consulting firm that is engaged in cutting edge advisory and consultancy services to private corporate clients and governments.

Clear Maze has been set up by a team of professionals with vast and varied professional experience. The team specializes in Business Management and Project Management advisory. Clear Maze helps corporate in CSR advisory, management and implementation.

**Clear Maze** has partnered with **Karadi Path Education Company Pvt. Ltd.** which was founded with the mission to 'provide high impact low cost programs, to deliver English proficiency to children and adults through the indigenously developed Karadi Path methodology'.

The company has been in the forefront of and has been singularly focused on researching and developing innovative products and pedagogies to aid learning in the classroom. The Karadi Path methodology represents a revolutionary solution for language learning even in environments where the language is not supported. This program is the outcome of 15 years of innovation, experimentation and trials.

## Annexure 4

# EXTRACT OF ANNUAL RETURN

## Form No. MGT-9

as on financial year ended 31st March, 2018

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

### I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L63000MH1988PLC048500
2.	Registration Date	16th August, 1988
3.	Name of the Company	Shreyas Shipping & Logistics Limited
4.	Category/ sub-category of the Company	Public Company Limited by Shares
	Address of the Registered Office and Contact Details	4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (East) Mumbai - 400 088. Maharashtra. Phone: 66220300
5.	Whether listed Company (Yes/No)	Yes
6.	Name, Address and Contact details of Registrar and Transfer Agent	Link Intime India Pvt Ltd C-101, 247 Park, L.B. S. Marg, Vikhroli (West), Mumbai 400 083 TEL : 022 4918 6270 Fax : 022 - 4918 6060 Email : rnt.helpdesk@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No	Name and Description of Main Product/ Services	NIC Code of the Product	% to total turnover of the company
1	Coastal Shipping Transportation	6110	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
1	Avana Logistek Ltd (formerly known as Shreyas Relay Systems Ltd)	U61100MH1994PLC077152	Associate Company	29.22%	2(87)

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

#### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As at 01.04.2017)				No. of Shares held at the end of the year (As at 31.03.2018)				% of Change During the Year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individuals/ Hindu Undivided Family	2287370	0	2287370	10.42	2737370	0	2737370	12.47	2.05
b. Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c. State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e. Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (A)(1)</b>	<b>2287370</b>	<b>0</b>	<b>2287370</b>	<b>10.42</b>	<b>2737370</b>	<b>0</b>	<b>2737370</b>	<b>12.47</b>	<b>2.05</b>



Category of Shareholders	No. of Shares held at the beginning of the year (As at 01.04.2017)				No. of Shares held at the end of the year (As at 31.03.2018)				% of Change During the Year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>2. Foreign</b>									
a. NRIs- Individuals	1444075	0	1444075	6.58	994075	0	994075	4.53	(2.05)
b. Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Bodies Corporate	12351650	0	12351650	56.25	12351650	0	12351650	56.25	0.00
d. Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (A)(2)</b>	<b>13795725</b>	<b>0</b>	<b>13795725</b>	<b>62.83</b>	<b>13345725</b>	<b>0</b>	<b>13345725</b>	<b>60.78</b>	<b>(2.05)</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>16083095</b>	<b>0</b>	<b>16083095</b>	<b>73.25</b>	<b>16083095</b>	<b>0</b>	<b>16083095</b>	<b>73.25</b>	<b>0.00</b>
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	214460	600	215060	0.98	257500	600	258100	1.17	0.19
b. Banks / Financial Institutions	28382	0	28382	0.13	0	0	0	0.00	(0.13)
c. Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d. State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g. FIIs/FPIs	234260	0	234260	1.06	121912	0	121912	0.55	(0.51)
h. Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
i. Any Other (UTI)	0	300	300	0.00	0	300	300	0.00	0.00
<b>Sub Total (B) (1)</b>	<b>477102</b>	<b>900</b>	<b>478002</b>	<b>2.17</b>	<b>379412</b>	<b>900</b>	<b>380312</b>	<b>1.72</b>	<b>(0.45)</b>
<b>2. Non-institutions</b>									
a. Bodies Corporate									
i. Indian	1131776	14000	1145776	5.21	0	0	0	0	(5.21)
ii. Overseas	0	0	0	0.00	0	0	0	0	0.00
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 Lakh	2116623	492226	2608849	11.88	2597951	468826	3066777	13.97	2.09
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	960247	0	960247	4.37	684025	0	684025	3.12	(1.25)
c. Others	681564	0	681564	3.10	1729324	14000	1743324	7.94	4.84
<b>Sub Total (B)(2)</b>	<b>4890210</b>	<b>506226</b>	<b>5396436</b>	<b>24.56</b>	<b>5011300</b>	<b>482826</b>	<b>5494126</b>	<b>25.03</b>	<b>0.47</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>5367312</b>	<b>507126</b>	<b>5874438</b>	<b>26.75</b>	<b>5390712</b>	<b>483726</b>	<b>5874438</b>	<b>26.75</b>	<b>0.00</b>
<b>Total (A)+(B)</b>	<b>21450407</b>	<b>507126</b>	<b>21957533</b>	<b>100.00</b>	<b>21473807</b>	<b>483726</b>	<b>21957533</b>	<b>100.00</b>	<b>0.00</b>
<b>C. Shares held by custodians for GDRs and ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>21450407</b>	<b>507126</b>	<b>21957533</b>	<b>100.00</b>	<b>21473807</b>	<b>483726</b>	<b>21957533</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As at 01.04.2017)			Shareholding at the end of the year (As at 31.03.2018)			% change in shareholding during the year
		No of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	TRANSWORLD HOLDINGS LIMITED	12351650	56.25	0	12351650	56.25	0	0
2	ANISHA VALLI RAMAKRISHNAN	1167325	5.32	0	717325	3.27	0	0
3	MITHILA V MAHESH	1167325	5.32	0	1167325	5.32	0	0
4	RITESH S. RAMAKRISHNAN	168375	0.77	0	168375	0.77	0	0
5	MURLI S MAHESH	168375	0.77	0	168375	0.77	0	0
6	RAJAN RAMNARAYAN	140875	0.64	0	140875	0.64	0	0
7	RAJIV RAMNARAYAN	136375	0.62	0	136375	0.62	0	0
8	L. B. CULAS	120845	0.55	0	120845	0.55	0	0
9	MAHESH SIVASWAMY	112475	0.51	0	112475	0.51	0	0
10	S. RAMAKRISHNAN	109375	0.50	0	109375	0.50	0	0
11	V. RAMANARAYAN	109375	0.50	0	109375	0.50	0	0
12	BRINDA RAMNARAYAN	108375	0.49	0	108375	0.49	0	0
13	GEETA RAMAKRISHNAN	108375	0.49	0	108375	0.49	0	0
14	MALA MAHESH IYER	108375	0.49	0	108375	0.49	0	0
15	BHAGEERATHI IYER	5000	0.02	0	5000	0.02	0	0
16	LAXMI KUMAR SUBRAMANIAN	0	0.00	0	200000	0.91	0	0
17	SHIVKUMAR SUBRAMANIAN	0	0.00	0	125000	0.57	0	0
18	ABHINAV KUMAR SUBRAMANIAN	600	0.0027	0	125600	0.57	0	0

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	16083095	73.25	16083095	73.25
2	Sale of Shares (No Change)	N.A.	N.A.	N.A.	N.A.
3	At the End of the Year	16083095	73.25	16083095	73.25

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

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As at 01.04.2017)		Shareholding at the end of the year (As at 31.03.2018)		% change in share-holding during the year
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company	
1	ASHISH KACHOLIA	525000	2.39	400000	1.82	(0.57)
2	PARAM CAPITAL RESEARCH PRIVATE LIMITED	330370	1.50	330370	1.50	0.00
3	UNIFI AIF 2	0.00	0.00	257500	1.17	1.17
4	PRATIBHUTI VINIYOG LIMITED-INVESTMENT A/C	115200	0.52	115000	0.52	0.00
5	IDEAS 1ST INFORMATION SERVICES PRIVATE LIMITED	170850	0.64	142850	0.65	0.01
6	M.L. DAMANI SECURITIES PVT. LTD	96500	0.44	96500	0.44	0.00
7	J M FINANCIAL SERVICES LIMITED	120330	0.55	109715	0.50	(0.05)
8	SLG INTERNATIONAL OPPURTUNITIES, L.P	92700	0.42	92700	0.42	0.00
9	PRATIBHUTI VINIHIT LIMITED	85000	0.39	85000	0.39	0.00
10	UNIFI FINANCIAL PVT LTD	0	0.00	65000	0.30	0.34
11	H G MURARKA	54988	0.25	54988	0.25	0.00
12	PRITI KARWA	50090	0.23	50090	0.23	0.00
13	SETHURAMAN PALANIVELU	32635	0.15	32635	0.15	0.00
14	VIKRAM OMPRAKASH DAMANI	65000	0.30	30000	0.14	(0.16)

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (AS AT 01.04.2017)		Shareholding at the end of the year (AS AT 31.03.2018)		% change in share-holding during the year
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company	
1	S RAMAKRISHNAN	109375	0.50	109375	0.50	0
2	V RAMANARAYAN	109375	0.50	109375	0.50	0
3	CAPT. VIVEK KUMAR SINGH	1000	0.00	1000	0.00	0
4	L.B. CULAS	120845	0.55	120845	0.55	0
5.	RITESH S. RAMAKRISHNAN	168375	0.77	168375	0.77	0
5	RAJESH DESAI	375	0.00	300	0.00	0
6	NAMRATA MALUSHTE	0	0	0	0	0

**V. INDEBTEDNESS**

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

(₹ in Lacs.)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness In the beginning of the year</b>				
1) Principal Amount	17,597	-	-	17,597
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	54	-	-	54
<b>Indebtness In the end of the year</b>				
1) Principal Amount	26,085	-	-	26,085
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	152	-	-	152

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Name of MD/WTD/ Manager	Total Amount
		S. Ramakrishnan	Capt. Vivek Kumar Singh	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	212	68	280
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	60		60
	₹ as a % of profit	-	-	-
	₹ others, specify	-	-	-
5	Others Please Specify	-	-	-
	Contribution to PF	14	3	17
	Leave Travel Allowance	10	2	12
	Gratuity	-	-	



## B. Remuneration to other directors

### I. Independent Director

Particulars of Remuneration	Name of Directors							TOTAL AMOUNT (in lacs)
	S. RAGOTHAMAN	MANNIL VENUGOPALAN	AMITABHA GHOSH	D. T. JOSEPH	MAYA SINHA	DEEPAK SHETTY	MAN MOHAN SAGGI	
SITTING FEES	4.10	2.40	4.60	4.70	3.65	0.80	4.30	24.55
COMMISSION	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
OTHERS	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### II. Other Non-Executive Directors

Particulars of Remuneration	Name of Directors		TOTAL AMOUNT (in lacs)
	RITESH S. RAMAKRISHNAN	L. B. CULAS	
SITTING FEES	4.70	1.00	5.70
COMMISSION	NIL	NIL	NIL
OTHERS	NIL	NIL	NIL

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

Sr. No	Particulars of Remuneration (INR in lacs)	Name of KMP						Total Amount	
		VIVEK KUMAR SINGH		RAJESH DESAI		NAMRATA MALUSHTE		17-18	16-17
1	Gross Salary	17-18	16-17	17-18	16-17	17-18	16-17	17-18	16-17
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	68	65.59	35.41	29.36	25.88	18.98	129.29	113.93
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	2	0.28	-	0.21	-	0.21	2	0.70
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-
2	Stock option	-	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-	-
4	Commission								
	₹- as a % of profit	-	-	-	-	-	-	-	-
	₹- others, specify	-	-	-	-	-	-	-	-
5	Others Please Specify								
	Contribution to PF	3	2.61	1.59	1.18	1.13	1.13	5.72	4.92
	Gratuity	-	-	-	-	-	-	-	-

## VII. Penalties / Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Details of Penalty Punishment/ Compounding Fees imposed	Authority [RD/NCLT/ Court]	Appeal made, if any (give details)
NIL	NIL	NIL	NIL	NIL

## Annexure 5

# MANAGEMENT'S DISCUSSION AND ANALYSIS

### GLOBAL ECONOMY OVERVIEW

The acceleration in global activity that started in 2016 gathered steam in 2017, reflecting firmer domestic demand growth in advanced economies and improved performance in other large emerging market economies. Global growth is set to be just over 3.5% in this calendar year 2018, the fastest for seven years, with improved outcomes in both advanced economies and the EMEs. Confidence measures and levels of new orders for businesses remain strong. This long awaited lift to global growth, supported by policy stimulus, is being accompanied by solid employment gains, a moderate upturn in investment and a pick-up in trade growth. The continued expansion depends on robust global growth and governments' support for right trade policies. However, there are signs that escalating trade tensions may already be affecting business confidence and investment decisions, which could compromise the current outlook. Also, during the year crude oil witnessed a 30% increase in the price and hovered around USD 50 for most part of the year.

*(Source: IMF and OECD)*

### INDIAN ECONOMY OVERVIEW

Indian economic growth is giving a positive signal for the current and future scenario. It is projected to strengthen to above 7%, gradually recovering from the transitory adverse impact of rolling out the Goods and Services Tax (GST) and measures to choke off the black economy, including demonetisation. India's GDP grew 7.2% in the third quarter of 2018, surpassing expectations and wresting back the mantle of fastest growing economy from China on the back of a rebound in industrial activity, especially manufacturing and construction, and an expansion in agriculture. Reserve Bank of India has estimated GDP growth in a range from 7.4% to 7.9% for the Financial Year 2019-2020. *(Source: OECD and Economic Times)*

Fiscal deficit for 2017-18 is revised to INR 5.95 lakh Cr at 3.5% of the GDP which is approximately the same as 2016-17 in spite of transformation in the economy. In addition to initiatives like "Make in India", "Housing for All" and "Digital India" government has also introduced "SagarMala" and "Bharat Mala" initiatives which are expected to boost the domestic growth of the country.

### SHIPPING INDUSTRY

The maritime sector plays an important role in India's foreign trade, accounting for about 95 per cent of the country's trade by volume and 70 per cent by value. The sector has been under pressure for years, due to a weak global environment, falling freight rates, contraction in imports and exports, along with issues on the domestic front. Having said that, freight transport is expected to grow at a CAGR of 13.35% by 2020 and this can be attributed to increased demand and supply factors associated with industries like manufacturing, FMCG, E-commerce and Retail.

While the sector will remain dependent on global trade cycles, increased government support in terms of announcements of new policy measures is expected to provide a more conducive environment for stakeholders, going forward. In recent years, the government has launched various policy measures across the maritime chain – ports, coastal shipping, inland water transport (IWT), and ship building, repair and breaking – to promote sector growth. The past two years have also been marked by the launch of Sagarmala, the most ambitious programme for the maritime sector to date. Its implementation aims to cut logistics costs, create new infrastructure, aid in employment generation, etc. While the roadmap for the programme is still evolving, that progress has been made towards project implementation is quite evident.

In a push to developing an integrated logistics framework in the country including industrial parks, cold chains and warehousing facilities- the government has granted infrastructure status to the logistics sector, enabling the industry access to cheaper finances. The size of the logistics sector in India is estimated to be USD 260 Bn; the government expects the Indian logistics sector to grow to USD 360 Bn by 2032. It is estimated that the Indian logistics industry will continue to show robust growth of 10-15% annually, leading the pace of growth of the economy at large.

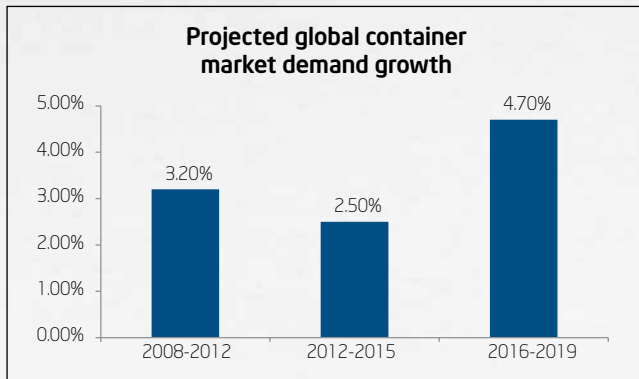
Road has become the dominant mode of transport for India's freight traffic. However, to meet the demands of growing freight traffic, a shift to more economical as well as environmentally suitable modes i.e., waterway is vital. In addition to a greater emphasis on waterways, the right mode of transport has to be used. Rail and waterways should be prioritised for long distances, rail for medium distances and roads including expressways, for shorter stretches. Such a balanced modal approach would lower transportation costs, achieve greater efficiency and be more environment-friendly.

*(Sources: OECD Economic Outlook, World Trade Organization Report; Building India – Transforming the Nation's Logistics Infrastructure McKinsey & Company and other news articles)*

### GLOBAL CONTAINER SHIPPING INDUSTRY

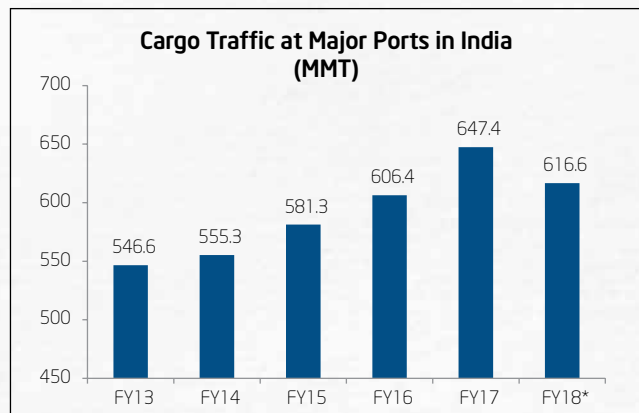
In terms of value, global seaborne container trade is believed to account for approximately 60 percent of all world seaborne trade, which was valued at around 12 trillion U.S. dollars in 2017. While the quantity of goods carried by containers has risen from around 100 million metric tons in 1980 to about 1.7 billion metric tons in 2015, vessels have likewise increased their capacity. Between 1980 and 2016, the deadweight tonnage of container ships has grown from about 11 million metric tons to around 244 million metric tons. As of July 2016, the global cellular container ship fleet had the capacity to carry some 20 million standard containers.





## INDIAN PORTS

India has 12 major ports, 6 on the Eastern coast and 6 on the Western coast. Under the National Perspective Plan for Sagarmala, six new mega ports will be developed in the country. India's 200 non-major ports are strategically located on the world's shipping routes.



\*up to Feb 2018

(Source: statista.com - the statistics portal)

In FY18 (up to Feb 2018) major ports have handled 616.62 million tonnes of traffic, showing a year-on-year growth rate of 4.97 per cent.

Capacity at major ports grew to 1,065 MMT in FY17, implying a CAGR of 7.75 per cent since FY07. Utilisation rates of major ports in India such as JNPT port, Kandla port, Ennore port, etc., are much above the world's average. As of February 2018, 21 dry port projects in India are under implementation. Indian Port Rail Corporation Ltd. (IPRCL), plans to conduct rail infrastructure expansion and modernisation work for JNPT, Kandla Port and Haldia Dock Complex in April 2017. Similar works have already started for Kolkata, Vishakhapatnam, Tuticorin, Mangalore and Chennai ports. Germany's Deutsche Bahn Engineering and Consulting plans to form a JV with Indian Port Rail Corp Ltd (IPRCL) with an aim to connect Indian ports with railways. Germany and India are working on projects worth US\$14.87 billion being implemented by IPRCL.

Ports handle almost 95 per cent of trade volumes; thus rising trade has contributed significantly to cargo traffic. Increasing trade is translating into higher demand for containerisation due to their efficiency. During FY07-17, container traffic rose to 124.58 MMT, implying a CAGR of 5.9 per cent.

## TRAFFIC HANDLED AT MAJOR PORTS

(\*) PROVISIONAL

(IN '000 TONNES)

PORTS	APRIL TO MARCH		% VARIATION AGAINST PREV.  YEAR TRAFFIC
	TRAFFIC		
	2018*	2017	
<b>KOLKATA</b>			
Kolkata Dock System	17,390	16,810	3.45
Haldia Dock Complex	40,496	34,141	18.61
TOTAL: KOLKATA	57,886	50,951	13.61
PARADIP	1,02,013	88,955	14.68
VISAKHAPATNAM	63,537	61,020	4.12
KAMARAJAR (ENNORE)	30,446	30,020	1.42
CHENNAI	51,881	50,214	3.32
V.O. CHIDAMBARANAR	36,575	38,463	-4.91
COCHIN	29,138	25,007	16.52
NEW MANGALORE	42,055	39,945	5.28
MORMUGAO	26,897	33,181	-18.94
MUMBAI	62,828	63,049	-0.35
JNPT	66,004	62,151	6.20
KANDLA	1,10,099	1,05,442	4.42
<b>TOTAL:</b>	<b>6,79,359</b>	<b>6,48,398</b>	4.77

## SAGARMALA

To harness India's 7,500 km long coastline, 14,500 km of potentially navigable waterways and strategic location on key international maritime trade routes, the Government of India has embarked on the ambitious Sagarmala Programme to promote Port-led development in the country. Envisaged by the former Prime Minister Shri Atal Bihari Vajpayee, the concept of Sagarmala was approved by the Union Cabinet on 25th March, 2015. Union Minister of Road Transport and Highways and Shipping Nitin Gadkari said that the ministry expects INR 15 lakh crore investments under the ambitious 'Sagarmala' infrastructure development programme. "About INR four lakh crore investment we are expecting to be made in road connectivity, port-rail connectivity, modernisation and mechanisation of ports. Already, work worth INR 2.80 lakh crore" has commenced, he said. Under this programme, the ministry planned to develop Special Economic Zones, coastal development zones, industrial, petroleum and automobile clusters

For promoting port-led industrialization, 14 Coastal Economic Zones (CEZs) covering all the Maritime States and Union Territories have

been identified as part of the National Perspective Plan under the Sagarmala Programme. The Perspective Plans for all 14 CEZs have been prepared in consultation with relevant State Governments and Central Ministries.

Port-led industrialization through the proposed development of CEZ under Sagarmala Programme are expected to provide impetus to the "Make in India" initiative of the Government of India, that will aid in creation of jobs in India. Finalization of institutional framework and roadmap for the development of CEZ based on the recommendations of Inter-Ministerial Committee has been taken up.

*(Source: Ministry of shipping)*

## OUTLOOK

Ports act as an economic catalyst and help in integrating smaller economies with the global economic system and waterways are the most economical means of bulk transport. For industries to grow and develop in an economy, a well-developed logistics is required. India is striving to improve its manufacturing competitiveness with the "Make in India" initiative. Ports are the drivers of socio-economic change and aid long term growth trajectory of the economy. The Government is making effort towards developing ports into manufacturing ecosystems which attract trade as well as investments. Ports also aid in creating employment and economic and industrial growth of an entire region. The next leg of growth in cargo capacity handled is expected to be led by the containers segment. Major ports in India are already ramping up container handling capacity. With the Sagarmala Programme aiming to increase depth of major ports, Indian ports would be able to handle new-generation mega vessels in the next 2-3 years. We expect cargo container handling to reach 25 million TEU by 2020-21 across major and non-major ports from the current 13 million TEU. Non-major ports are expected to add higher capacity in the segment.

Movement of cargo through coastal shipping has inherent advantages over land modes of transport such as road and rail as it is more cost effective, causes much less pollution, reduces congestion on land and can cater to huge parcel sizes. In view of this, Government of India has initiated several measures for promoting coastal movement. Globally countries such as China and Netherlands have achieved a modal share of 24% for coastal shipping and inland water navigation. In India, coastal shipping accounts for only 6 per cent of the country's total domestic freight (on a tonne-km basis) and is poised to grow to 12% by 2025 with the initiative of Sagarmala project.

The long-term outlook for the sector remains positive, backed by a series of government initiatives being taken. The goods and services tax, rolled out from July 1, 2017, is likely to have a positive impact on reducing logistics costs in the country. The launch of Sagarmala with its focus on "port-led development" instead of only "port development" has brought optimism among stakeholders with the plethora of opportunities that it offers. As part of the programme, the focus is not only on capacity creation. Equal emphasis is being laid on mechanising port operations, developing smart and sustainable ports, providing adequate connectivity and deeper draught levels, developing coastal and IWT, and promoting the ease of doing business. Overall, 415 projects worth INR 8 trillion are planned to be undertaken as part of Sagarmala.

The Sagarmala project is one of the strategic and customer-oriented initiatives to modernize India's ports to augment coastal movement so that ports become drivers of economic growth. Increasing the share of coastal shipping and inland navigation in the transport modal mix is one of the key objectives of the Sagarmala Project.

Pro-active policy initiatives have resulted in the installed capacity of the Major Ports going up from 1,065.83 MTPA during 2016-17 to 1,359 MTPA. Capacity constraints and lack to modern facilities at Indian Ports tremendously elongates the time taken to ship goods in and out of the country and has held back India's share in world trade. Sagarmala could boost India's merchandise exports to \$110 bn by 2025 and create an estimated of 10mn new jobs.

*(Sources: www.ibef.org)*

## OUR CONTRIBUTION

Incorporated in 1988, Shreyas Shipping and Logistics Ltd (Shreyas), is a part of the 40-year old global conglomerate Transworld Group, and is headquartered in Mumbai, India. The company is a pioneer and market leader in domestic coastal container shipping services and coastal transshipment services covering most major ports and container terminals on the Indian coast. Shreyas also pioneered domestic multimodal transportation in India and it continues to command its premier position till date. It is a preferred partner of most Main Line Operators for EXIM transshipment services at various Indian ports. The company owns and operates a fleet of 13 vessels with a total capacity of 23,143 TEUs, 248,392 GRT & 3,15,722 deadweight tonnage and operates across most Indian container ports.

Along with the container cargo business, we have entered into the break bulk cargo business as well. We see great potential in the break bulk business and aim to be leaders in the same. For the first time in the history of the company, we bought 4 vessels in one financial year. This included 2 container vessels and 2 multi-purpose vessels. With all the thrust by the government given to the shipping industry, we expect both our verticals to outperform.

## Achievements during the year

1. SSSL's domestic cargo trade of 109,766 containers in the year 2017-18 as against 59,521 containers in 2015-16 achieving a growth of 84%. This corresponds to carriage of 3.3 million tons containerised cargo in the year 2017-18 as against 1.8 million tons two years earlier.
2. Shreyas handled total volume of 448,200 Teus in 2017-18 as against 331,000 Teus in the last year with a growth of 35%
3. Besides handling containerised cargo, SSSL commenced handling coastal break bulk cargo in the 2nd half of year 2017 and handled 107,324 MT cargo during the year, mainly steel products of RINL and JSW, besides some project cargo. RINL commenced coastal movement of steel products for the first time venturing into modal shift from land to sea mode.
4. Total coastal throughput at Indian ports was 1.5 million Teus in the year 2017 as against .85 million Teus in the year 2015 while SSSL's throughput at Indian ports was 0.8 million Teus in the calendar year 2017 as against 0.45 million in 2015, achieving a growth of 78% in the two years. Growth of 90% in domestic throughput at Indian ports is indication of modal



shift of cargo from land to sea mode while 55% growth in throughput of Exim volume is indication of shift of volume from foreign transshipment ports to Indian ports. Shreyas has contributed for the growth in coastal shipping on both fronts as envisaged by MOS.

5. To achieve the growth mentioned above, SSSL acquired 4 vessels including two multipurpose vessels of capacity totaling to 99,567 DWT and 7,603 TEUS in the year 2017-2018, achieving a growth of 56% while there has been 17% CAGR increase in Indian flag container fleet from 2014 until 2017. SSSL is the largest container ship owning & operating company in India.
6. 18 major ports and container terminals in India were serviced during year 2017 by SSSL containers and break bulk coastal services on regular frequency, making 1060 port calls during the year.

### Financial highlights of the year

Standalone revenues for the year 2017-18 stood at INR ₹544 cr as against INR 376 cr for FY17 which grew by 45%. EBITDA for FY18 is at INR 115 cr as against INR 55 cr during FY17 which grew by 109% and PAT stood at INR 81 cr as against INR 4 cr in FY17 which grew by 1925%. Considering share of profit of an associate and joint venture of INR 11 cr (net of tax adjustment), consolidated PAT stood at INR 92 cr for FY 18.

### Our Strategy

Shreyas Shipping wants to work with similar vision of Government to develop coastal shipping and integrate inland waterways network. We want to develop transshipment over Indian terminals. The plan is to continue to grow in container as well as break bulk business. We over the period of last 5 years, have started acquiring economic and fuel-efficient vessels. This has helped in reducing the cost per TEU and eventually has led to increase in the margins. We have bought four vessels in the last financial year and we will continue to add capacity going forward. With more and more companies across industries starting to use waterways as the mode of transport instead of roadways and railways, we are prepared to capture this growth. Earlier, the composition of cargo was dominated by heavy construction material but now the cargo is diversified and it includes food grains, fertilizers and other industrial products. At the same time, we constantly look at new markets/routes which we can serve and add to our existing routes. Along with the container business, we are looking forward to strengthen the coastal breakbulk business as well using the multi-purpose vessels.

### RISK MANAGEMENT

At SSL, we have a comprehensive risk management structure with benchmarks and reporting framework. Our objective is to identify, evaluate and counter potential risks through an institutionalised approach. As such, we have divided our risk categories as external and internal and identified the key risks that may impact the regular operations of the company.

### EXTERNAL

**Global Trade/Demand Prospects:** The demand for shipping and containerisation largely depends on factors such as Global GDP growth, Global trade patterns. i.e. movement of goods from production to consumption centres and major political and economic developments across economies.

**Bunker Cost:** Bunker cost, also known as the oil prices, impacts the profitability of the business. Higher oil price turn into high operating cost which, if not accompanied by a proportionate rise in freight rates, will affect the margins of shipping companies.

**Unfavourable Trade Regulations:** Regulations exist at several different tiers, imposed by national, regional and local authorities. Regulations often differ from city to city, which may hinder the creation of national networks, thus impacting the shipping operations.

**Poor infrastructure:** Improper facilities at the terminal, insufficient integration of transport networks, weak information technology (IT) support, warehousing and distribution facilities can prove to be another hindrance in smooth operations.

### HUMAN RESOURCES

The Company considers its human capital as an invaluable asset. The Company continued to have cordial relationships with all its employees. The Company ensures safeguarding, training, development and growth of its workforce. The total workforce of Your Company stood at 35 shore stuff and 250 floating stuff on 31st March, 2017.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's philosophy with regard to internal control systems and their adequacy has been the basis behind the formulation of effective systems. It is their strict implementation that ensures The Company's assets and interest are safeguarded; checks and balances are in place to determine the accuracy and reliability of accounting data.

### CAUTIONARY STATEMENTS

Statements in this report describing The Company's objectives, projections, estimates and expectations may be forward looking statements, within the meaning of applicable laws and regulations, based on beliefs of Shreyas's managements. The Company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different from those projected in this report, including amongst others, changes in the general economic and business conditions, changes in the currency exchange rates and interest rates, introduction of competing services, lack of acceptance of new services, and changes in business strategy. Shreyas does not intend to assume any obligation to update any forward-looking statements or information, which speak as of their respective dates reflecting circumstances arising after this date or to reflect the occurrence of underlining events, even if the underlining assumptions do not come to fruition.

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

Place: Mumbai  
Date: 25th May, 2018

**S. Ramakrishnan**  
**Executive Chairman**

## Annexure 6

# REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 (3) read with Schedule: V of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations")

## I. Corporate Governance Philosophy and Practice

The Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensures that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, supplier, customers and society in general. Fundamentals of Corporate Governance includes transparency, accountability, reporting and independence. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Details, as on date, of the composition of the Board and changes therein since the last Report, category of the Directors and their attendance at Board meetings and the last Annual General Meeting, number of their other Directorships and Committee Memberships / Chairmanships is given below:

Name of the Director	Category of Directorship <sup>1</sup>	Number of Board meetings attended out of Five held during the year 2017-18	Attendance at the last AGM (21.07.2017)	No. of Directorships in other public limited companies as on 31.03.2018	No. of Committee positions held in other public limited companies as on 31.03.2018 <sup>2</sup>	
					Chairman	Member
<b>Mr. S. Ramakrishnan<sup>3</sup></b> Chairman & Managing Director	ED	3	YES	7	NIL	NIL
<b>Capt. Vivek Kumar Singh</b> Executive Director and Chief Executive Officer	ED	3	YES	NIL	NIL	NIL
<b>Mr. V. Ramnarayan<sup>5</sup></b> Executive Director	ED	4	YES	6	NIL	1
<b>Mr. L. B. Culas</b> Director	NED (NI)	2	YES	1	NIL	NIL
<b>Mr. Ritesh S. Ramakrishnan<sup>3</sup></b> Director	NED (NI)	4	YES	7	NIL	1
<b>Mr. Mannil Venugopalan</b> Director	NED (I)	3	NO	7	2	3
<b>Mr. Amitabha Ghosh</b> Director	NED (I)	5	YES	4	2	3
<b>Mr. S. Ragothaman</b> Director	NED (I)	4	NO	8	3	3
<b>Mr. D. T. Joseph</b> Director	NED (I)	4	NO	2	NIL	1
<b>Capt Manmohan Saggi</b> Director	NED (I)	5	NO	NIL	NIL	NIL
<b>Mr. Deepak Shetty<sup>6</sup></b> Director	NED (I)	1	N.A	NIL	NIL	NIL
<b>Ms. Maya S. Sinha</b> Director	NED (I)	4	YES	7	NIL	3



Notes:

1. Category of Directorship:
  - ED – Executive Director
  - NED (NI) – Non-Executive Director and Non-Independent
  - NED (I) – Non-Executive Director and Independent
2. As required by Regulation 26 of Listing Regulations, only Membership / Chairmanship of the Audit Committee and Stakeholders Relationship Committee have been considered. None of the Directors of the Company is a Member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he is a Director.
3. Mr. S. Ramakrishnan is father of Mr. Ritesh S. Ramakrishnan.
4. All Independent Directors fulfill the requirements stated in Regulation 25(1) of the SEBI (LODR) Regulations, 2015.
5. Mr. V. Ramnarayan has tendered his resignation with effect from 29th March, 2018.
6. Mr. Deepak Shetty has been appointed as Additional Director (Non Executive Independent Director) of the Company with effect from 13th February, 2018 to hold office upto the conclusion of the upcoming Annual General Meeting of the Company.

## ii. Number of Board Meetings

Five Board meetings were held during the year ended 31<sup>st</sup> March, 2018. These were on 12<sup>th</sup> April 2017, 25<sup>th</sup> May 2017, 14<sup>th</sup> August, 2017, 14<sup>th</sup> November 2017 and 13<sup>th</sup> February 2018. The gap between any two Board meetings did not exceed one hundred twenty days as required by Regulation 17 (2) of Listing Regulation.

- iii. During the year 2017-18, the information as mentioned in Schedule II Part A of SEBI (LODR) Regulations, 2015 has been placed before the Board of Directors for its consideration.
- iv. The Company is in compliance with Regulation 17 to 27 and clauses (b) to (i) of sub regulation 2 of Regulation 46 of SEBI (LODR) Regulations, 2015.
- v. The Independent Directors of the Company are familiarised with the Company's operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The familiarisation programme for Directors has been disclosed on the website (<http://www.transworld.com/shreyas>) of the Company.
- vi. Details of equity shares held by Non-Executive Directors as on 31<sup>st</sup> March, 2018.

Name	Category	No. of Equity Shares Held
Mr. L. B. Culas	Non-Independent, Non-Executive Director	120845
Mr. Ritesh S. Ramakrishnan	Non-Independent, Non-Executive Director	168375
Mr. Mannil Venugopalan	Independent Director	0
Mr. Amitabha Ghosh	Independent Director	0
Mr. S. Ragothaman	Independent Director	3000
Mr. D. T. Joseph	Independent Director	0
Capt Manmohan Saggi	Independent Director	0
Ms. Maya S. Sinha	Independent Director	0
Mr. Deepak Shetty	Independent Director	0

The Company has not issued any convertible instruments.

- vii. In addition to the above, one meeting of the Independent Directors was held during from 01<sup>st</sup> April to 31<sup>st</sup> March 2018 on 26<sup>th</sup> March 2018, without the presence of Non-Independent Directors.

## III. Audit Committee of Directors (Audit Committee)

- i. Terms of reference and role of Audit Committee
  - a) Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- b) Recommending to the Board, the appointment, re-appointment, replacement, remuneration, and terms of appointment of the statutory auditor and the fixation of audit fee;
- c) Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
- d) Approving payments to the statutory auditors for any other services rendered by statutory auditors;
- e) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  1. Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  2. Changes, if any, in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on the exercise of judgment by management;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to financial statements;
  6. Disclosure of any related party transactions; and
  7. Qualifications and modified opinions in the draft audit report.
- f) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- g) Scrutiny of inter-corporate loans and investments;
- h) Valuation of undertakings or assets of our Company, wherever it is necessary;
- i) Evaluation of internal financial controls and risk management systems;
- j) Approval of any transactions of the Company with Related Parties, including any subsequent modifications thereof;
- k) 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. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;
- l) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances and providing for adequate safeguards against victimisation of such directors and employees;
- m) Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- n) 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;
- o) Discussion with internal auditors on any significant findings and follow up thereon;
- p) 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;
- q) 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;
- r) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- s) Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- t) Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
- u) Carrying out any other functions as provided under the Companies Act, the Listing Regulations and other applicable laws; and



- v) Review of (1) management discussion and analysis of financial condition and results of operations; (2) statement of significant related party transactions (as defined by the audit committee), submitted by management; (3) management letters/letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses; (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

The Committee, inter alia, has reviewed the financial statements including Auditors Report for the year ended 31<sup>st</sup> March, 2018 and has recommended its adoption, records of related party transactions, reports related to compliance of laws and risk management and the financial statements of the associate companies.

All the members of the Audit Committee are financially literate. In view of their professional qualification and experience in finance, Mr. Amitabha Ghosh, Mr. S. Ragothaman, Mr. Mannil Venugopalan and Ms. Maya Sinha are considered to have accounting and related financial management expertise.

The Chief Financial Officer, representative of the Internal Auditors and the Statutory Auditors are permanent invitees to the meetings of the Audit Committee. The Audit Committee invites such of the executives to be present at its meetings as it deems fit.

## ii. Composition

The Audit Committee of the Company is constituted in line with provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The present composition of the Audit Committee and the details of meetings attended by its members is as follows:

Name	Position held	Category	Number of meetings during year 2017-18	
			Held	Attended
Ms. Maya Sinha	Chairperson	Independent Director	5	4
Mr. Amitabha Ghosh	Member	Independent Director	5	5
Mr. Ritesh S. Ramakrishnan	Member	Non-Executive and Non-Independent Director	5	5
Mr. S. Ragothaman	Member	Independent Director	5	4
Mr. D.T. Joseph	Member	Independent Director	5	4
Mr. Mannil Venugopalan	Member	Independent Director	5	3
Capt. Manmohan Saggi	Member	Independent Director	5	5

The Company Secretary acts as the Secretary of the Committee.

## iii. Meetings during the year

Five meetings were held during the year ended on 31<sup>st</sup> March, 2018. These were on 12<sup>th</sup> April 2017, 24<sup>th</sup> May 2017, 14<sup>th</sup> August 2017, 14<sup>th</sup> November 2017 and 13<sup>th</sup> February 2018. The gap between any two Audit Committee meetings did not exceed one hundred twenty days as required by Regulation 17 (2) of SEBI(LODR) Regulations, 2015. The requisite quorum was present for all the meetings.

## IV. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

### i. Brief Description of Terms of reference:

- To carry out evaluation of the Director's performance and recommend to the Board appointment / removal based on his / her performance.
- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.

4. To ensure that the remuneration for Directors is reasonable and sufficient to attract, retain and motivate appropriate Directors required for running the Company effectively.
5. To ensure that the remuneration to Key Managerial Personnel and Senior Management involves a balance between the pay and goals appropriate to the working of the Company.
6. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
7. To monitor the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of non-executive directors.

**ii. Composition**

The present composition of the Remuneration Committee and the details of meetings attended by its members is as follows:

Name	Position held	Category	Number of meetings during year 2017-18	
			Held	Attended
Mr. D.T. Joseph	Chairperson	Independent Director	3	2
Mr. Amitabha Ghosh	Member	Independent Director	3	2
Mr. Ritesh S. Ramakrishnan	Member	Non-Executive and Non-Independent Director	3	3
Mr. S. Ragothaman	Member	Independent Director	3	3
Capt Manmohan Saggi *	Member	Independent Director	3	1

During the year, the meetings of the Nomination and Remuneration Committee were held on 24<sup>th</sup> May, 2017, 14<sup>th</sup> August 2017 and 9<sup>th</sup> February, 2018.

\* Capt. Manmohan Saggi is appointed as a Member on the Committee during the quarter ended 30<sup>th</sup> September, 2017.

**iii. Remuneration of Directors:**

The Nomination and Remuneration Policy provides a framework for appointment of Directors, Key Managerial Personnel and Senior Management, their performance evaluation and fixing their remuneration based on their performance.

The Company pays remuneration to the Chairman and Managing Director by way of Salary and Commission. The commission as a part of profits is paid to the Chairman and Managing Director upon the adoption of quarterly accounts by the Board.

The details of remuneration paid to the Directors are as follows:

**a. For Executive Directors**

Sl. No.	Particulars of Remuneration	S. Ramakrishnan Chairman & Managing Director (₹ in lacs)
1	Gross Salary	212
2	Commission (As a part of profit)	60
3	Leave Travel Allowance	10
4	Contribution to PF	14

**b.**

Sl. No.	Particulars of Remuneration	Capt V. K. Singh CEO & Executive Director (₹ in lacs)
1	Gross Salary	68
2	Commission (As a part of profit)	-
3	Leave Travel Allowance	2
4	Contribution to PF	3

The appointment of Mr. S. Ramakrishnan is in terms of the approval received from the Central Government vide its letter bearing reference no. SRN No. C20907382/ 2014 - CL-VII dated 20th November, 2014 valid from 1<sup>st</sup> April, 2014 upto 31<sup>st</sup> March, 2019. The members have at the 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2015





approved the payment of remuneration of upto ₹ 300 lacs to the Chairman & Managing Director wherein ₹ 120 lacs shall be fixed salary and upto 3% of Net Profits shall be paid as a commission.

In accordance with section 198 of the Companies Act, 2013 & Schedule V, the Company shall seek shareholders approval in the forthcoming AGM meeting for further period as the term expires on 31<sup>st</sup> March 2019 for payment of remuneration to Mr. S. Ramakrishnan.

### c. For Non-Executive Directors

All fees / compensation paid to Non-Executive Directors are fixed by the Board of Directors of the Company within the limits prescribed by the Companies Act, 2013. For the year ended 31<sup>st</sup> March, 2018, the Non-Executive Directors were paid remuneration by way of sitting fees for attending the Board and Committee Meetings as follows:

Sr. No.	Meetings	Sitting fees (₹ in lacs)
1	Board of Directors	0.50
2	Audit Committee	0.30
3	Nomination & Remuneration Committee	0.30
4	Independent Directors	0.30
5	CSR Committee	0.15
6	Risk Management Committee	0.15
7	Stakeholders Relationship Committee	0.15

The details of sitting fees paid to the Non-Executive Directors for the year 2017-18 and shares held by them in the Company as on 31<sup>st</sup> March, 2018 are as follows:

Name of the Director	Sitting Fees for Board Meetings attended (₹ in lacs)	Sitting Fees for Committee* Meetings attended (₹ in lacs)	Number of Equity shares held in Shreyas Shipping & Logistics Ltd. as on 31 <sup>st</sup> March, 2018
Mr. L. B. Culas	1	-	1,20,845
Mr. Ritesh S. Ramakrishnan	2	2.70	1,68,375
Mr. Amitabha Ghosh	2.50	2.10	NIL
Mr. S. Ragothaman	2	2.10	3,000
Mr. D. T. Joseph	2	2.70	NIL
Mr. Mannil Venugopalan	1.50	0.90	NIL
Capt. Manmohan Saggi	2.50	1.80	NIL
Ms. Maya S. Sinha	2	1.65	NIL
Mr. Deepak Shetty	0.50	0.30	NIL

\*Includes all the Committees (Independent directors meeting fees not included)

Presently, the Directors of the Company who are not in whole-time employment of the Company are compensated only by way of sitting fees for attending the meetings of the Board and its Committees. The Board of Directors has not recommended commission for the Directors not in whole-time employment of the Company for the year ended 31<sup>st</sup> March, 2018. The Company does not have a scheme for stock options for its Directors. None of the Independent Directors had pecuniary interest in any transactions with the Company during the year.

## V. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in line with provisions of Regulation 20 of SEBI (LODR) Regulations read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee is primarily responsible for satisfactory redressal of investors complaints.

**i. Composition**

The present composition of the Committee is as follows:

<b>Name</b>	<b>Position held</b>	<b>Category</b>
Mr. D. T. Joseph	Chairperson	Independent Director
Mr. V. Ramnarayan*	Member	Executive Director
Ms. Namrata Malushte	Secretary	Company Secretary & Compliance Officer

\* Mr. V. Ramnarayan has tendered his resignation with effect from 29<sup>th</sup> March, 2018.

**ii. Terms of reference**

- Review the existing investor redressal system and suggest measures for improvement.
- Resolution of investor grievances / complaints.
- Suggest improvement in investor relations.
- Propose to the Board of Directors, the appointment / re-appointment of the Registrar and Share Transfer Agent, including the terms and conditions, remuneration, service charge / fees.

**iii. Meetings and attendance during the year**

Four meetings of the Committee were held during the year ended 31<sup>st</sup> March, 2018. These were on 18<sup>th</sup> May 2017, 14<sup>th</sup> August 2017, 14<sup>th</sup> November 2017 and 13<sup>th</sup> February 2018.

The Secretarial Department of the Company, under the supervision of the Company Secretary, who is also nominated by the Company as the "Compliance Officer" as required under Regulation 6 of SEBI (LODR) Regulations, 2015 and the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. attend to all grievances of the Shareholders and the investors. The Company and M/s. Link Intime India Pvt. Ltd. are making continual attempts to ensure that the grievances are expeditiously addressed and redressed to the full satisfaction of the Shareholders.

The details of Investor complaints received and redressed during the year 2017-18 is as follows:

Opening Balance	0
Received during the year	9
Resolved during the year	7
Closing Balance	2

**VI. Corporate Social Responsibility Committee**

The Board of Directors at its meeting held on 11<sup>th</sup> November, 2014 constituted the "Corporate Social Responsibility Committee" ("CSR Committee") as required under Section 135 of the Companies Act, 2013.

**Composition**

<b>Name</b>	<b>Position</b>	<b>Designation</b>
Mr. Ritesh S. Ramakrishnan	Chairperson	Non-Executive Director
Mr. V. Ramnarayan*	Member	Executive Director
Ms. Maya S. Sinha	Member	Independent Director
Ms. Namrata Malushte	Secretary	Company Secretary

\* Mr. V. Ramnarayan has tendered his resignation with effect from 29<sup>th</sup> March, 2018.

**Terms of Reference:**

- To frame CSR policy and review it from time to time
- Ensure effective implementation and monitoring of CSR activities as per the policy
- Ensure compliance with laws governing CSR



#### 4. Report to the Board of Directors

Two meetings were held during the year on 29<sup>th</sup> May, 2017 and 13<sup>th</sup> February, 2018.

#### OTHER COMMITTEES:

##### VII. Share Transfer Committee

The Share Transfer Committee has been specifically constituted for approving the transfer / transmission / transposition of shares and consolidation / splitting of folios, issue of share certificates in exchange for sub-divided, consolidated, defaced share certificates, etc. ensuring compliance with legal requirements of share transfers and co-ordination with the Registrar and Share Transfer Agent, Depositories, etc. The present composition of the Committee is as follows:

Name	Position held	Category
Mr. S. Ramakrishnan	Chairperson	Chairman & Managing Director
Mr. V. Ramnarayan *	Member	Executive Director
Mr. Rajesh Desai	Member	Chief Financial Officer
Ms. Namrata Malushte	Secretary	Company Secretary & Compliance Officer

\* Mr. V. Ramnarayan has tendered his resignation with effect from 29<sup>th</sup> March, 2018.

Meetings of the Share Transfer Committee are usually held fortnightly. 24 meetings of the Share Transfer Committee were held during the year 2017-18.

##### VIII. Risk Management Committee

The Risk Management Committee is constituted in accordance with Regulation 21 of SEBI (LODR) Regulations, 2015. The Committee meets at regular intervals and assesses the risk areas for the Company and suggests measures to mitigate such risks.

#### Composition

Name	Position	Designation
Mr. V. Ramnarayan*	Chairman	Executive Director
Ms. Maya S. Sinha	Member	Independent Director
Capt. Manmohan Saggi	Member	Independent Director
Capt. V. K. Singh	Member	Chief Executive Officer

\* Mr. V. Ramnarayan has tendered his resignation with effect from 29<sup>th</sup> March, 2018.

One meeting of Risk Management Committee was held during the year on 15<sup>th</sup> January 2018 for the year ended 31<sup>st</sup> March 2018.

##### IX. General Body Meetings

#### a. Particulars of the last three Annual General Meetings (AGM's)

Financial year	AGM No.	Date	Venue	Time
2016-2017	29 <sup>th</sup>	21 <sup>st</sup> July, 2017	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071	11.00 a.m.
2015-2016	28 <sup>th</sup>	21 <sup>st</sup> July, 2016	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071	11.00 a.m.
2014-2015	27 <sup>th</sup>	21 <sup>st</sup> July, 2015	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071	11.00 a.m.

**b. Special resolutions passed at last three AGM's**

Sr. No	Date of AGM	Special Resolutions passed
1	21 <sup>st</sup> July, 2017	1. Appointment of Capt. V.K. Singh (DIN: 0785635) as Whole Time Director (Executive Director) of the Company 2. Appointment of Capt. V.K. Singh (DIN: 0785635) as Whole Time Director (Executive Director) of the Company for a period of 3 years and fixation of his remuneration.
1	21 <sup>st</sup> July, 2016	--
2	21 <sup>st</sup> July, 2015	Approval of remuneration to be paid to Mr. S. Ramakrishnan, Chairman & Managing Director

**c. Resolutions passed by Postal ballot**

- i. During the year, the company has passed one Ordinary Resolution namely:

To seek approval from shareholders for entering into business transactions with Avana Logistek Limited (formerly known as Shreyas Relay Systems Limited) being a Material Subsidiary then.

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	160,83,095	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public - Institutional holders	E-Voting	4,67,016	2,14,460	45.9213	2,14,460	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>2,14,460</b>	<b>45.9213</b>	<b>2,14,460</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional	E-Voting	54,07,422	17,791	0.3290	15,086	2,705	84.7957	15.2043
	Poll/Postal ballot		10,282	0.1901	9,976	306	97.0239	3
	<b>Total</b>		<b>28,073</b>	<b>0.5192</b>	<b>25,062</b>	<b>3,011</b>	<b>89.2744</b>	<b>10.7256</b>
<b>Total</b>	E-voting	219,57,533	2,32,251	1.0577	2,29,546	2,705	98.8353	1.1647
	Poll/Postal ballot		10,282	0.0468	9,976	306	97.0239	3
	<b>Total</b>		<b>2,42,533</b>	<b>1.1046</b>	<b>2,39,522</b>	<b>3,011</b>	<b>98.7585</b>	<b>1.2415</b>

- ii. The postal ballot was conducted by Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Company Secretaries.
- iii. The total numbers of votes cast in favour of the resolution were 2,39,522 which constituted 98.7585%. In view of the same, the ordinary resolution was approved and passed with requisite majority towards approval of the members for Business Transaction with M/s. Avana Logistek Limited (formerly known as Shreyas Relay Systems Limited) being a Material Related party which are in the normal course of business and at arm's length.

Note: In the FY 2018-19, The members may note that the promoters as specified in the Table below have requested to be classified as Non-Promoters and will not be promoters of the Company as duly agreed by them in their letters addressed to the company for reclassifying them as Non-Promoters.

Further as per Rule 19 A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the Notice already fulfills the minimum public shareholding requirement of at least 25% of the total share capital and the proposed re-classification as mentioned in the table below will not result in any increase in the Public Shareholding.



Name	No. of shares	% of Capital
V. Ramnarayan	109,375	0.50
Rajan Ramnarayan	140,875	0.64
Rajiv Ramnarayan	136,375	0.62
Brinda Ramnarayan	108,375	0.49
Lakshmi Subramanian	200,000	0.91
Abhinav Kumar Subramanian	125,600	0.57
Shiv Kumar Subramanian	125,600	0.56
Total	945,600	4.30

The Board of Director has accorded their approval vide board meeting dated 05th April 2018 to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities.

The Board recommends the Special Resolution for approval of the Members by way of Postal Ballot while the voting period commences from 19th April 2018 to 18th May 2018. None of the directors of the Company, key managerial person or their relatives are deemed to be concerned or interested, financially. The abovementioned promoters seeking re-classification do /will not: - have any special rights through formal or informal agreements. - hold more than 10% of the paid-up capital of the Company. - act as a Key Managerial Person for a period of more than three years from the date of Shareholders approval on meeting of the above conditions.

#### Procedure for Postal Ballot:

Upon receiving approval of the Board of Directors and consent from the Scrutinizer, the notice of the Postal Ballot containing text of the Resolution to be passed and the relevant Explanatory Statement, postal ballot form, prepaid self-address postage envelope are sent to the shareholders to enable them to vote on the Resolutions within a period of 30 days from the date of dispatch. The Company also provides e voting facility to the members to cast their vote by electronic means. A notice is published in the local newspaper regarding dispatch of the Postal Ballot notice. After the last date of receipt of ballots, the Scrutinizer submits his report. Thereafter the results are declared. The Scrutinizer's report is submitted to the Stock Exchange and also displayed on the Company's website.

#### X. Means of communication

- The quarterly and annual financial results of the Company are being published in leading newspapers to provide easier accessibility to the Shareholders and are also displayed on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas)
- The financial results during the year 2017-18 were published in The Free Press Journal and Nav Shakti. The results are simultaneously uploaded on the Company's website.
- Official press releases and presentations as and when made to the media and Analysts are made available on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas)

#### XI. General Shareholders' Information

S. No.	Salient items of interest	Particulars
i.	AGM date	20 <sup>th</sup> Day of July, 2018
ii.	AGM Time	11.00 a.m
iii.	AGM Venue	Sivaswamy Auditorium of Fine Arts Cultural Centre, Chembur (East), Mumbai - 400 071
iv.	Financial Calendar (tentative)	01.04.2018 to 31.03.2019
<b>Results for the quarter ending</b>		
	30 <sup>th</sup> June, 2018	On or before 14 <sup>th</sup> August, 2018
	30 <sup>th</sup> September, 2018	On or before 14 <sup>th</sup> November, 2018
	31 <sup>st</sup> December, 2018	On or before 14 <sup>th</sup> February, 2019

S. No.	Salient items of interest	Particulars
	31 <sup>st</sup> March, 2019	On or Before 30 <sup>th</sup> May, 2019 Annual General Meeting is proposed to be held in July 2019
v.	Dates of Book Closure	13 <sup>th</sup> July, 2018 to 20 <sup>th</sup> July, 2018
vi.	Dividend Payment date	On or after 25 <sup>th</sup> July, 2018
vii.	Listing on Stock Exchanges	<b>BSE Limited ("BSE")</b> P. J. Towers Dalal Street, Mumbai 400001 <b>National Stock Exchange of India Ltd. ("NSE")</b> Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra (East), Mumbai 400051 The listing fees for fiscal 2018 have been paid for all the above stock exchange.
viii.	Stock Code	BSE - 520151 NSE - SHREYAS
ix.	Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L. B. S. Marg, Vikhroli (West) Mumbai – 400 083. Tel No. 022 – 49186270, Fax No. 022 -49186060 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
x.	Share Transfer System	Transfers of Shares in physical form are processed by M/s. Link Intime India Pvt. Ltd. and are approved by the Share Transfer Committee, which usually meets fortnightly. Transfers of Shares are effected and Share Certificates are dispatched within a period of 30 days from the date of receipt of the request, provided the relevant documents are valid and complete in all respects.  Trading in the Company's Shares is permitted only in dematerialised form.  In respect of shares held in dematerialised mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved.
xi.	Dematerialisation of shares (Equity)	As at 31 <sup>st</sup> March, 2018, 21473807 shares are in dematerialized mode.
xii.	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	NIL
xiii.	Commodity Price Risk or Foreign Exchange Risk	Fuel oil constitutes a major component of the Company's operating cost. The Company faces risk of volatility of the oil prices and at relevant times, the option of hedging may be considered. However during the year, the Company has not undertaken any hedging activities.  With a balance of foreign inflow and outflow, the Company has a natural hedge of foreign exchange.
xiv.	Plant locations	Not applicable as the Company is in shipping and logistics business.



S. No.	Salient items of interest	Particulars
xv.	Address for correspondence	<p><b>Registered office:</b> 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (East), Mumbai - 400 088.</p> <p><b>Administrative office:</b> 2nd Floor, Sahyadris, Geetmala Complex, Near Shah Industrial Estate, Opp. Deonar Village Road, Govandi (E), Mumbai - 400 088. Tel. No. 022 - 66220300 Fax. No.: 022 - 66220444.</p> <p><b>Registrar &amp; Share Transfer Agents</b> M/s. Link Intime India Pvt. Limited. C-101, 247 Park, L. B. S. Marg, Vikhroli (West) Mumbai - 400 083. Tel No. 022 - 49186270, Fax No. 022 -49186060 E-mail: rnt.helpdesk@linkintime.co.in</p>
xvi.	CIN	L63000MH1988PLC048500

## XI. Disclosures

- a. Transactions with related parties, as per requirements of Indian Accounting Standard 24, are disclosed in Annexure to the Notes to Accounts. These are not in conflict with the interests of the Company in view of the following:
  - i. The Audit Committee had granted omnibus approval upto certain threshold limits for RPTs during 2017-18 and the actual value of transactions were reviewed on quarterly basis vis-à-vis the limits
  - ii. All details relating to financial and commercial transactions, wherein Directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters.
  - iii. These are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
  - iv. The policy is available and can be downloaded from company's website: [www.transworld.com/shreyas](http://www.transworld.com/shreyas)
- b. The Company has a Whistle Blower Policy in place and accordingly every person shall have access to the Audit Committee under the said Policy. The policy is available and can be downloaded from the website: [www.transworld.com/shreyas](http://www.transworld.com/shreyas)
- c. Disclosures have been received from Senior Management personnel to the effect that during the year ended 31st March, 2018, there were no financial and commercial transactions in which they had personal interest that may have a potential conflict with the interest of the Company at large.
- d. The Company has adopted the following policies and are also uploaded on the Company's website [www.transworld.com/shreyas](http://www.transworld.com/shreyas).
  1. Policy for Determination of Material Events.
  2. Archival Policy
  3. Policy on Preservation of Documents
  4. Policy on determining Material Subsidiaries
- e. With regard to matters related to capital markets, the Company has duly complied with the requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authority.
- f. The Company has complied with Part E of Schedule II of the SEBI (LODR) Regulations, 2015 as follows:
  1. The statutory auditor's report on financial statements of the Company are unqualified.
  2. The Internal Auditors make presentations to the Audit Committee on their reports.

3. As on 31<sup>st</sup> March, 2018 Mr. S. Ramakrishnan was the Chairman & Managing Director and Capt. V. K. Singh was the Chief Executive Officer of the Company. Thus the Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director / Chief Executive Officer.
- g. Fuel oil being a commodity constitutes a major operating expense for the Company. Any fluctuation in the oil prices directly impacts the Company. The Risk Management Committee periodically assesses the situation. During the year, the Company has not undertaken any hedging activity.
- h. As on 31<sup>st</sup> March, 2018, the Company has no subsidiary.
- i. The Company has fully complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.
- j. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.

## **XII. Auditors' certificate on Corporate Governance**

The Auditors certificate on compliance with the Corporate Governance requirements under Schedule V of the SEBI (LODR) Regulations, 2015 entered into with the Stock Exchanges is given as Annexure in the Report.

## **XIII. Code of Conduct for prevention of Insider trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a comprehensive "Code of Conduct for Prevention of Insider Trading" and "Code of Practices and Procedures for Fair Disclosures". The Company believes that these Codes will help in ensuring compliance of the SEBI Regulations.

## **XIV. (i) Distribution of Shareholding as on 31st March, 2018**

<b>Category (Nominal value of shares)</b>	<b>No. of Shareholders</b>	<b>% of Total Shareholders</b>	<b>Share amount (In ₹)</b>	<b>% of Total Shareholding</b>
<b>From To</b>				
Upto 5,000	12983	91.013	1,45,64,610	6.6331
5,001 - 10,000	649	4.5496	49,19,900	2.2406
10,001 - 20,000	305	2.1381	45,35,700	2.0657
20,001 - 30,000	114	0.7992	28,97,720	1.3197
30,001 - 40,000	62	0.4346	21,44,380	0.9766
40,001 - 50,000	26	0.1823	12,01,600	0.5472
50,001 - 1,00,000	53	0.3715	37,80,770	1.7219
1,00,001 & above	73	0.5117	18,55,30,650	84.4952
<b>Total</b>	<b>14265</b>	<b>100.00</b>	<b>21,95,75,330.00</b>	<b>100.00</b>





## (ii) Shareholders' profile

As on 31st March, 2018, the Company had 14,265 shareholders. The Company's Shares are held by diverse entities as per the following break-up:

Sr No.	Category	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
<b>A</b>	<b>Promoter's Holding</b>				
<b>1</b>	<b>Promoters</b>				
	Indian Promoters:	27,37,370	12.47	NIL	N.A
	Foreign Promoters:	1,33,45,725	60.78	NIL	N.A
<b>B</b>	<b>Non-Promoter Holding</b>				
<b>2</b>	<b>Institutional Investors</b>				
	a. Mutual Funds	600	0.0027	N.A	N.A
	b. Alternate Investments Funds	2,57,500	1.1727	N.A	N.A
	c. Banks, Financial Institutions	5,275	0.024	N.A	N.A
	d. Foreign Institutional Investors	1,16,637	0.5312	N.A	N.A
	e. Others (UTI)	300	0.00	N.A	N.A
<b>3</b>	<b>Others</b>				
	a. Bodies Corporate	13,18,133	6.0031	N.A	N.A
	b. Indian Public	37,50,802	17.0821	N.A	N.A
	c. Foreign Nationals	1,950	0.0089		
	d. NRIs/OCBs			N.A	N.A
	e. HUF	1,38,020	0.6286	N.A	N.A
	f. Clearing Member	85,164	0.3879	N.A	N.A
	g. Market Maker	44	0.0002	N.A	N.A
	h. NRI (Repat)	86,936	0.3959	N.A	N.A
	i. NRI (Non-Repat)	1,03,482	0.4713	N.A	N.A
	j. Trust	9595	0.0437	N.A	N.A
	<b>Total (1+2+3)</b>	<b>2,19,57,533</b>	<b>100</b>	<b>NIL</b>	<b>N.A</b>

## (iii) Top 10 shareholders as on 31st March, 2018

Sr. No.	Name of the Shareholder	Number of Shares held as on 31.03.18	% of Shareholding
1.	Transworld Holdings Limited	12351650	56.25
2.	Mithila V. Mahesh	1167325	5.32
3.	Anisha V. Ramakrishnan	717325	3.27
4.	Ashish Kacholia	400000	1.82
5.	Param Capital Research Pvt. Ltd.	330370	1.50
6.	Unifi Aif 2	257500	1.17
7.	Lakshmi Kumar Subramanian	200000	0.91
8.	Murli S. Mahesh	168375	0.77
9.	Ritesh Sivaswamy Ramakrishnan	168375	0.77
10.	Rajan Ramnarayan	140875	0.64

**(iv) Stock price data**
**(1) The monthly high and low stock quotations during the financial year 2017-18 and performance in comparison to the BSE Sensex is given below:**

Month & Year	Share Price of Shreyas on BSE		BSE SENSEX		Share Price of Shreyas on NSE		S&P CNX NIFTY	
	Month's High (₹)	Month's Low (₹)	Month's High (Index point)	Month's Low (Index point)	Month's High (₹)	Month's Low (₹)	Month's High (Index point)	Month's Low (Index point)
April 2017	373.45	305.00	30184.22	29241.48	373.00	302.15	9367.15	9075.15
May 2017	370.80	277.40	31255.28	29804.12	370.00	279.20	9649.60	9269.90
June 2017	364.75	310.00	31522.87	30680.66	366.75	307.80	9709.30	9448.75
July 2017	348.00	325.35	32672.66	31017.11	349.70	324.15	10114.85	9543.55
August 2017	431.55	292.00	32686.48	31128.02	430.00	290.00	10137.85	9685.55
September 2017	470.00	409.50	32524.11	31081.83	468.00	410.00	10178.95	9687.55
October 2017	498.00	420.00	33340.17	31440.48	499.00	412.00	10384.50	9831.05
November 2017	624.00	430.85	33865.95	32683.55	627.00	401.95	10490.45	10094.00
December 2017	599.85	540.40	34137.97	32565.16	605.00	545.15	10552.40	10033.35
January 2018	645.00	509.00	36443.98	33703.37	647.00	568.50	11171.55	10404.65
February 2018	617.00	433.05	36256.83	33482.81	623.20	470.00	11117.35	10276.30
March 2018	562.00	495.50	34278.63	32483.84	569.95	491.10	10525.50	9951.90

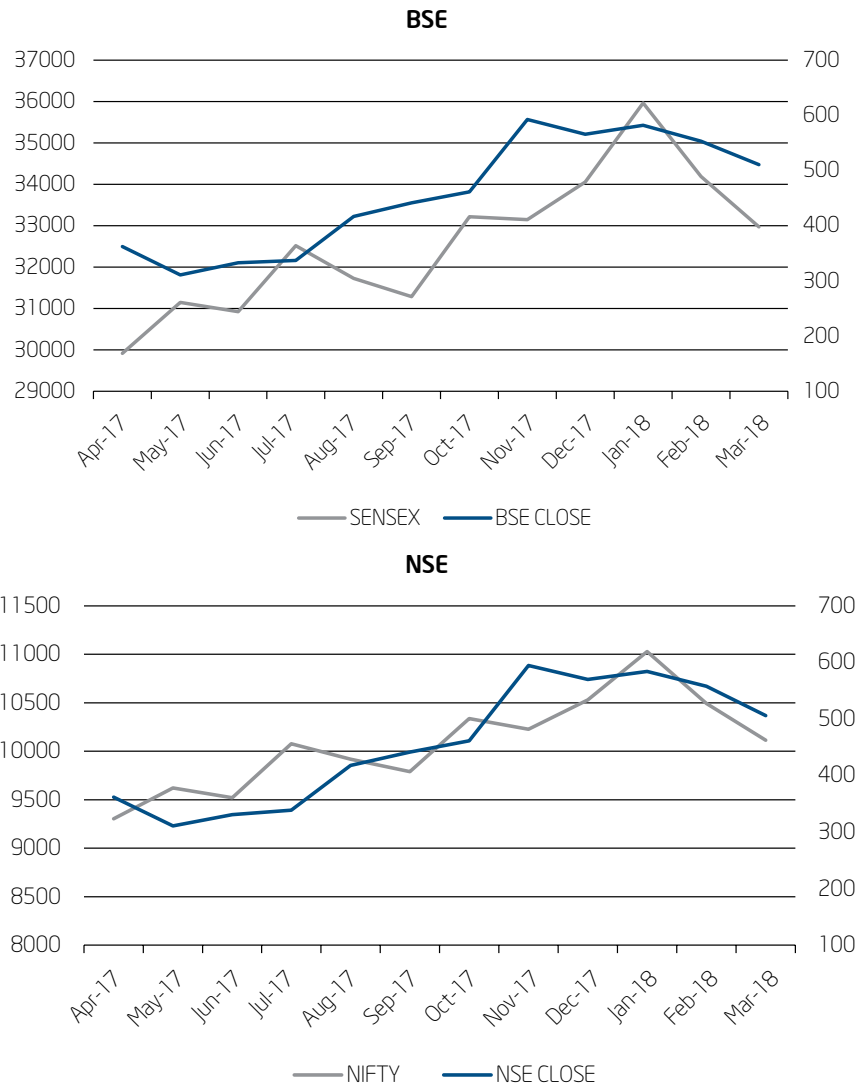
**(2) Shares traded during 1st April, 2017 to 31st March, 2018**

Particulars	On BSE	On NSE
No. of Shares traded	2198395	10801612
Highest Share Price	645.00 (12.1.2018)	647.00 (12.1.2018)
Lowest Share Price	277.40 (25.05.2017)	279.20 (25.05.2017)
Closing Share Price as on 31st March, 2018	510.40	505.70
Market Capitalization as on 31st March, 2018	₹112,071,24,843.20	₹111,039,24,438.10



(3) The Company's share price movement during 2017-18 on BSE and NSE vis-à-vis respective indices:

(GRAPH)



Place: Mumbai  
Date: 25<sup>th</sup> May, 2018

For and on behalf of the Board of Directors

**S. Ramakrishnan**  
Executive Chairman

# CERTIFICATE

## To The Members of Shreyas Shipping and Logistics Limited

### Independent Auditor's Certificate on Corporate Governance

1. This certificate is issued in accordance with the terms of our engagement letter reference no. SVP/3970A dated August 3, 2017.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Shreyas Shipping and Logistics Limited (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.
9. 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 **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/ W-100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 39826)

Place : Mumbai  
Dated : May 25, 2018



# CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, the undersigned, in our respective capacities as Capt. Vivek Kumar Singh, Managing Director and Rajesh Desai, Chief Financial Officer of Shreyas Shipping & Logistics Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2018 (hereinafter referred to as 'the year') and that 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.
- B. We further state that 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.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and have taken requisite steps to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
  - i. significant changes, if any, in internal control over financial reporting during the year; and
  - ii. significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
  - iii. That there have been no instances of significant fraud of which we have become aware and any involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Shreyas Shipping & Logistics Limited**

**Capt. V. K. Singh**  
Managing Director

**Rajesh Desai**  
Chief Financial Officer

Place: Mumbai  
Date: 25<sup>th</sup> May, 2018

---

## DECLARATION

This is to confirm that the members of the Board of Directors and the Senior Management have confirmed compliance with the Code of Conduct and Ethics for the financial year ended 31<sup>st</sup> March, 2018.

For **Shreyas Shipping & Logistics Limited**

**Capt. Vivek Kumar Singh**  
Managing Director

Place: Mumbai  
Date: 25<sup>th</sup> May, 2018

# INDEPENDENT AUDITOR'S REPORT

To The Members of Shreyas Shipping and Logistics Limited

## Report on The Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **SHREYAS SHIPPING AND LOGISTICS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Ind AS Financial Statements").

## Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 prepared in accordance with Ind AS included in these Standalone Ind AS Financial Statements has been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information and the said opening balance sheet dated May 25, 2017 expressed an unmodified opinion.



# INDEPENDENT AUDITOR'S REPORT

Our opinion on the Standalone Ind AS Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

1. 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements;
    - 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; and
    - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Sanjiv V. Pilgaonkar**

Partner

(Membership No. 39826)

Place : Mumbai

Dated : May 25, 2018

# INDEPENDENT AUDITOR'S REPORT

## Annexure A

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls over financial reporting of SHREYAS SHIPPING AND LOGISTICS LIMITED (the "Company") as of March 31, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal 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.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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**

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





# INDEPENDENT AUDITOR'S REPORT

## Annexure A

### 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, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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 issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 39826)

Place : Mumbai  
Dated : May 25, 2018

# INDEPENDENT AUDITOR'S REPORT

## Annexure B

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - (c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under paragraph 3(i)(c) of the Order is not applicable.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit and hence reporting under paragraph 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013, in respect of the activities of the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods & Service Tax, Customs Duty, cess and other material statutory dues applicable to it with the appropriate authorities. As informed to us the provisions of Sales Tax, Excise Duty and Value Added Tax were not applicable to the Company during the current year.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods & Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (c) Details of dues of Customs Duty which have not been deposited as on March 31, 2018 on account of disputes are given below:

Name of statute	Nature of dues	Forum where dispute is pending	Period(s) to which the amount relates	Amount unpaid (₹ in lac)	Amount paid under protest (₹ in lac)
The Custom Act, 1962	Customs Duty	Additional Commissioner of Customs	2012-13	36.66	-
		Directorate of Revenue Intelligence	2012-13	16.23	-

There were no dues of Income Tax, Service Tax, Sales Tax, Excise duty, Value Added Tax and Cess which have not been deposited as at March 31, 2018 on account of dispute.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks. The Company has neither taken any loans or borrowings from the government nor issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, money raised by the way of term loans have been applied by the Company during the year for the purposes for which they were raised. The Company has neither raised any moneys by way of initial public offer or further public offer (including debt instruments) nor were such proceeds pending to be applied, during the current year.



# INDEPENDENT AUDITOR'S REPORT

## Annexure B

- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and 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 persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/ W-100018)

**Sanjiv V. Pilgaonkar**  
Partner  
(Membership No. 39826)

Place : Mumbai  
Dated : May 25, 2018

# BALANCE SHEET

as at March 31, 2018

Particulars	Note No	(₹ in lac)		
		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, plant and equipment	5	38,438	26,327	25,174
(b) Financial assets				
(i) Investments	6	3,073	4,892	6,197
(ii) Other financial assets	7	608	499	325
(c) Advance income tax (net)		1,449	749	502
(d) Other non-current assets	8	34	169	-
<b>Total non-current assets</b>		<b>43,602</b>	<b>32,636</b>	<b>32,198</b>
<b>Current assets</b>				
(a) Inventories	9	2,271	1,313	1,045
(b) Financial assets				
(i) Investments	6	767	707	1,347
(ii) Trade receivables	10	14,075	9,110	6,947
(iii) Cash and cash equivalents	11	723	977	595
(iv) Bank balances other than (iii) above	12	47	69	21
(v) Other financial assets	7	582	170	185
(c) Other current assets	8	2,129	2,704	1,384
<b>Total current assets</b>		<b>20,594</b>	<b>15,050</b>	<b>11,524</b>
<b>Total assets</b>		<b>64,196</b>	<b>47,686</b>	<b>43,722</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	13	2,196	2,196	2,196
(b) Other equity	14	29,052	21,229	20,829
<b>Total equity</b>		<b>31,248</b>	<b>23,425</b>	<b>23,025</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	15	17,337	11,367	10,381
(ii) Other financial liabilities	16	-	751	1,148
(b) Provisions	17	-	5	14
(c) Deferred tax liabilities (net)	18	37	12	33
<b>Total non-current liabilities</b>		<b>17,374</b>	<b>12,135</b>	<b>11,576</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	15	4,629	3,448	3,636
(ii) Trade payables	19	5,189	3,884	2,661
(iii) Other financial liabilities	16	5,200	3,861	2,203
(b) Provisions	17	68	59	55
(c) Other current liabilities	20	488	874	566
<b>Total current liabilities</b>		<b>15,574</b>	<b>12,126</b>	<b>9,121</b>
<b>Total liabilities</b>		<b>32,948</b>	<b>24,261</b>	<b>20,697</b>
<b>Total equity and liabilities</b>		<b>64,196</b>	<b>47,686</b>	<b>43,722</b>
The notes 1 - 40 form an integral part of the financial statements In terms of our report attached.				

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

**S Ramakrishnan**

Chairman

(DIN: 00057637)

**Maya Sinha**

Director

(DIN: 03056226)

**Sanjiv V Pilgaonkar**

Partner

Mumbai, May 25, 2018

**Rajesh Desai**

Chief Financial Officer

**Asha Prakash**

Company Secretary



# STATEMENT OF PROFIT AND LOSS

for the Year Ended March 31, 2018

(₹ in lac except for earning per share information)

Particulars	Note No	Year Ended March 31, 2018	Year Ended March 31, 2017
I Revenue from operations	21	54,059	37,016
II Other income	22	359	557
<b>III Total income (I + II)</b>		<b>54,418</b>	<b>37,573</b>
<b>IV Expenses</b>			
(a) Employee benefits expense	23	6,317	4,508
(b) Fuel, lube oil and fresh water	24	15,331	10,748
(c) Port and marine dues		8,246	6,792
(d) Charter hire and ocean freight charges		6,858	5,563
(e) Stores and spares		1,896	1,508
(f) Other operation cost	25	3,286	2,321
(g) Depreciation expense	5	1,902	1,756
(h) Finance costs	26	1,277	1,009
(i) Other expenses	27	972	582
<b>Total expenses -IV</b>		<b>46,085</b>	<b>34,787</b>
<b>V Profit before exceptional items and tax (III - IV)</b>		<b>8,333</b>	<b>2,786</b>
VI Exceptional items	28	(129)	(2,320)
<b>VII Profit before tax (V-VI)</b>		<b>8,204</b>	<b>466</b>
<b>VIII Tax expense:</b>			
(i) Current tax		88	135
(ii) Deferred tax		25	(21)
		<b>113</b>	<b>114</b>
<b>IX Profit for the year (VII - VIII)</b>		<b>8,091</b>	<b>352</b>
<b>X Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
a) Re-measurements of the defined benefits plans		(49)	(4)
b) Income Tax on above		-	-
B (i) Items that will be reclassified to profit or loss			
a) Effective portion of gains/( loss) on hedging instruments.		(112)	396
b) Income Tax on above		-	-
<b>XI Total other comprehensive income for the year [(X A) + (X B)]</b>		<b>(161)</b>	<b>392</b>
<b>XII Total comprehensive income for the year (IX + XI)</b>		<b>7,930</b>	<b>744</b>
<b>XIII Earnings per equity share of ₹ 10/- each</b>			
Basic and diluted	30	<b>36.85</b>	<b>1.60</b>
The notes 1 - 40 form an integral part of the financial statements In terms of our report attached.			

For and on behalf of the Board

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

**S Ramakrishnan**

Chairman

(DIN: 00057637)

**Maya Sinha**

Director

(DIN: 03056226)

**Sanjiv V Pilgaonkar**

Partner

Mumbai, May 25, 2018

**Rajesh Desai**

Chief Financial Officer

**Asha Prakash**

Company Secretary

# STATEMENT OF CASH FLOW

for the Year Ended March 31, 2018

Particulars	(₹ in lac)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
<b>A Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>8,204</b>	<b>466</b>
Adjusted for non cash / non operating item		
Depreciation expense	1,902	1,756
Finance costs	1,277	1,009
Net (gain)/loss on foreign currency transactions and translation	(11)	45
Effective portion of cashflow hedge reclassified to profit or loss	59	-
Gain arising on Interest rate swap not designated in hedge accounting relationship	(22)	-
Allowance for doubtful debts ( expected credit loss)	-	35
Loss on sale/discard of property, plant and equipment	142	-
Interest income earned on financial assets that are not designated as at FVTPL	(44)	(40)
Dividend income	(169)	(289)
Hedge ineffectiveness of cash flow hedge	99	-
(Gain)/loss arising on mutual funds/equity investments designated as at FVTPL	(54)	68
Interest on income tax refund	-	(42)
Liabilities no longer payable written back	(30)	(13)
Net gain on disposal of mutual fund investments designated as at FVTPL	(11)	(168)
	<b>11,342</b>	<b>2,827</b>
<b>Adjustments for increase/decrease in working capital</b>		
(Increase)/Decrease in assets		
Trade receivables	(4,965)	(2,244)
Inventories	(958)	(268)
Other financial assets (current and non current)	(429)	(143)
Other assets (current and non current)	575	(1,320)
Increase/(Decrease) in liabilities		
Trade payables	1,346	1,236
Other financial liabilities (current and non current)	138	70
Provisions	(21)	(9)
Other liabilities (current)	(384)	307
<b>Net increase/(decrease) in working capital</b>	<b>(4,698)</b>	<b>(2,371)</b>
<b>Cash generated from operations</b>	<b>6,644</b>	<b>456</b>
Less: Taxes paid (net)	(788)	(339)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES (A)</b>	<b>5,856</b>	<b>117</b>
<b>B Cash flow from investing activities</b>		
Additions to property, plant and equipment	(15,194)	(6,337)
Sale of property, plant and equipment	811	3,649
Investment in a joint venture Company	(50)	-
Purchase of units of mutual funds	(787)	(3,259)
Proceeds from redemption of mutual funds	2,776	5,593
Interest income	32	26
Dividend income	53	-
Changes in other balances with bank (net)	(60)	(48)
<b>NET CASH USED IN FROM INVESTING ACTIVITIES (B)</b>	<b>(12,419)</b>	<b>(376)</b>



# STATEMENT OF CASH FLOW

for the Year Ended March 31, 2018

(₹ in lac)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
<b>C Cash flow from financing activities</b>		
Proceeds of long term borrowings	9,851	4,191
Repayment of long term borrowings	(3,284)	(2,052)
Movement of short term borrowings	1,181	(188)
Equity dividend including dividend distribution tax	(260)	(340)
Finance costs paid	(1,179)	(970)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES (C)</b>	<b>6,309</b>	<b>641</b>
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENT (A+ B+C)</b>	<b>(254)</b>	<b>382</b>
Cash and cash equivalents at the beginning of the year	977	595
Add : Net change in cash & cash equivalent as above at the ended of the year	(254)	382
<b>Cash &amp; cash equivalents at the end of the year (Refer note 11)</b>	<b>723</b>	<b>977</b>

Note:

The Statement of Cash Flows have been prepared under Indirect Method as set out in Ind AS 7 - Statement of Cash Flows notified under Section 133 of the Company Act, 2013, read together with Companies (Indian Accounting Standard) Rules 2015.

The notes 1 - 40 form an integral part of the financial statements

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

**Sanjiv V Pilgaonkar**

Partner

Mumbai, May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**

Chairman

(DIN: 00057637)

**Rajesh Desai**

Chief Financial Officer

**Maya Sinha**

Director

(DIN: 03056226)

**Asha Prakash**

Company Secretary

# STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2018

## (A) Equity share capital:

Particular	(₹ in lac)
Balance at April 01, 2016	2,196
Changes in equity share capital during the year	-
Balance at March 31, 2017	2,196
Changes in equity share capital during the year	-
Balance at March 31, 2018	2,196

## (B) Other equity:

Particular	Reserves and surplus						Other comprehensive income		Total
	Capital redemption reserve	Securities premium reserve	Tonnage tax reserve	Tonnage utilization reserve	General reserve	Retained earnings	Cash flow hedging reserve		
Balance as at April 01, 2016	1,300	3,823	950	4,575	1,717	9,612	(1,148)	20,829	
Profit for the year	-	-	-	-	-	352	-	352	
Other comprehensive income for the period, net of taxes, excluding actuarial gain/ losses	-	-	-	-	-	-	396	396	
Re-measurement of deferred benefit plans	-	-	-	-	-	(4)	-	(4)	
Total comprehensive income for the year	-	-	-	-	-	348	396	744	
Dividend including dividend distribution tax and others	-	-	-	-	-	(344)	-	(344)	
Transfer from retained earnings	-	-	475	-	-	(475)	-	-	
Transfer to tonnage tax reserve	-	-	(950)	950	-	-	-	-	
Balance as at March 31, 2017	1,300	3,823	475	5,525	1,717	9,141	(752)	21,229	
Profit for the year	-	-	-	-	-	8,091	-	8,091	
Other comprehensive income for the period, net of taxes, excluding actuarial gain/ losses	-	-	-	-	-	-	(112)	(112)	
Re-measurement of deferred benefit plans	-	-	-	-	-	(49)	-	(49)	
Total comprehensive income for the year	-	-	-	-	-	8,042	(112)	7,930	
Dividend including dividend distribution tax and others	-	-	-	-	-	(107)	-	(107)	
Transfer from retained earnings	-	-	1,550	-	-	(1,550)	-	-	
Transfer to tonnage tax reserve	-	-	(475)	475	-	-	-	-	
Balance as at March 31, 2018	1,300	3,823	1,550	6,000	1,717	15,526	(864)	29,052	

(₹ in lac)

The notes 1 - 40 form an integral part of the financial statements

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sanjiv V Pilgaonkar**  
Partner  
Mumbai, May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**  
Chairman  
(DIN: 00057637)

**Rajesh Desai**  
Chief Financial Officer

**Maya Sinha**  
Director  
(DIN: 03056226)

**Asha Prakash**  
Company Secretary







# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 1. Corporate information

Shreyas Shipping and Logistics Limited (the "Company" or "SSLL") is a public limited Company incorporated in India on August 16, 1988 under the Companies Act, 1956. The registered office of the Company is 4th Floor, Himalayas, Geetmala Complex, Shah Industrial Estate, Govandi - East Mumbai, Maharashtra, India - 400 088.

SSLL is India's first container feeder owning and operating Company. The Company started its operations in 1993 primarily to fill the gap for feeding of containers between Indian ports and internationally renowned Asian transshipment ports. SSLL's shares are listed on both Bombay Stock Exchange and National Stock Exchange. At present, it is a leading player in coastal shipping sector.

### 2. Applicability of new and revised Ind AS

#### (a) Amendments to Ind AS that are notified and adopted by the Company

As per Companies (Indian Accounting Standards) (Amendment) Rules, 2017 dated March 17, 2017, Ministry of Corporate Affairs ("MCA") has notified amendments to two new standards namely Ind AS 102 Share-based Payment and Ind AS 7 Statement of Cash Flows which have become effective from April 01, 2017.

During current period, there are no share based payment transactions and hence Ind AS 102 is not applicable to the Company.

Further, amendment to Ind AS 7 pertains to additional disclosure requirement such as "An entity will be required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes."

Relevant disclosures in this regard has been provided in foot note (c) to note 15 on Borrowings.

#### (b) New standard issued but not yet effective

MCA on March 28, 2018 notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the "Rules"). The Rules notify the new revenue standard Ind AS 115, Revenue from Contracts with Customers and also bring in amendment to existing Ind AS. The Rules shall be effective from reporting periods beginning on or after April 01, 2018.

- New revenue standard Ind AS 115 supersedes the existing standards Ind AS 18 - "Revenue" and Ind AS 11 - "Construction Contracts". The new standard provides a control-based revenue recognition model and provides a five step application principle to be followed for revenue recognition:
  - i. Identification of the contracts with the customer
  - ii. Identification of the performance obligations in the contract
  - iii. Determination of the transaction price
  - iv. Allocation of transaction price to the performance obligations in the contract (identified in step ii)
  - v. Recognition of revenue when the Company satisfies a performance obligation.
- Appendix B, (Foreign Currency Transactions and Advance Considerations) to Ind AS 21, "The Effects of Changes in Foreign Exchange Rates" has been notified. The appendix clarifies that the date of the transaction, for the purpose of determining the exchange rate to use on initial recognition of related asset, expense or income, should be the date on which an entity has received or paid an advance consideration in a foreign currency.

The management is assessing the impact of the aforesaid amendments on the Company's financial information.

### 3. Significant accounting policies

#### (a) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its financial statements following the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 in respect of section 133 of the Companies Act 2013. Accordingly, the Company has prepared these Standalone Ind AS Financial Statements which comprise the Balance sheet as at March 31, 2018, Statement of Profit and Loss, Statement of Cash Flows and the Statement of Changes in Equity for the year ended March 31, 2018 and significant accounting policies and other explanatory information (together hereinafter referred to as "Standalone Ind AS Financial Statements").

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### (b) Basis of preparation and presentation

The financial statements upto the year ended March 31, 2017, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and other relevant provisions of the Act. These financials statements are the first Ind AS financial statements of the Company and have been approved for issue by the Board of Directors at their meeting held on May 25, 2018. The date of transition to Ind AS is April 01, 2016.

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 prepared in accordance with Ind AS included in these Standalone Ind AS Financial Statements has been audited by PKF Sridhar & Santhanam LLP, the predecessor auditor, vide their report dated May 25, 2018.

The Company has adopted all issued Ind AS standards, as applicable, and the adoption was carried out in accordance with Ind AS 101. The transition was carried out from the Previous GAAP to Ind AS. An explanation of how the transition to Ind AS has affected the reported financial position and financial performance of the Company is provided in Note 37. This note includes reconciliations of equity and total comprehensive income for comparative year under Indian GAAP to those reported under Ind AS. Also, refer Note (p) for the details of first-time adoption exemptions availed by the Company.

The accounting policies as set out below have been applied consistently to all the periods presented in these Standalone Ind AS Financial Statements.

The functional currency of the Company is determined to be Indian Rupees as

- a) It is the currency in which the sales prices for the Company's services are predominantly denominated and settled and the Indian competitive forces and regulation mainly drive the sales prices of its services.
- b) It is the currency that mainly influences input costs of those services.

The amounts in the Standalone Ind AS Financial Statements are also presented in Indian Rupees in lac as permitted by Schedule III to the Companies Act, 2013. Per share data is presented in Indian Rupees rounded to two decimals places.

The Standalone Ind AS Financial Statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Standalone Ind AS Financial Statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

### (c) Revenue recognition

Revenue is recognised based on nature of activity when consideration can be reasonably measured and recovered with reasonable certainty. Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer rebates and other similar allowances.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

- (i) Revenue from logistics service operations
  - a) Ocean freight and charter hire income from transportation of cargo by inland and international waterways respectively is recognised following the proportionate completion method on time basis.
  - b) In case of end-to end logistics services under multimodal transport, the revenue is recognised following the proportionate completion method on time basis for each mode.
  - c) Other operating income in the nature of documentation charges and crane handling charges is recognised upon delivery of such services to the customers.
- (ii) Dividend income  
Dividend income from investments is recognised when the shareholder's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.
- (iii) Interest income  
Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### (d) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Historical cost comprises its purchase price net of any trade discounts and rebates, import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying asset.

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

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 01, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the expected usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Class of assets	Useful lives in years
Dry-dock component of fleet	2.5 years
Mobile handsets	3 years
Computers	6 years

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life for that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### (e) Foreign exchange transactions

The functional and presentation currency of the Company is Indian Rupee.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

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

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for the exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Exchange difference arising on settlement / restatement of long-term foreign currency monetary items recognized in the financial statements for the year ended March 31, 2017 prepared under Previous GAAP, are capitalized as a part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

### (f) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

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

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

### (g) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax:

The Company has opted for Tonnage Tax for shipping income. Current tax for the current period is the aggregate of Tonnage Tax on shipping income determined in accordance with the provisions of Section 115VT of the Income Tax Act, 1961 ("IT Act") and tax on non-shipping income determined based on taxable income and tax credits computed in accordance with the relevant provisions of IT Act.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

#### Deferred tax:

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 are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

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



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

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.

Current and deferred tax is recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting of a business combination, the tax effect is included in the accounting for the business combination.

### (h) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

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

Contingent liabilities exist 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 will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

### (i) Employee benefits

#### (i) Short-term employee benefits:

Benefits accruing to on-shore employees in respect of wages, salaries, compensated absences and estimated cost of bonus which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method at the present value of the estimated future cash flow expected to be made by the Company in respect of services provided by employees up to the reporting date.

In respect of off-shore employees benefits accruing in the nature of salaries are reported as expenses during the year in which the employee performs the related service. The Company does not provide benefits in the nature of bonus or compensated absences to off-shore employees.

#### (ii) Retirement benefit costs and termination benefits

##### Defined contribution plans:

The eligible on-shore employees of the Company are entitled to receive benefits under the provident fund scheme which is in substance, defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

As per the Company's agreement with National Union Seafarers of India under Section 101 of the Merchant Shipping Act, 1958, the Company in respect of its off-shore employees, makes monthly contribution towards provident fund and annuity at a specified percentage of the covered employees' salary (currently 12% of basic salary and 10% basic salary

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

respectively) under Seamen's Provident Fund Act and towards gratuity at 12% of basic salary to Seafarers Welfare Fund Society. Payment to these funds are regarded as contribution to defined contribution retirement benefits plans as the Company's liability is restricted to the contribution made to these funds and recognised as an expense when employees have rendered the services entitling them to the contribution.

### Defined benefit plans:

The Company's liabilities towards gratuity to on-shore employees is determined using the projected unit credit method, with actuarial valuations being carried out on a yearly basis.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in other equity and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The defined benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of termination benefit and when the entity recognises any related restructuring costs.

### (j) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### (k) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### Company as a lessor:

Rental income from operating leases is recognised on straight line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight line basis over the lease term.

#### Company as a lessee:

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease.

### (l) Government grant

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in the profit or loss in the period in which they become receivable.

### **(m) Accounting and reporting of information for Operating Segments**

Operating segments are those components of the business whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") in the Company to make decisions for performance assessment and resource allocation. As explained in note 32 below, "Sea Logistics" has been defined as the single reportable segment of the Company. The reporting of segment information is the same as provided to the CODM.

### **(n) Inventories**

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make sale.

Cost of inventories include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories of fuel oil, lube oil and victualling stock is determined on first-in-first-out basis. Store and spares is charged off to the Statement of Profit and Loss upon receipt on vessel.

### **(o) Financial instruments**

Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

#### **(a) Non-derivative financial instruments:**

##### **i) Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

##### **ii) Financial assets carried at amortised cost**

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

##### **iii) Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are 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 assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **iv) Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

##### **v) Investment in subsidiaries**

The Company records the investments in subsidiaries at cost less impairment loss, if any.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### vi) **Equity instruments**

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

### vii) **Financial liabilities at amortized cost**

Financial liabilities are measured at amortised cost using the effective interest 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.

### (b) **Impairment:**

#### i) **Financial assets:**

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

The Company assessed the expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on the Company's past history of recovery, credit worthiness of the counter party and existing market conditions.

#### ii) **Non-financial assets:**

##### **Property, plant and equipment:**

Property, plant and equipment with finite lives are evaluated for recoverability wherever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

### (c) **De-recognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expires or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

### (d) **Derivative financial instruments**

The Company enters into derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedged item and hedging relationship.





# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

**(e) Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**(f) Fair value of financial instruments:**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value and such value may never actually be realised.

**(g) Hedge accounting**

The Company designates certain hedging instruments, which include derivatives in respect of foreign currency, as either cash flow hedge or fair value hedge. Hedges of foreign currency risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to hedged risk.

**(i) Fair value hedges**

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognized in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the designated portion of hedging instrument and the change in the hedged item attributable to hedged risk are recognized in profit or loss in the line item relating to the hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

**(ii) Cash flow hedges**

The effective portion of changes in fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains or losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

**(p) First time adoption:**

The Company has prepared the opening Balance Sheet as per Ind AS as of April 01, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in the measurement of recognised assets and liabilities. However, this principle is subject to certain exception and certain optional exemptions as detailed below.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

**i. Deemed cost for property, plant and equipment:**

The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 01, 2016 (transition date) measured as per the Previous GAAP as its deemed cost as at the date of transition.

**ii. De-recognition of financial assets and financial liabilities**

The Company has applied the de-recognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after the transition date.

**iii. Designation of previously recognised financial instruments**

The Company has designated financial liabilities and financial assets at fair value through profit or loss on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

**iv. Impairment of financial assets**

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**v. Classification of debt instruments**

The Company has determined the classification of debt instruments (asset) in terms of whether they meet the amortised cost or the fair value through other comprehensive income (FVTOCI) criteria based on the facts and circumstances that existed as of the transition date.

**vi. Long term foreign currency monetary item:**

The Company has continued with the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements prepared under Previous GAAP as at and for the year ended March 31, 2017.

**vii. Investments in subsidiaries:**

The Company has elected to continue with the carrying amount of its investments in subsidiaries recognised as of April 01, 2016 (transition date) measured as per the Previous GAAP as its deemed cost as at the date of transition.

**4. Key sources of estimation uncertainty and critical accounting judgements:**

The preparation of the financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, and, income and expenses that are not readily apparent from other sources. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognised in the financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**i. Revenue recognition:**

The Company recognises unfinished voyage income and related expenses based management's estimates on the average number of days required to complete the voyage from the port of origin for the voyage to the port of destination given its operational performance during the year. The actual travel time per voyage may differ leading to differences in unfinished voyage income and expenses to be recognised for voyages in-transit at the end of the period.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### ii. Useful lives and residual values of property, plant and equipment:

As described in 3(d) above, the management reviews the useful lives of property, plant and equipment at least once a year. Such lives for fleet are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs, historical planned and scheduled maintenance, the operating condition of the vessel etc. Accordingly, depreciable lives are reviewed annually using the best information available with the Management.

Residual values is estimated based on the steel scrap rate applied to the light weight of each vessel at the end of each financial year.

It is possible that the estimates made based on existing experience are different to the actual outcomes within the following financial periods and could cause a material adjustment to the carrying amount or depreciation charge on Property, Plant and Equipment.

### iii. Contingencies:

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in Note 34 but are not recognized. Company's assessment of exposure to contingencies could change as new developments occur or more information becomes available. The outcome of the contingencies could vary significantly and could materially impact the Company's results and financial position.

### iv. Expected credit losses:

The Company assesses its expected credit losses at each reporting date. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Key assumptions applied are experience (including comparisons of the relative age of accounts and consideration of actual write-off history), customer creditworthiness, changes in customer payment terms, the estimated debt recovery rates and future market conditions that could affect recovery. The actual level of debt collected may differ from the estimated levels of recovery.

### v. Defined benefit plans:

The cost of defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations and mortality rates etc. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

### vi. Fair value measurements

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



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

Particulars	(₹ in lac)							Total
	Fleet	Dry Dock Component of Fleet	Furniture and Fixtures	Office Equipment	Computers	Vehicles		
<b>At cost (deemed cost refer footnote (i) below)</b>								
<b>Balance as at April 01, 2016</b>	<b>24,550</b>	<b>518</b>	<b>62</b>	<b>12</b>	<b>9</b>	<b>23</b>	<b>25,174</b>	
Additions	5,402	1,411	-	1	2	-	6,816	
Disposals	(4,074)	(261)	-	-	-	-	(4,335)	
Effect of foreign currency exchange differences	(257)	-	-	-	-	-	(257)	
<b>Balance as at March 31, 2017</b>	<b>25,621</b>	<b>1,668</b>	<b>62</b>	<b>13</b>	<b>11</b>	<b>23</b>	<b>27,398</b>	
Additions	12,742	2,102	-	1	6	96	14,947	
Disposals	(1,270)	(258)	-	-	-	(22)	(1,550)	
Effect of foreign currency exchange differences	19	-	-	-	-	-	19	
<b>Balance as at March 31, 2018</b>	<b>37,112</b>	<b>3,512</b>	<b>62</b>	<b>14</b>	<b>17</b>	<b>97</b>	<b>40,814</b>	
<b>Accumulated depreciation and impairment</b>								
<b>Balance as at April 01, 2016</b>	-	-	-	-	-	-	-	
Depreciation expense	1,276	455	9	7	3	6	1,756	
Elimination on disposal of assets	(425)	(260)	-	-	-	-	(685)	
<b>Balance as at March 31, 2017</b>	<b>851</b>	<b>195</b>	<b>9</b>	<b>7</b>	<b>3</b>	<b>6</b>	<b>1,071</b>	
Depreciation expense	758	1,118	9	5	3	9	1,902	
Elimination on disposal of assets	(330)	(258)	-	-	-	(9)	(597)	
<b>Balance as at March 31, 2018</b>	<b>1,279</b>	<b>1,055</b>	<b>18</b>	<b>12</b>	<b>6</b>	<b>6</b>	<b>2,376</b>	
<b>Carrying Amount</b>								
<b>Balance as at April 01, 2016</b>	<b>24,550</b>	<b>518</b>	<b>62</b>	<b>12</b>	<b>9</b>	<b>23</b>	<b>25,174</b>	
<b>Balance as at March 31, 2017</b>	<b>24,770</b>	<b>1,473</b>	<b>53</b>	<b>6</b>	<b>8</b>	<b>17</b>	<b>26,327</b>	
<b>Balance as at March 31, 2018</b>	<b>35,833</b>	<b>2,457</b>	<b>44</b>	<b>2</b>	<b>11</b>	<b>91</b>	<b>38,438</b>	

**Footnotes :**

- (i) The Company has elected to continue with the carrying amount (net block) measured as per the Previous GAAP and used it as the deemed cost as at April 01, 2016 (gross block).
- (ii) Certain property, plant and equipment have been pledged against borrowings, the details relating to which have been described in Note 15.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 6. Investments

(₹ in lac)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
<b>(a) Non-Current</b>						
Investment in equity instruments						
Unquoted						
Investment in Subsidiary (deemed cost): (Refer note (a) below)						
Avana Logistek Limited (formerly known as Shreyas Relay Systems Ltd.)	-	-	-	-	3,500,000	950
<b>(b) Investment in Associate (deemed cost): (Refer note (a) below)</b>						
Avana Logistek Limited (formerly known as Shreyas Relay Systems Ltd.)	3,500,000	950	3,500,000	950	-	-
<b>(c) Investment in Joint Venture (at cost):</b>						
Shreyas-Suzue Logistics (India) Private Limited	500,000	50	-	-	-	-
<b>Investment in Other Companies: (At fair value through profit and loss)</b>						
Orient Express Ship Management Ltd.	15,000	9	15,000	9	15,000	23
<b>Investment in Mutual Funds: (At fair value through profit and loss)</b>						
	-	2,064	-	3,933	-	5,224
<b>TOTAL</b>		<b>3,073</b>		<b>4,892</b>		<b>6,197</b>
<b>(b) Current</b>						
Investment in Mutual Funds						
(At fair value through profit and loss)		767		707		1,347
<b>TOTAL</b>		<b>767</b>		<b>707</b>		<b>1,347</b>
<b>Aggregate carrying amount of unquoted investment</b>		<b>3,840</b>		<b>5,599</b>		<b>7,544</b>

### Footnotes:

- (a) The Company has elected to use the carrying value of its investment in a subsidiary, measured as per the Previous GAAP as deemed cost on transition date i.e. April 01, 2016.
- (b) On March 26, 2017, pursuant to allotment of equity shares by Avana Logistek Limited (formerly known as Shreyas Relay Systems Limited) to Transworld Holdings, Mauritius, in consideration for the acquisition of equity shares in Avana Global FZCO, Dubai (formerly known as Balaji Shipping Lines FZCO), the Company ceased to have control over Avana Logistek Limited. On and from that date, based on Management's evaluation that the Company exercises significant influence over Avana Logistek Limited.

Aggregate amount of Unquoted investments

## 7. Other financial assets

(₹ in lac)

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
<b>(a) Non-current</b>			
Bank deposits with maturity of more than 12 months as of the balance sheet date. (restricted cash)			
Lien against borrowings	508	461	293
Margin money deposits against bank guarantee	50	30	-
Others (pledged with customs authorities)	18	3	20
Security deposits	10	5	12
Interest rate swaps not designated in hedge accounting relationship	22	-	-
	<b>608</b>	<b>499</b>	<b>325</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

Particulars	(₹ in lac)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(b) Current</b>			
Claims receivable	-	19	51
Interest accrued on fixed deposits	58	46	31
Unbilled revenue	257	-	-
Other receivables	267	105	103
	<b>582</b>	<b>170</b>	<b>185</b>
<b>8. Other assets</b>			(₹ in lac)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>A) Non-current</b>			
Capital Advances	34	169	-
	<b>34</b>	<b>169</b>	<b>-</b>
<b>B) Current</b>			
Advances to related parties	155	166	200
Prepaid Expenses	15	18	32
Unfinished Voyage Expenses*	54	192	65
Export credit entitlements	40	310	549
Advances To Others - Considered good	1,823	1,598	374
Others	42	420	164
	<b>2,129</b>	<b>2,704</b>	<b>1,384</b>
* Expense relates to expenses of unfinished legs as at the balance sheet date			
<b>9. Inventories</b>			(₹ in lac)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Inventories ( at lower of cost or net realisable value)			
Fuel oil	1,826	957	665
Lube oils	416	338	363
Victualling stock	29	18	17
<b>Total</b>	<b>2,271</b>	<b>1,313</b>	<b>1,045</b>
<b>10. Trade receivables</b>			(₹ in lac)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Trade receivables</b>			
Unsecured, considered good	14,075	9,110	6,947
Unsecured, considered doubtful	35	35	-
Less: Allowance for doubtful debts (expected credit loss allowance)	(35)	(35)	-
	<b>14,075</b>	<b>9,110</b>	<b>6,947</b>



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### Movement of allowance for expected credit loss

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of the year	35	-
Allowance for doubtful receivables during the year	-	35
Balance at end of the year	<b>35</b>	<b>35</b>

The credit period on services rendered ranges from 30 to 60 days generally without security.

### 11. Cash and cash equivalents

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Cash in hand	10	4	6
Balances with banks			
In current accounts	347	959	451
In deposit accounts (Original maturity of less than 3 months)	366	14	138
	<b>723</b>	<b>977</b>	<b>595</b>

### 12. Other Balances with Banks

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unclaimed dividend accounts	30	26	21
In deposit accounts (Original maturity more than 3 months but due within 12 months of balance sheet date)	17	43	-
	<b>47</b>	<b>69</b>	<b>21</b>

### 13. Equity share capital

(₹ in lac)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
<b>Authorised share capital</b>						
Equity shares of ₹ 10 each	2,40,00,000	2,400	2,40,00,000	2,400	2,40,00,000	2,400
<b>Issued, subscribed and fully paidup share capital</b>						
Equity shares of ₹ 10 each	21,957,533	2,196	21,957,533	2,196	21,957,533	2,196

### 13.1 Reconciliation of number of equity shares and share capital

(₹ in lac)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No of shares	Amount	No of shares	Amount
Issued, subscribed and fully paidup equity shares outstanding at the beginning of the period	21,957,533	2,196	21,957,533	2,196
Issued, subscribed and fully paidup equity shares outstanding at the end of the period	21,957,533	2,196	21,957,533	2,196

### 13.2 Terms and Rights attached to Equity Shares

- The Company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder of equity shares is entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
- In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 13.3 Share holders holding more than 5% share in the Company as setout below :

(₹ in lac)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
<b>Fully paid equity shares</b>						
(a) Transworld Holdings Limited (The Holding Company)	12,351,650	56.25%	12,351,650	56.25%	12,351,650	56.25%
(b) Mithila V Mahesh	1,167,325	5.32%	1,167,325	5.32%	1,167,325	5.32%
(c) Anisha Valli Ramakrishnan	1,167,325	5.32%	1,167,325	5.32%	1,167,325	5.32%

## 14. Other equity

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Reserves and Surplus:</b>			
Capital redemption reserve	1,300	1,300	1,300
Securities premium reserve	3,823	3,823	3,823
Tonnage tax reserve	1,550	475	950
Tonnage tax utilised reserve	6,000	5,525	4,575
General reserve	1,717	1,717	1,717
Retained earnings	15,526	9,141	9,612
<b>(b) Other Comprehensive Income</b>			
cash flow hedging reserve	(864)	(752)	(1,148)
	<b>29,052</b>	<b>21,229</b>	<b>20,829</b>

### Footnotes:

- (a) **Capital redemption reserve:** The Companies Act provides that companies redeeming preference shares at face value or nominal value is required to transfer an amount into capital redemption reserve. This reserve can be used to issue fully paid-up bonus shares to the shareholders of the Company.
- (b) **Securities premium reserve:** The amount received in excess of face value of equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.
- (c) **Tonnage tax reserve:** The reserve is a statutory reserve as per requirement of section 115VT of the Income Tax Act, 1961 for the purpose of complying with the conditions of tonnage tax scheme.
- (d) **Tonnage tax utilisation reserve:** The tonnage tax utilised reserve represents the utilisation of tonnage tax reserve created as per requirement of section 115VT of the Income Tax Act, 1961 for the purpose of purchase of vessel.
- (e) **General reserve:** The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to general reserve before declaring dividends. The provision of the Companies Act 2013, do not mandate transfer of profits to general reserve. General reserve is a free reserve available for distribution subject to compliance with the Companies (Declaration and Payment of Dividend) Rules, 2014.
- (f) **Retained earnings:** Retained earnings comprise balances of accumulated (undistributed) profit and loss at each year end.
- (g) **Cash flow hedges:** Cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated hedging instruments entered into for cash flow hedges, which shall be reclassified to Statement of Profit and Loss only when the hedged transaction affects the profit or loss. edges, which shall be reclassified to Statement of Profit and Loss only when the hedged transaction affects the profit or loss.





# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 15. Borrowings

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Non-current (at amortised cost)</b>			
<b>Secured - (refer note (a) below)</b>			
Term Loans			
Term Loan from Banks	21,600	14,149	12,267
Less: current maturities of long-term borrowings	(4,263)	(2,782)	(1,886)
<b>Total non-current borrowings</b>	<b>17,337</b>	<b>11,367</b>	<b>10,381</b>
<b>(b) Current (at amortised cost)</b>			
Working capital loans from banks (secured, refer note (b) below)	4,629	3,448	3,636
<b>Total current borrowings</b>	<b>4,629</b>	<b>3,448</b>	<b>3,636</b>

### a) Nature of security and terms of repayment for secured loan availed from banks

(₹ in lac)

Sr. No.	Particulars	Terms of repayment	Security	Amount outstanding as at March 31, 18	Amount outstanding as at March 31, 17	Amount outstanding as at April 01, 16
1	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till June, 2022	First charge on vessel - SSL Mumbai	981	1,202	1,470
2	Term loan from bank	3 month LIBOR + 330 bps, foreign currency term loan repayable in equal quarterly installments till July, 2020	First charge on vessel - SSL Kochi and SSL Kutch)	2,562		
3	Term loan from bank	6 month LIBOR + 425 bps, foreign currency term loan repayable in equal quarterly installments till December, 2021	First charge on vessel - SSL Gujarat and lien over mutual funds investments ₹ 11.60 crores	1,579	1,954	2,309
4	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till January, 2023	First charge on vessel - SSL Bharat	2,423	2,881	3,453
5	Term loan from bank	3 month LIBOR + 320 bps, foreign currency term loan repayable in equal quarterly installments till March, 2021	First charge on vessel - SSL Visakhapatnam	770	1,047	1,305
6	Term loan from bank	6 month LIBOR + 325 bps, foreign currency term loan repayable in equal quarterly installments till February, 2022	First charge on vessel - SSL Delhi and lien over mutual funds investments ₹ 11.60 crores	1,549	1,916	-
7	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till March, 2024	First charge on vessel - SSL Kolkata	1,603	1,862	-
8	Term loan from bank	3 month LIBOR + 290 bps, foreign currency term loan repayable in equal quarterly installments till September, 2024	First charge on vessel - SSL Sabarimalai	2,171	-	-

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

(₹ in lac)

Sr. No.	Particulars	Terms of repayment	Security	Amount outstanding as at March 31, 18	Amount outstanding as at March 31, 17	Amount outstanding as at April 01, 16
9	Term loan from bank	6 month LIBOR + 325 bps, foreign currency term loan repayable in equal quarterly installments till September, 2024	First charge on vessel - SSL Balaji and Brahma Putra and collateral security vessel - SSL Chennai	5,543	-	-
10	Buyers' Credit Facility	12 month LIBOR + 67 bps, Buyer's credit facility for three years to be converted into FCTL repayable in equal quarterly installments from Oct, 2020 till July, 2023	First charge on vessel - SSL Ganga	1,796	-	-
11	Term loan from bank	Interest @ I- Base + 290 bps Rupees term loan repayable in equal quarterly installment till July 2020.	First charge on vessel - SSL Kochi and SSL Kutch.	549	-	-
12	Term loan from bank	Interest @ I- Base + 290 bps Rupees term loan repayable in equal quarterly installment till July 2020.	First charge on vessel - SSL Kochi and SSL Kutch and collateral charges over vessel SSL Sagarmala	-	3,287	3,730
13	Term loan from bank	Rupee term loan repayable in EMI till Oct, 2022	Audi Q7	74	-	-
				<b>21,600</b>	<b>14,149</b>	<b>12,267</b>

b) Working capital loans are secured by hypothecation of all current assets (present and future) of the Company.

**c) Reconciliation of liabilities arising from financing activities**

The table below details changes in the Company's financing activities, including both cash and non-cash changes, Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Company's Statement of cash flows as cash flows from financing activities:

(₹ in lac)

Particulars	As at March 31, 2017	Non-cash changes			As at March 31, 2018
		Financing cash flows (net)	Foreign exchange rate difference	Other changes	
Term loans from banks	14,149	6,567	229	655	21,600
Working capital loan	3,448	1,181	-	-	4,629
	<b>17,597</b>	<b>7,748</b>	<b>229</b>	<b>655</b>	<b>26,229</b>



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 16. Other financial liabilities

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Non-Current</b>			
a) Foreign currency forward contracts designated in hedge accounting relationship	-	751	1,148
	<b>-</b>	<b>751</b>	<b>1,148</b>
<b>(b) Current</b>			
a) Current maturities of term loans from banks (refer note 15)	4,263	2,782	1,886
b) Interest accrued but not due on borrowings	152	54	15
c) Unclaimed dividend	30	26	21
d) Payable for capital purchases	266	648	-
e) Employee related liabilities	489	351	281
	<b>5,200</b>	<b>3,861</b>	<b>2,203</b>

## 17. Provisions

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Non-current</b>			
Provision for gratuity (refer note: 29 )	-	5	14
	<b>-</b>	<b>5</b>	<b>14</b>
<b>(b) Current</b>			
Provision for compensated absences	68	59	55
	<b>68</b>	<b>59</b>	<b>55</b>

## 18. Deferred tax liabilities

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deferred tax liabilities (net) (refer note 38)	37	12	33
	<b>37</b>	<b>12</b>	<b>33</b>

(₹ in lac)

Particulars	As at March 31, 2017	Recognised/ (reversed ) through profit and loss	Recognised in/ reclassified from other comprehensive income	As at March 31, 2018
<b>Deferred tax balances in relation to</b>				
Unrealised gain/(loss) on mutual funds carried at fair value through profit or loss	12	25	-	37
	<b>12</b>	<b>25</b>	<b>-</b>	<b>37</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

(₹ in lac)

Particulars	As at April 01, 2016	Recognised/ (reversed) through profit and loss	Recognised in/ reclassified from other comprehensive income	As at March 31, 2017
<b>Deferred tax balances in relation to</b>				
Unrealised gain/(loss) on mutual funds carried at fair value through profit or loss	33	(21)		12
	<b>33</b>	<b>(21)</b>	<b>-</b>	<b>12</b>
<b>19. Trade payables</b>				(₹ in lac)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016	
(a) Due to micro and small enterprises (refer note 36)	9	12	6	
(b) Other payables	5,180	3,872	2,655	
	<b>5,189</b>	<b>3,884</b>	<b>2,661</b>	
<b>20. Other current liabilities</b>				(₹ in lac)
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016	
(a) Advance from Customers	1	3	-	
(b) Statutory Liabilities	107	381	144	
(c) Unfinished Voyage income	380	490	422	
	<b>488</b>	<b>874</b>	<b>566</b>	
<b>21. Revenue from operations</b>				(₹ in lac)
Particulars	Year ended March 31, 2018	Year ended March 31, 2017		
<b>Sales of services</b>				
(a) Ocean freight income	51,136	35,664		
(b) Charter hire income	679	455		
(c) Multimodal freight income	1,790	-		
(d) Income from export credit entitlements	5	361		
(e) Other operating income	449	536		
	<b>54,059</b>	<b>37,016</b>		
<b>22. Other income</b>				(₹ in lac)
Particulars	Year ended March 31, 2018	Year ended March 31, 2017		
(a) Interest income earned on financial assets that are not designated as at FVTPL - Interest income on deposits with banks	44	40		
(b) Interest income on income tax refund	-	42		
(c) Dividend income	169	289		
(d) Gain arising on mutual fund designated as at FVTPL	54	-		
(e) Net gain on disposal of mutual fund investments designated as at FVTPL	11	168		
(f) Liabilities no longer payable written back	30	13		
(g) Net gain on foreign currency transactions and translation	11	-		
(h) Gain arising on Interest rate swap not designated in hedge accounting relationship	22	-		
(i) Other miscellaneous income	18	5		
	<b>359</b>	<b>557</b>		



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 23. Employee benefits expense

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Off-shore staff</b>		
(a) Salaries, wages and other allowances	5,326	3,912
(b) Contribution to provident and other funds (refer note no.29)	80	41
(c) Staff welfare	49	27
<b>On-shore staff</b>		
(a) Salaries and bonus	764	451
(b) Contribution to provident fund and gratuity (refer note no.29)	52	42
(c) Staff welfare	46	35
	<b>6,317</b>	<b>4,508</b>

## 24. Fuel, Lube oil and Fresh water Cost

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(a) Fuel oil	12,881	7,970
(b) Gas oil	1,328	1,581
(c) Lube oil	981	1,070
(d) Fresh water	141	127
	<b>15,331</b>	<b>10,748</b>

## 25. Other operation cost

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(a) Vessel management and agency fees	1,042	822
(b) Insurance and protection club fee	546	535
(c) Repairs and maintenance of fleet	456	414
(d) Crew victualling	341	259
(e) Other operating expenses	430	291
(f) Transportation expenses	471	-
	<b>3,286</b>	<b>2,321</b>

## 26. Finance costs

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Interest expenses on financial liabilities not classified as FVTPL:-</b>		
(a) Interest on bank loans	1,185	946
(b) Other borrowing cost	92	63
	<b>1,277</b>	<b>1,009</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 27. Other expenses

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(a) Allowance for doubtful debts (expected credit loss)	-	35
(b) Professional and consultancy fees	72	40
(c) Rent (refer note 31)	39	55
(d) Advertisement and business promotion	52	33
(e) Travelling and conveyance	77	45
(f) Communication expenses	18	15
(g) Auditors remuneration (refer details below)	43	42
(h) Repairs and maintenance- other assets	12	24
(i) Vehicle lease rent (refer note 31)	15	16
(j) Director's sitting fees	33	29
(k) Loss on sale/ discard of property plant and equipment	13	-
(l) Insurance expenses	7	15
(m) Rates and taxes	4	6
(n) Net loss on foreign currency transactions and translation	-	45
(o) Corporate social responsibility expenditure	20	11
(p) Loss arising on mutual fund/equity investments designated as at FVTPL	-	68
(q) Expenses of export credit entitlements	274	-
(r) Hedge ineffectiveness of cash flow hedge	99	-
(s) Other expenses	194	103
	<b>972</b>	<b>582</b>

#### Footnotes:

(₹ in lac)

#### A) Auditor's remuneration (excluding taxes):

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Audit fees	31	29
In other capacity		
- Tax audit fees	3	2
- Fees for certification	9	8
Out of pocket expenses	-	3
<b>Total</b>	<b>43</b>	<b>42</b>

#### B) Details of Corporate Social Responsibility ('CSR') Expenditure

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
a) Gross amount required to be spent	60	64
b) Amount spent during the year		
(i) On construction/ acquisition of any asset	-	-
(ii) On purpose other than stated above	20	11

### 28. Exceptional items

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
a) Loss on Sale of vessel	(129)	(2,320)
	<b>(129)</b>	<b>(2,320)</b>



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 29. Employee benefit plan

#### 29.1. Defined contribution plan

The Company's contribution to defined contribution plans are as under:

(₹ in lac)

Nature of benefit	Deposited with	Year ended March 31, 2018	Year ended March 31, 2017
(a) On-shore employees			
(i) Provident fund	Employee's Provident fund organisation	44	33
(b) Off-shore employees			
(i) Provident fund	The Commission Seamen's Provident Fund office	49	14
(ii) Annuity	The Commission Seamen's Provident Fund office	20	17
(iii) Gratuity	Seafarers Welfare Fund Society	11	10
<b>Total</b>		<b>124</b>	<b>74</b>

#### 29.2. Defined benefit plans

##### a) Gratuity (funded)

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity shall be payable to an employee on the termination of his employment after he has rendered continued services for not less than 5 years, or on the superannuation or resignation. However, in case of death of the employee, the minimum period of 5 years shall not be required. The amount of gratuity payable on termination/retirement is the employee last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years' service completed.

The amount included in the balance sheet arising from the entity's obligation in respect of gratuity is as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Present value of funded defined benefit obligation	217	151	131
Fair value of plan assets	(242)	(146)	(117)
Amount not recognized due to asset limit	1		
<b>Net liability / (asset) arising from defined benefit obligation (Refer Note 17)</b>	<b>(24)</b>	<b>5</b>	<b>14</b>

Amounts recognised in Statement of Profit and Loss in respect of these defined benefits plans are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Service Cost</b>		
Current Service Cost	9	8
Interest on net defined benefit liability/(assets)	(1)	1
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>8</b>	<b>9</b>

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017
Remeasurement on the net defined benefit liability due to:		
Actual return on plan assets less interest on plan assets	(10)	(7)
Actuarial (Gains)/losses arising from changes in financial assumptions	(15)	4
Actuarial (Gains)/losses arising from experience assumptions	73	7
Adjustment to recognise the effect of asset ceiling	1	-
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>49</b>	<b>4</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

The current service cost and the net interest expense for the year are included in the "Employee benefits expense" line item in the Statement of Profit and Loss.

The remeasurement of the net defined liability is included in other comprehensive income.

Movements in the present value of the defined benefit obligations are as follows:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening defined benefit obligations	151	131
Current service cost	9	8
Interest Cost	6	9
Actuarial (Gains)/losses arising from changes in financial assumptions	(15)	4
Actuarial (Gains)/losses arising from experience assumptions	73	7
Benefits paid	(7)	(1)
Liabilities assumed / (settled)	-	(7)
<b>Closing defined benefit obligation</b>	<b>217</b>	<b>151</b>

Movements in the fair value of the plan assets are as follows:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening fair value of plan assets	146	117
Contribution from the employer	86	22
Interest income	7	8
Remeasurement gains/(losses)	-	-
Actual return on plan assets less interest on plan assets	10	7
Benefits paid	(7)	(1)
Assets acquired / (settled)	-	(7)
<b>Closing fair value of plan assets</b>	<b>242</b>	<b>146</b>

The fair value of major categories of plan assets are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017
Insurer managed funds (managed by LIC of India)	242	146
	<b>242</b>	<b>146</b>

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	(Valuation as at)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Discount rate(s)	7.45%	6.80%	7.60%
Expected rate(s) of salary increase	5.00%	7.00%	7.00%

In assessing the Company's post retirement liabilities, the Company monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2006-08) ultimate.

The Company expects to contribute ₹ Nil (for the year ended Mar 31, 2017 : ₹ 5 lac) to its gratuity plan for the next year.

Expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations after considering several applicable factors such as the composition of plan assets, investment strategy, market scenario, etc.

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

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.





# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Sensitivity analysis of significant actuarial assumptions:

(₹ in lac)

Particulars	March 31, 2018		March 31, 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 50 bps)	(3)	3	(3)	3
Salary growth rate (-/+ 50 bps)	3	(3)	3	(3)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### b) Compensated absences (unfunded)

As per the Company's policy accumulated leave may be availed by an employee during the period of his service and may be encashed on separation (i.e. due to death, retirement, separation or resignation). Compensated absences which are not expected to be encashed or availed within twelve months of the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

### (c) Defined benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently the plan assets are managed by Life Insurance Corporation of India as part of their Group Gratuity Scheme.
Interest risk	A decrease in the government bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by 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 benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2018 by Mr. Arpan N. Thanawala, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation and the related current service costs and past service cost, are measured using the projected unit credit method.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 30. Earnings per Share

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit after taxes for the year attributable to equity shareholders (₹ in lac)	8,091	351
Weighted average number of equity shares outstanding during the year	21,957,533	21,957,533
Earnings per equity share of ₹ 10/- each - Basic and diluted	36.85	1.60

### 31. Lease

#### Operating lease arrangements

The Company has entered into cancellable operating lease arrangements for its office premises and the lease rental mentioned in below table is charged to the Statement of Profit and Loss. (₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Office lease rent	39	55
	<b>39</b>	<b>55</b>

The Company has entered into cancellable operating lease arrangements for vehicles and the lease rental mentioned in below table is charged to the Statement of Profit and Loss. (₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Vehicles lease rent	15	16
	<b>15</b>	<b>16</b>

### 32. Segment information

The Company has determined 'Sea logistics' as its single reportable segment based on the information reviewed by the Company's Chief Operating Decision Makers (CODM).

The information relating to revenue from customers and location of its non-current assets of its single reportable segment is as under:

#### a) Revenue from operations:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Within India	47,264	31,990
Outside India	6,795	5,026
	<b>54,059</b>	<b>37,016</b>

#### b) Non-current assets:

All non-current assets other than financial instruments and deferred tax assets of the Company are located in India.

#### c) Information about major customers

Revenue from operations include revenues of ₹ 27,052 lac (previous year: ₹ 20,016 lac) from the single largest customer of the Company. No other single customer contributed 10% or more to the Company's revenue for the current and previous year.

### 33. Financial Instruments

#### 33.1 Capital Management

The Company's objective for capital management is to maximize shareholder value, safeguard business continuity and maintain an optimal capital structure to reduce the cost of capital. The Company maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Company consists of total equity. The Company is not subject to any externally imposed capital requirements.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### Gearing ratio:

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

(₹ in lac)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Non current borrowings	15	17,337	11,367	10,381
Current maturities of long term debts	15	4,263	2,782	1,886
Current borrowings	15	4,629	3,448	3,636
		<b>26,229</b>	<b>17,597</b>	<b>15,903</b>
Less: cash and cash equivalents	11	723	977	595
Less: bank balances other than cash and cash equivalents (other than restricted cash)	12	47	69	21
<b>Net debts</b>		<b>25,459</b>	<b>16,551</b>	<b>15,287</b>
<b>Total equity</b>		<b>31,248</b>	<b>23,425</b>	<b>23,025</b>
<b>Gearing ratio (Net debt/Total equity)</b>		<b>0.81</b>	<b>0.71</b>	<b>0.66</b>

### 33.2 Categories of financial instruments

The following table presents the carrying value and fair value of each category of financial assets and liabilities:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Financial assets (other than investments in subsidiary, associate and joint venture)</b>			
<b>Financial assets measured at amortised cost</b>			
Cash and cash equivalents	723	977	595
Bank balances other than cash and cash equivalents	47	69	21
Trade receivables	14,075	9,110	6,947
Other financial assets	1,168	669	510
<b>Total financial assets measured at amortised cost</b>	<b>16,013</b>	<b>10,825</b>	<b>8,073</b>
<b>Financial assets measured at FVTPL</b>			
Investment in equity shares	9	9	23
Interest rate swaps not designated in hedge accounting relationship	22	-	-
Investment in mutual funds	2,831	4,640	6,571
<b>Total financial assets measured at FVTPL</b>	<b>2,862</b>	<b>4,649</b>	<b>6,594</b>
<b>Total financial assets</b>	<b>18,875</b>	<b>15,475</b>	<b>14,668</b>
<b>Financial liabilities</b>			
<b>Financial liabilities measure at amortised cost</b>			
Non current borrowings (including current maturities)	21,600	14,149	12,267
Current borrowings	4,629	3,448	3,636
Trade payables	5,189	3,884	2,661
Other financial liabilities (excludes current maturities of long term debts)	937	1,079	317
<b>Total financial liabilities measured at amortised cost</b>	<b>32,355</b>	<b>22,560</b>	<b>18,881</b>
<b>Financial liabilities measured at FVTPL</b>			
Foreign currency forward contracts designated in hedge accounting relationship	-	751	1,148
<b>Total financial liabilities measured at FVTPL</b>	<b>-</b>	<b>751</b>	<b>1,148</b>
<b>Total financial liabilities</b>	<b>32,355</b>	<b>23,311</b>	<b>20,029</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## Fair values of the Company financial assets and financial liabilities

(₹ in lac)

Particulars	Fair value hierarchy	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016	Valuation technique(s) and key input(s)
<b>(A) Financial assets and liabilities measured at fair value on recurring basis</b>					
Investment in mutual funds	Level 1	2,831	4,640	6,571	Closing NAV of the mutual fund schemes
Interest rate swaps not designated in hedge accounting relationship	Level 2	22	-	-	Refer note (a) below
Foreign currency forward contracts designated in hedge accounting relationship	Level 2	-	751	1,148	
Investment in equity shares	Level 3	9	9	23	Net asset value method
<b>(B) Financial assets and liabilities measured at amortised cost for which fair values are disclosed</b>					
Non current borrowings (including current maturities)	Level 3	74	-	-	Refer note (b) below

### Footnotes:

- (a) Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk on various counter parties
- (b) Generally accepted pricing model based on discounted cash flow analysis with most significant input being the discounting rate that reflects the credit risk of counterparties.
- (c) The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements, other than as detailed in table above, approximate their fair values.

The following table presents the changes in investment in unlisted equity shares (level 3 item)

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
	Amount	Amount
Balance at the beginning of the year	9	23
Loss recognised in the Statement of Profit and Loss	-	(14)
<b>Balance at the end of the year</b>	<b>9</b>	<b>9</b>



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 33.3 Details of financial assets pledged as collateral

Carrying amount of financial assets provided as a collateral for obtaining borrowing and other facilities from the bankers are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Financial assets			
Investments	2,520	4,011	4,687
Trade receivables	14,075	9,110	6,947
Cash and cash equivalents	723	977	595
Bank balances other than above	47	69	21
Other financial assets	582	171	185
<b>Total</b>	<b>17,947</b>	<b>14,338</b>	<b>12,435</b>

### 33.4 Financial risk management objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's financial management committee also monitors and manages key financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

### 34.5 Market risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk(fuel), freight rate movements, foreign currency exchange risk and interest rate risk.

### 33.6 Foreign currency risk management

The Company undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Financial assets</b>			
Receivables			
USD	4,172	2,656	1,904
<b>Financial liabilities</b>			
Payables			
DHS	88	55	46
EURO	1,293	10	32
SGD	43	152	2
USD	698	1,239	627
YEN	59	91	56
SLR	794	85	9
DKK	26	6	-
PKR	5	-	-
FCNR Loan - USD	<b>25,427</b>	<b>14,437</b>	<b>12,272</b>

### 33.7. Foreign currency sensitivity analysis

The Company is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables. As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between INR and following currencies, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below. A positive number below indicates an increase in profits or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

(₹ in lac)

Currency	Payables	
	Weakening of INR by 5%	Strengthening of INR by 5%
<b>As at March 31, 2018</b>		
Receivables		
USD	209	(209)
Payables		
USD	(1,306)	1,306
DHS	(4)	4
EURO	(65)	65
SGD	(2)	2
YEN	(3)	3
SLR	(40)	40
DKK	(1)	1
PKR	0	0
<b>TOTAL</b>	<b>(1,212)</b>	<b>1,212</b>
<b>As at April 1, 2017</b>		
Receivables		
USD	133	(133)
Payables		
USD	(784)	784
DHS	(3)	3
EURO	(1)	1
SGD	(8)	8
YEN	(5)	5
SLR	(4)	4
DKK*	(0)	0
PKR	0	0
<b>TOTAL</b>	<b>(672)</b>	<b>672</b>
<b>As at April 01, 2016</b>		
Receivables		
USD	95	(95)
Payables		
USD	(645)	645
DHS	(2)	2
EURO	(2)	2
SGD*	(0)	0
YEN	(3)	3
SLR*	(0)	0
PKR	0	0
<b>TOTAL</b>	<b>(557)</b>	<b>557</b>

\* Amount represent less than Rs 0.5 lac

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

The Company undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters. The Company resorts to cash flow hedge to manage its foreign exchange risk.

- (i) Nominal value of foreign currency forward contracts designated as hedging instruments is ₹ 3,288 lac as at March 31, 2017 (₹ 3,731 lac as at April 01, 2016) and their corresponding fair values amounts to ₹ 751 lac as at March 31, 2017 (₹ 1,148 lac as at April 01, 2016), with maturity upto July 2020.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

- (ii) Foreign currency borrowings are designated as hedging instruments in cash flow hedges of forecast sales in US Dollar. These forecast transactions are highly probable. The balance of foreign currency borrowings varies with changes in foreign exchange rates.

Carrying amount of foreign currency borrowings designated as hedging instruments is ₹ 12,620 lac as at March 31, 2018 with maturity upto March 2025.

Net unrealised gain of ₹ 112 lac (negative) relating to effectiveness of cash flow hedges of expected future sales is included in OCI and the hedge ineffectiveness of ₹ 99 lac is recognised in the Statement of Profit and Loss.

### 33.8 Interest rate risk management

The Company is exposed to interest rate risk because of borrowing of funds at floating interest rates.

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

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Fixed rate borrowings	74	-	-
Floating rate borrowings	26,155	17,597	15,903
Total borrowings	<b>26,229</b>	<b>17,597</b>	<b>15,903</b>

During the current year, the Company has entered into an interest rate swap contract that converts Rs. 1603 lac of floating rate borrowings into fixed rate borrowings.

Interest rate sensitivity analysis

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit for the year ended March 31, 2018 would decrease/increase by ₹ 123 lac (2016-17: ₹ 88 lac)

### 33.9 Other price risks

The Company is exposed to price risk arising from investments in mutual funds. Company's equity investments are held for strategic rather than trading purpose.

The sensitivity analysis below have been determined based on the exposure to mutual fund price risk at the end of the reporting period. If the mutual fund price has been 5% higher / lower ;

If the net assets value of mutual fund scheme has been 5% higher / lower, profit for the year ended March 31, 2018 would increase / decrease by ₹ 142 lac (for the year ended March 31, 2017 : increase / decrease by ₹ 232 lac ) as a results of the changes in the fair values of mutual fund investments.

### 33.10 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing only with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk arises from cash and cash equivalents, deposits with banks as well as customers including receivables. Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).

Credit exposure is managed by counterparty limits for investment of surplus funds which is reviewed by the Management. Investments in liquid plan/schemes are with reputed Companies having high rating. For banks, only high rated banks are considered for placement of deposits.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Of the trade receivables balance as at March 31, 2018: ₹ 8,317 lac (as at March 31, 2017: ₹ 4,918 lac ; as at April 01, 2016: ₹ 4,421 lac) is due from Avana Logistek Limited (formerly known as Shreyas Relay Systems Ltd.). There are no other customers who represent more than 10% of total balance of trade receivables.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 33.11 Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### 33.12 Liquidity and interest rate tables

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

(₹ in lac)

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31 2018</b>					
Trade payables	5,189	5,189	-	-	5,189
Borrowings	26,229	10,268	17,004	2,667	29,939
Other financial liabilities	937	937	-	-	937
<b>Total</b>	<b>32,355</b>	<b>16,394</b>	<b>17,004</b>	<b>2,667</b>	<b>36,065</b>
<b>As at March 31 2017</b>					
Trade payables	3,884	3,884	-	-	3,884
Borrowings	17,597	6,999	11,595	1,123	19,717
Other financial liabilities	1,830	1,079	751	-	1,830
<b>Total</b>	<b>23,311</b>	<b>11,962</b>	<b>12,346</b>	<b>1,123</b>	<b>25,431</b>
<b>As at April 01 2016</b>					
Trade payables	2,661	2,661	-	-	2,661
Borrowings	15,903	6,257	10,415	1,667	18,339
Other financial liabilities	1,465	317	1,148	-	1,465
<b>Total</b>	<b>20,029</b>	<b>9,235</b>	<b>11,563</b>	<b>1,667</b>	<b>22,465</b>

The following table details the Company's expected maturity for its non-derivative financial assets. The information included in the table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.





# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

(₹ in lac)

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2018:</b>					
Cash and cash equivalents	723	723	-	-	723
Bank balances other than cash and cash equivalents and restricted cash	47	47	-	-	47
Trade receivables	14,075	14,075	-	-	14,075
Other financial assets	1,190	582	598	10	1,190
Investment in equity shares	9	-	-	9	9
Investment in mutual funds	2,831	767	2,064	-	2,831
<b>Total</b>	<b>18,875</b>	<b>16,194</b>	<b>2,662</b>	<b>19</b>	<b>18,875</b>

(₹ in lac)

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2017:</b>					
Cash and cash equivalents	977	977	-	-	977
Bank balances other than cash and cash equivalents and restricted cash	69	69	-	-	69
Trade receivables	9,110	9,110	-	-	9,110
Other financial assets	669	170	495	4	669
Investment in equity shares	9	-	-	9	9
Investment in mutual funds	4,640	707	3,932	-	4,640
<b>Total</b>	<b>15,474</b>	<b>11,033</b>	<b>4,428</b>	<b>13</b>	<b>15,474</b>

(₹ in lac)

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at April 01, 2016:</b>					
Cash and cash equivalents	595	595	-	-	595
Bank balances other than cash and cash equivalents and restricted cash	21	21	-	-	21
Trade receivables	6,947	6,947	-	-	6,947
Other financial assets	511	185	313	12	511
Investment in equity shares	23	-	-	23	23
Investment in mutual funds	6,571	1,347	5,224	-	6,571
<b>Total</b>	<b>14,668</b>	<b>9,095</b>	<b>5,537</b>	<b>35</b>	<b>14,668</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 33.13 Financing facilities

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
-amount used	4,973	3,523	3,636
-amount unused	1,627	1,571	431

### 34. Contingent liabilities

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(b) Claims against the Company not acknowledged as debt:			
- Differential custom duty on conversion of fleet from foreign run to coastal run	53	53	-
- Claim by a party for expenses incurred in connection with search and rescue operations and allied activities carried out for a vessel in distress during July, 2006 (recoverable from Insurance Company)	-	306	306
(b) Corporate guarantee given on behalf of an associate (Subsidiary till March 26, 2017) (including interest)	-	1,769	1,719
(c) Bank guarantees	344	75	-
<b>Total</b>	<b>397</b>	<b>2,203</b>	<b>2,025</b>

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

- (i) parties are yet to raise claims on account of damages to the cargo, and
- (ii) there is uncertainty as to the outcome of pending appeals or motions or settlement proceedings;

The Company's management does not believe, based on currently available information, that the outcomes of the above matters will have a material adverse effect on the Company's financial position, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such year. It is not practicable for the Company to estimate the timings of cash flows, if any, in respect of the above.

### 35. Disclosure made in terms of schedule V of SEBI (Listing obligation and Disclosure Requirement) 2015

The Company has not given any loan or advance in the nature of loan to subsidiary, associates or firm/companies in which directors are interested in view of Regulation 34(3) of SEBI (Listing obligations and disclosure requirement) Regulation, 2015.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

36. i) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management.
- ii) Disclosure under Micro, Small and Medium Enterprise Development Act, 2006: (₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	Principal- ₹ 9 lac	Principal ₹ 12 lac	Principal ₹ 6 lac
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil	Nil
(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 as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil

### 37. Reconciliation between Previous GAAP and IND AS

#### 37.1 Reconciliation of total equity between Previous GAAP and IND AS as at March 31, 2017 and April 01, 2016

(₹ in lac)

Particulars	Notes	As at March 31, 2017	As at April 01, 2016
<b>Equity reported under Previous GAAP</b>		23,480	22,676
a) Reversal of proposed dividend on equity shares	1	-	286
b) Reversal of tax on proposed dividend on equity shares	1	-	58
c) Valuation of investments in mutual funds and equity shares at fair value	2	40	108
d) Amortisation of loan processing fee under effective interest method	3	(83)	(70)
e) Impact on account of deferred tax	6	(12)	(33)
<b>Total equity under Ind AS</b>		<b>23,425</b>	<b>23,025</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 37.2 Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017 and 2016

(₹ in lac)

Particulars	Notes	Year ended March 31, 2017
<b>Net profit after tax as reported under Previous GAAP</b>		408
a) Valuation of investments in mutual funds and equity share at fair value	2	(68)
b) Unwinding of loan processing fee under Ind AS	3	(13)
c) Reclassification of actuarial loss on defined benefit obligation taken to other comprehensive income (net of tax)	4	4
d) Impact on account of deferred tax	6	21
<b>Net profit/(loss) after tax under Ind AS</b>		<b>352</b>
Other Comprehensive Income (net of tax)		
Remeasurements of the defined benefit plans	4	(4)
Effective portion of gain or loss on designated portion of hedging	5	396
<b>Total comprehensive income after tax - Ind AS</b>		<b>744</b>

#### Notes:

#### 1. Reversal of proposed dividend and tax on equity shares:

Under Ind AS, dividend (not being interim dividend) to holders of equity instruments is recognised as a liability in the period in which the obligation to pay is established i.e. when approved by shareholders. Under the Previous GAAP, dividend payable was recorded as liability in the period to which it relates based on the recommendation of Board of Directors. Accordingly, proposed dividend and tax thereon recognised under Previous GAAP was reversed.

#### 2. Valuation of investments in mutual funds and equity share at fair value:

Under the Previous GAAP, long term investments were carried at cost less provision for other than temporary diminution in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. Fair value changes with respect to investments in equity instruments designated as at fair value through Profit and Loss (FVTPL) have been recognised in the Statement of Profit and Loss for the year ended March 31, 2017.

#### 3. Amortisation of loan processing fee under effective interest method:

Under Ind AS, loan processing fee is amortised over the tenure of loan using effective interest rate. The concept of effective interest rate did not exist under Previous GAAP.

#### 4. Remeasurement of actuarial gain/(loss):

In accordance with Ind AS 19 "Employee Benefits", remeasurements of actuarial gain and losses of defined benefit plans are recognised in other comprehensive income as compared to the Statement of Profit and Loss under the Previous GAAP.

#### 5. Effective portion of cash flow hedges:

Under Ind AS, the effective portion of gain or loss on designated portion of hedging that will subsequently be reclassified to Statement of Profit or Loss are recognised in 'Other comprehensive income'. The concept of Other comprehensive income did not exist under Previous GAAP.



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 6. Deferred taxes

The tax impacts primarily represent deferred tax consequences arising out of valuation of investment in mutual funds and equity share at fair value.

Note: There are no material Ind AS adjustments with regards to the items of Balance Sheet and Statement of Cash Flows other than the reconciling items mentioned above and regrouping of certain account balances as per format prescribed by Division II of Schedule III of Companies Act, 2013.

### 38. Income tax expense / (benefits)

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(i) Current tax	88	135
(ii) Deferred tax	25	-21
	<b>113</b>	<b>114</b>

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarised below:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
a) Profit before tax (a)	<b>8,204</b>	<b>466</b>
b) Corporate tax rate (b)	34.32%	33.06%
c) Tax on accounting profit (c = a x b)	2,816	154
d) Tax impact of exempt income (dividend on mutual funds)	58	95
f) Impact of difference in rate of tax as per Tonnage Tax Scheme	(2,761)	(135)
g) Income tax recognised during the year (d)	<b>113</b>	<b>114</b>
h) Effective tax rate (d/ a)	<b>1%</b>	<b>24%</b>

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 39 A. Names of the related parties and nature of relationship

<b>Nature of relationship</b>	<b>Name of the related party</b>
<b>Holding Company</b>	Transworld Holdings Ltd., Mauritius
<b>Subsidiary Company (Upto 28th October, 2016)</b>	SRS Freight Management Ltd.
<b>Associate Company / Erstwhile Subsidiary (wef 27th March, 2017)</b>	Avana Logistek Limited. (Formerly known as Shreyas Relay Systems Limited)
	Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO) (upto March 26, 2017 subsidiary of Avana Logistek Limited)
	Shreyas-Suzue Logistics (India) Private Limited
<b>Joint venture company (wef September 12, 2017)</b>	
<b>Fellow Subsidiary Company*</b>	Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO) (upto March 26, 2017)
	Transworld Feeders FZCO
	BSL Freight Solution Private Limited
<b>Key Management Personnel*</b>	S. Ramakrishnan (Chairman & Managing Director)
	V. Ramnarayan (Executive Director) (till March 29, 2018)
	L. B. Culas (Director)
	Ritesh Ramakrishnan (Director)
	Amitabha Ghosh (Director) (till May 07, 2018)
	Capt. Manmohan Saggi (Director)
	S. Ragothaman (Director)
	D.T. Joseph (Director)
	Mannil Venugopalan (Director)
	Maya Sinha (Director)
	Deepak Shetty (Director)
	Captain Vivek Kumar Singh (Chief Executive Officer)
	Rajesh Desai (Chief Financial Officer)
	Namrata Malushte (Company Secretary) (till May 07, 2018)
	Asha Prakash (Company Secretary) (w.e.f May 8, 2018)
<b>Relatives of Key Management Personnel*</b>	Geeta Ramakrishnan
	Ritesh Ramakrishnan
	Anisha Ramakrishnan
	S. Mahesh
	Mala Mahesh
	Murali Mahesh
	Mithila Mahesh
	Brinda Ramnarayan
	Manita Vivek Kumar Singh
	Rajan Ramanarayan
	Rajiv Ramanarayan
	Ratnaprabha Desai
<b>Other Related Parties*</b>	Sivaswamy Holdings Pvt. Ltd.
	Orient Express Ship Management Ltd.
	Tw Ship Management Ltd
	Relay Shipping Agency Ltd.
	Encore Perian Logistics Business Services Private Limited
	Transworld shipping & logistics WLL
	Transworld Shipping Agencies Pvt Ltd
	BLPL Singapore Pte. Ltd.
	Lanka Orient Express Lines Ltd.
	Transworld Shipping & Logistics LLC,

\* Related parties with whom transactions have taken place during the current/previous year



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 39 B. Transactions with related parties:

(₹ in lac)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
<b>Ocean freight income</b>	-	<b>29,303</b>	<b>2,831</b>	-	-	-	<b>29,883</b>
	-	<b>20,016</b>	<b>1,342</b>	-	-	-	<b>21,359</b>
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	27,052	-	-	-	-	27,052
Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO)	-	2,016	-	-	-	-	2,016
Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO)	-	2,251	-	-	-	-	2,251
BLPL singapore Pte. Limited	-	-	905	-	-	-	905
	-	-	158	-	-	-	158
Transworld Feeders FZCO	-	-	580	-	-	-	580
	-	-	279	-	-	-	279
<b>Charter hire and ocean freight charges</b>	-	-	<b>864</b>	-	-	-	<b>864</b>
	-	-	<b>566</b>	-	-	-	<b>566</b>
Transworld Feeders FZCO	-	-	864	-	-	-	864
	-	-	566	-	-	-	566
<b>Dividend received on equity shares</b>	-	<b>53</b>	-	-	-	-	<b>53</b>
	-	-	-	-	-	-	-
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	53	-	-	-	-	53
	-	-	-	-	-	-	-
<b>Vessel management and agency fees paid</b>	-	-	-	<b>968</b>	-	-	<b>968</b>
	-	-	-	<b>763</b>	-	-	<b>763</b>
Orient Express Ship Management Limited	-	-	-	-	-	-	-
	-	-	-	306	-	-	306
TW Ship Management Limited	-	-	-	681	-	-	681
	-	-	-	157	-	-	157
Relay Shipping Agency Limited	-	-	-	-	-	-	-
	-	-	-	150	-	-	150
Lanka Orient Express Lines Limited	-	-	-	1	-	-	1
	-	-	-	47	-	-	47
Transworld Shipping Agencies Private Limited	-	-	-	224	-	-	224
	-	-	-	52	-	-	52
Transworld Shipping and Logistics LLC	-	-	-	50	-	-	50
	-	-	-	51	-	-	51
Transworld Shipping & Logistics WLL	-	-	-	12	-	-	12
	-	-	-	-	-	-	-
<b>Investment in joint venture Company</b>	-	-	-	<b>50</b>	-	-	<b>50</b>
	-	-	-	-	-	-	-
Shreyas-Suzue Logistics (India) Private limited	-	-	-	50	-	-	50
	-	-	-	-	-	-	-
<b>Vehicle lease rent paid</b>	-	-	-	-	<b>12</b>	-	<b>12</b>
	-	-	-	-	<b>10</b>	-	<b>10</b>
Mrs Manita vivek Kumar Singh	-	-	-	-	11	-	11
	-	-	-	-	7	-	7
Mrs Ratnaprabha Desai	-	-	-	-	1	-	1
	-	-	-	-	3	-	3

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 39 B. Transactions with related parties: (Contd.)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
<b>Transportation charges</b>	-	<b>96</b>	-	-	-	-	<b>96</b>
	-	-	-	-	-	-	-
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	96	-	-	-	-	96
	-	-	-	-	-	-	-
<b>Rent</b>	-	-	-	<b>37</b>	-	-	<b>37</b>
	-	-	-	<b>37</b>	-	<b>15</b>	<b>52</b>
Sivaswamy Holdings Private Limited	-	-	-	37	-	-	37
	-	-	-	37	-	-	37
Geeta Ramakrishnan	-	-	-	-	-	-	-
	-	-	-	-	-	15	15
<b>Remuneration to key management personnel</b>	-	-	-	-	<b>431</b>	-	<b>431</b>
	-	-	-	-	<b>236</b>	-	<b>236</b>
Mr. S. Ramakrishnan	-	-	-	-	296	-	296
	-	-	-	-	118	-	118
Capt Vivek Kumar Singh	-	-	-	-	74	-	74
	-	-	-	-	69	-	69
Mr Rajesh Desai	-	-	-	-	35	-	35
	-	-	-	-	28	-	28
Mrs. Namarata Malushte	-	-	-	-	26	-	26
	-	-	-	-	21	-	21
<b>Director sitting fees</b>	-	-	-	-	<b>33</b>	-	<b>33</b>
	-	-	-	-	<b>26</b>	-	<b>26</b>
Mr. Ritesh S.Ramakrishnan	-	-	-	-	5	-	5
	-	-	-	-	3	-	3
Mr. Deepak Shetty	-	-	-	-	1	-	1
	-	-	-	-	-	-	-
Mr. L.B. Culas	-	-	-	-	1	-	1
	-	-	-	-	1	-	1
Mr. Amitabha Ghosh	-	-	-	-	5	-	5
	-	-	-	-	3	-	3
Capt. Manmohan Saggi	-	-	-	-	5	-	5
	-	-	-	-	4	-	4
Ms. Maya Sinha	-	-	-	-	4	-	4
	-	-	-	-	3	-	3
Mr. S. Ragothaman	-	-	-	-	4	-	4
	-	-	-	-	4	-	4
Mr. D.T. Joseph	-	-	-	-	5	-	5
	-	-	-	-	4	-	4
Mr. Mannil Venugopalan	-	-	-	-	3	-	3
	-	-	-	-	4	-	4
<b>Dividend to equity shareholders</b>	<b>124</b>	-	-	-	<b>3</b>	<b>44</b>	<b>171</b>
	<b>161</b>	-	-	-	<b>3</b>	<b>43</b>	<b>206</b>
Transworld Holdings Limited, Mauritius	124	-	-	-	-	-	124
	161	-	-	-	-	-	161
Mr. S. Ramakrishnan	-	-	-	-	1	-	1
	-	-	-	-	1	-	1





# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 39 B. Transactions with related parties: (Contd.)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
Mrs. Geeta Ramakrishnan	-	-	-	-	-	1	1
	-	-	-	-	-	<i>1</i>	<i>1</i>
Mr. Ritesh S.Ramakrishnan	-	-	-	-	-	2	2
	-	-	-	-	-	<i>2</i>	<i>2</i>
Ms. Anisha Ramakrishnan	-	-	-	-	-	12	12
	-	-	-	-	-	<i>15</i>	<i>15</i>
Mrs. Mala Mahesh	-	-	-	-	-	11	11
	-	-	-	-	-	<i>1</i>	<i>1</i>
Mr. Murali Mahesh	-	-	-	-	-	2	2
	-	-	-	-	-	<i>2</i>	<i>2</i>
Ms. Mithila Mahesh	-	-	-	-	-	12	12
	-	-	-	-	-	<i>15</i>	<i>15</i>
Mr. S. Mahesh	-	-	-	-	-	1	1
	-	-	-	-	-	-	-
Mr. V. Ramnarayan	-	-	-	-	1	-	1
	-	-	-	-	<i>1</i>	-	<i>1</i>
Mrs. Brinda Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	<i>1</i>	<i>1</i>
Mr. Rajan Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	<i>2</i>	<i>2</i>
Mr. Rajiv Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	<i>2</i>	<i>2</i>
Mr. S. Ragothaman*	-	-	-	-	0	-	0
	-	-	-	-	<i>0</i>	-	<i>0</i>
Ms. Usha Ragothaman*	-	-	-	-	0	-	0
	-	-	-	-	<i>0</i>	-	<i>0</i>
Mr. L.B. Culas	-	-	-	-	1	-	1
	-	-	-	-	<i>1</i>	-	<i>1</i>

### NOTE:

- 1) Figures have been adjusted for exchange rate variations
- 2) Reimbursement of expenses/Income incurred/earned by/to Group Companies is not included in the table above.
- 3) Managerial remuneration excludes provision for gratuity and compensated absences since these are provided on the basis of actuarial valuation for the Company as a whole.
- 4) \* Amount represent less than ₹ 0.5 lac
- 5) Figures in Italics represent amount for the previous year

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## for the Year Ended March 31, 2018

### 39 C. Closing balances of related parties:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Trade receivables</b>			
<b>Associates Company:</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	8,317	4,918	4,421
Avana Global FZCO (Formerly known as Balaji Shipping Lines FZCO)	881	429	-
<b>Fellow subsidiaries:</b>			
Avana Global FZCO (Formerly known as Balaji Shipping Lines FZCO)	-	-	262
BSL Freight Solution Private Limited	-	4	
<b>Other related parties:</b>			
Transworld Feeders FZCO	263	60	23
Relay Shipping Agency Limited	3	160	194
BLPL Singapore Pte. Limited	-	7	22
Lanka Orient Express Lines Limited	-	-	13
Encore Perian Logistics Business Services Private Limited	-	6	6
Orient Express Ship Management Limited	-	-	1
Transworld Shipping & Logistics WLL	1	-	-
SRS Freight Management Limited	1	-	-
<b>Other assets</b>			
Transworld Shipping Agencies Private Limited	141	-	-
<b>Other financial assests</b>			
Transworld Feeders FZCO	138	-	-
<b>Trade payables</b>			
<b>Other related parties:</b>			
Sivaswamy Holdings Private Limited			1
Transworld Shipping and Logistics LLC	45	11	13
Transworld Feeders FZCO	97	53	-
TW Ship Management Limited	7	22	-
Lanka Orient Express Lines Limited	79	-	-
Transworld Shipping Agencies Private Limited	-	5	-
Orient Express Lines (Singapore) Pte. Limited	-	1	1
Orient Express Ship Management Limited	-	4	4
<b>Investment in an Associate/ Joint venture</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	950	950	950
Shreyas-Suzue Logistics (India) Private Limited	50	-	-
<b>Guarantees and collaterals</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	1,769	2,515



# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

40. The Board, in its meeting on May 25, 2018 proposed a dividend of ₹ 1.50 per equity share. The proposal is subject to the approval of shareholders at the ensuing Annual General meeting.

For and on behalf of the Board

**S Ramakrishnan**

Chairman  
(DIN: 00057637)

**Maya Sinha**

Director  
(DIN: 03056226)

**Rajesh Desai**

Chief Financial Officer

**Asha Prakash**

Company Secretary

Mumbai, May 25, 2018

# INDEPENDENT AUDITOR'S REPORT

To The Members of Shreyas Shipping and Logistics Limited

## Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **SHREYAS SHIPPING AND LOGISTICS LIMITED** (hereinafter referred to as the "Parent" / "Company"), which includes Parent's share of profit in its associate and its joint venture, comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Ind AS Financial Statements").

## Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the preparation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Parent including its associate and a joint venture in accordance with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Boards of Directors of the Parent, its associate and its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Parent, its associate and its joint venture, 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Parent, as aforesaid.

## Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS Financial Statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the Consolidated Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the Consolidated Ind AS Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in subparagraphs (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

## Opinion

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 consolidated financial statements of its joint venture, referred to below in the Other Matters paragraph, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Parent, its associate and a joint venture as at March 31, 2018, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

## Other Matters

- (a) The Consolidated Ind AS Financial Statements include the Parent's share of net loss of ₹ 5.14 lac and total comprehensive income of ₹ 5.14 lac for the year ended March 31, 2018, as considered in the Consolidated Ind AS Financial Statements, in respect of the joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it



# INDEPENDENT AUDITOR'S REPORT

relates to the amounts and disclosures included in respect of the joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint venture is based solely on the report of the other auditor.

- (b) The comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening consolidated balance sheet as at April 01, 2016 prepared in accordance with Ind AS included in these Consolidated Ind AS Financial Statements have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 25<sup>th</sup> May, 2018 expressed an unmodified opinion.

Our opinion on the Consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor, and in respect of the comparative financial information.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and the other financial information of the joint venture incorporated in India, referred in the Other Matters paragraph above, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent, an associate and a joint venture incorporated in India as on March 31, 2018 taken on record by the Board of Directors of the Parent, an associate and a joint venture respectively, none of the directors of these entities is disqualified as on March 31, 2018 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Parent and its associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness as at 31<sup>st</sup> March 2018 of internal financial controls over financial reporting of those companies, for the reasons stated therein.
- (g) 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:
- The Consolidated Ind AS Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Parent, its associate and a joint venture.
  - Provision has been made in the Consolidated Ind AS Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - There were no amounts required to be transferred to the Investor Education and Protection Fund by the Parent, its associate and a joint venture incorporated in India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Sanjiv V. Pilgaonkar**

Partner

(Membership No. 39826)

Place : Mumbai

Dated : May 25, 2018

# INDEPENDENT AUDITOR'S REPORT

## Annexure A

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Ind AS Financial Statements of SHREYAS SHIPPING AND LOGISTICS LIMITED (hereinafter referred to as the "Parent" / "Company") as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of the Company, which includes internal financial controls over financial reporting of its associate company incorporated in India, as of that date. Reporting on the Internal Financial Controls Over Financial Reporting is not applicable to the joint venture company incorporated in India.

#### **Management's Responsibility for Internal Financial Controls**

The respective Boards of Directors of the Parent and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its associate company, which are companies incorporated in India.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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**

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



# INDEPENDENT AUDITOR'S REPORT

## Annexure A

### Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent and its associate company, which are companies incorporated in India, have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/ W-100018)

**Sanjiv V. Pilgaonkar**

Partner

(Membership No. 39826)

Place : Mumbai

Dated : May 25, 2018

# CONSOLIDATED BALANCE SHEET

as at March 31, 2018

(₹ in lac)

PARTICULARS	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, plant and equipment	5(A)	38,438	26,327	28,741
(b) Goodwill		-	-	59
(c) Intangible assets	5(B)	-	-	13
(d) Investments accounted for using the equity method	6	14,871	13,415	-
(e) Financial assets				
(i) Investments	6	2,073	3,942	5,247
(ii) Other financial assets	7	608	499	447
(f) Advance income tax (net)		1,449	749	1,500
(g) Other non-current assets	8	34	168	9
<b>Total non-current assets</b>		<b>57,473</b>	<b>45,100</b>	<b>36,016</b>
<b>Current assets</b>				
(a) Inventories	9	2,271	1,313	1,045
(b) Financial assets				
(i) Investments	6	767	707	1,415
(ii) Trade receivables	10	14,075	9,110	11,472
(iii) Cash and cash equivalents	11	723	977	652
(iv) Bank balances other than (iii) above	12	47	69	79
(v) Other financial assets	7	582	171	655
(c) Other current assets	8	2,129	2,704	1,450
<b>Total current assets</b>		<b>20,594</b>	<b>15,051</b>	<b>16,768</b>
<b>Total assets</b>		<b>78,067</b>	<b>60,151</b>	<b>52,784</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity share capital	13	2,196	2,196	2,196
(b) Other equity	14	40,044	31,134	21,717
<b>Total equity</b>		<b>42,240</b>	<b>33,330</b>	<b>23,913</b>
Non-controlling interests		-	-	108
<b>Total equity</b>		<b>42,240</b>	<b>33,330</b>	<b>24,021</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	15	17,337	11,367	11,773
(ii) Other financial liabilities	16	-	751	1,148
(b) Provisions	17	-	5	54
(c) Deferred tax liabilities (net)	18	2,916	2,572	130
<b>Total non-current liabilities</b>		<b>20,253</b>	<b>14,695</b>	<b>13,105</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	15	4,629	3,448	7,267
(ii) Trade payables	19	5,189	3,884	4,183
(iii) Other financial liabilities	16	5,200	3,861	2,685
(b) Provisions	17	68	59	227
(c) Other current liabilities	20	488	874	1,296
<b>Total current liabilities</b>		<b>15,574</b>	<b>12,126</b>	<b>15,658</b>
<b>Total liabilities</b>		<b>35,827</b>	<b>26,821</b>	<b>28,763</b>
<b>Total equity and liabilities</b>		<b>78,067</b>	<b>60,151</b>	<b>52,784</b>
The notes 1 - 41 form an integral part of the consolidated financial statements				

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sanjiv V Pilgaonkar**  
Partner

Place : Mumbai  
Date : May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**  
Chairman  
(DIN: 00057637)

**Rajesh Desai**  
Chief Financial Officer

Place : Mumbai  
Date : May 25, 2018

**Maya Sinha**  
Director  
(DIN: 03056226)

**Asha Prakash**  
Company Secretary





# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2018

(₹ in lac except for earning per share information)

PARTICULARS	Notes	Year Ended March 31, 2018	Year Ended March 31, 2017
I Revenue from operations	21	54,059	71,760
II Other income	22	359	577
<b>III Total income (I + II)</b>		<b>54,418</b>	<b>72,337</b>
<b>IV Expenses</b>			
(a) Employee benefits expense	23	6,317	5,728
(b) Fuel, lube oil and fresh water	24	15,331	10,748
(c) Port and marine dues		8,246	6,792
(d) Charter hire and ocean freight charges		6,858	7,934
(e) Stores and spares		1,896	1,503
(f) Other operation cost	25	3,286	30,669
(g) Depreciation and amortisation expense	5	1,902	2,090
(h) Finance costs	26	1,277	1,462
(i) Other expenses	27	972	1,804
<b>Total expenses - (IV)</b>		<b>46,085</b>	<b>68,730</b>
<b>V Profit before exceptional items and tax (III - IV)</b>		<b>8,333</b>	<b>3,607</b>
VI Exceptional items	31	(129)	10,110
<b>VII Profit before tax and share of profit in associate/joint venture (V+VI)</b>		<b>8,204</b>	<b>13,717</b>
VIII Share of profit of an associate and a joint venture		1,431	35
<b>IX Profit before tax (VII+VIII)</b>		<b>9,635</b>	<b>13,752</b>
<b>X Tax expense:</b>			
(i) Current tax		88	547
(ii) Deferred tax		343	2,598
		<b>431</b>	<b>3,145</b>
<b>XI Profit for the year (IX - X)</b>		<b>9,204</b>	<b>10,607</b>
<b>XII Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
a) Re-measurements of the defined benefits plans		(49)	(4)
b) Share of other comprehensive income of an associate		(8)	-
c) Income tax on above		-	-
B (i) Items that will be reclassified to profit or loss			
a) The effective portion of gains/(loss) on hedging instruments		(112)	396
b) Share of other comprehensive income of an associate		(18)	-
c) Income tax on above		-	-
<b>XIII Total other comprehensive income for the year [(XII A) + (XII B)]</b>		<b>(187)</b>	<b>392</b>
<b>XIV Total comprehensive income for the year (XI + XIII)</b>		<b>9,017</b>	<b>10,999</b>
<b>Profit for the year attributable to:</b>			
Owners of the Company		9,204	10,607
Non-controlling interests		-	-
		<b>9,204</b>	<b>10,607</b>
<b>Other comprehensive income attributable to:</b>			
Owners of the Company		(187)	392
Non-controlling interests		-	-
		<b>(187)</b>	<b>392</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		9,017	10,999
Non-controlling interests		-	-
		<b>9,017</b>	<b>10,999</b>
<b>XV Earnings per equity share of ₹ 10/- each</b>			
Basic and diluted (refer note 29)		41.92	48.31

The notes 1 - 41 form an integral part of the financial statements  
In terms of our report attached.

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

**Sanjiv V Pilgaonkar**

Partner

Place : Mumbai

Date : May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**

Chairman

(DIN: 00057637)

**Rajesh Desai**

Chief Financial Officer

Place : Mumbai

Date : May 25, 2018

**Maya Sinha**

Director

(DIN: 03056226)

**Asha Prakash**

Company Secretary

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the Year Ended March 31, 2018

(₹ in lac)

PARTICULARS	Year Ended March 31, 2018	Year Ended March 31, 2017
<b>A Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>9,635</b>	<b>13,752</b>
Adjusted for non cash/ non operating item		
Depreciation and amortisation expense	1,902	2,090
Finance costs	1,277	1,462
Allowance for doubtful debts (expected credit loss)	-	2
Bad debts written off	-	82
(Gain)/loss on sale/discard of property, plant and equipment	142	(2)
Interest income earned on financial assets that are not designated as at FVTPL	(44)	(49)
Dividend income	(169)	(290)
(Gain)/loss arising on equity shares/mutual funds designated as at FVTPL	(54)	68
Hedge ineffectiveness on cash flow hedge	99	-
Effective portion of cash flow hedge reclassified to profit or loss	59	-
Gain arising on interest rate swap not designated in hedge accounting relationship	(22)	-
Interest income on income tax refund	-	(42)
Liabilities no longer payable written back	(30)	(13)
Interest on delay in receipts of proceeds from sale of non current investment	-	(7)
Share of profit of an associate and a joint venture	(1,431)	(35)
Gain on loss of control over subsidiary	-	(12,430)
Net (gain)/loss on foreign currency transactions and translation	(11)	46
Net gain on disposal of mutual fund investments designated as at FVTPL	(11)	(168)
	<b>11,342</b>	<b>4,464</b>
<b>Adjustments for increase/(decrease) in working capital</b>		
(Increase)/decrease in assets:		
Trade receivables	(4,965)	(5,542)
Inventories	(958)	(268)
Other financial assets (current and non current)	(429)	(1)
Other assets (current and non current)	575	(1,343)
Increase/(decrease) in liabilities:		
Trade payables	1,346	5,877
Other financial liabilities (current and non current)	138	510
Provisions	(21)	30
Other liabilities (current and non current)	(384)	413
<b>Net increase/(decrease) in working capital</b>	<b>(4,698)</b>	<b>(325)</b>
<b>Cash generated from operations</b>	<b>6,644</b>	<b>4,139</b>
Less: Tax paid (net)	(788)	(1,236)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES (A)</b>	<b>5,856</b>	<b>2,903</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

for the Year Ended March 31, 2018

(₹ in lac)

PARTICULARS	Year Ended March 31, 2018	Year Ended March 31, 2017
<b>B Cash flow from investing activities</b>		
Additions to property, plant and equipment	(15,194)	(7,174)
Sale of property, plant and equipment	811	3,654
Realisation on disposal of a subsidiary	-	175
Investment in joint venture company	(50)	-
Purchases of units of mutual funds	(787)	(3,243)
Proceeds from redemption of mutual funds	2,776	5,596
Interest income	32	49
Dividend income	53	-
Changes in other balances with bank (net)	(60)	(271)
<b>NET CASH USED IN FROM INVESTING ACTIVITIES (B)</b>	<b>(12,419)</b>	<b>(1,214)</b>
<b>C Cash flow from financing activities</b>		
Proceeds from long term borrowings	9,851	5,265
Repayment of long term borrowings	(3,284)	(1,009)
Movement of short term borrowings (net)	1,181	(3,819)
Equity dividend including dividend distribution tax	(260)	(339)
Finance costs paid	(1,179)	(1,462)
<b>NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)</b>	<b>6,309</b>	<b>(1,365)</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(254)</b>	<b>325</b>
Cash and cash equivalents at the beginning of the year	977	652
Add : Net change in cash and cash equivalent as above	(254)	325
<b>Cash and cash equivalents at the end of the year (Refer note 11)</b>	<b>723</b>	<b>977</b>

## Notes:

- The Statement of Cash Flows have been prepared under Indirect Method as set out in Ind AS 7 -Statement of Cash Flows notified under Section 133 of the Company Act, 2013, read together with Companies (Indian Accounting Standard) Rules 2015.

The notes 1 - 41 form an integral part of the financial statements

In terms of our report attached.

**FOR Deloitte Haskins & Sells LLP**

Chartered Accountants

**Sanjiv V Pilgaonkar**

Partner

Place : Mumbai

Date : May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**

Chairman

(DIN: 00057637)

**Rajesh Desai**

Chief Financial Officer

Place : Mumbai

Date : May 25, 2018

**Maya Sinha**

Director

(DIN: 03056226)

**Asha Prakash**

Company Secretary

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2018

## (A) Equity share capital:

(₹ in lac)

Particulars	
<b>Balance at April 1, 2016</b>	2,196
Changes in equity share capital during the year	-
<b>Balance at March 31, 2017</b>	<b>2,196</b>
Changes in equity share capital during the year	-
<b>Balance at March 31, 2018</b>	<b>2,196</b>

## (B) Other equity:

(₹ in lac)

Particulars	Reserves and surplus				Other comprehensive income		Attributable to owners of the Company	Non controlling interest	Total
	Capital redemption reserve	Securities premium reserve	Tonnage tax reserve	Tonnage tax utilization reserve	Foreign currency translation reserve	Cash flow hedging reserve			
<b>Balance as at April 01, 2016</b>	1,300	3,823	950	4,575	1,717	10,500	21,717	108	21,825
Profit for the year	-	-	-	-	-	10,607	10,607	-	10,607
Other comprehensive income for the year, net of taxes excluding actuarial gain/loss	-	-	-	-	-	-	396	-	396
Re-measurement of defined benefit plans	-	-	-	-	-	(4)	(4)	-	(4)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	10,603	10,999	-	10,999
Dividend including dividend distribution tax and others	-	-	-	-	-	(344)	(344)	-	(344)
Adjustment on disposal of a subsidiary (refer note 31)	-	-	-	-	-	20	20	(108)	(88)
Loss of control over a subsidiary (refer note 31)	-	-	-	-	-	(1,259)	(1,259)	-	(1,259)
Transfer from retained earnings	-	-	475	-	-	(475)	-	-	-
Transfer to tonnage tax reserve	-	-	(950)	950	-	-	-	-	-
<b>Balance as at March 31, 2017</b>	1,300	3,823	475	5,525	1,717	19,046	31,134	-	31,134
Profit for the year	-	-	-	-	-	9,204	9,204	-	9,204
Other comprehensive income for the year, net of taxes, excluding actuarial gain/losses	-	-	-	-	-	-	(112)	-	(112)
Re-measurement of defined benefit plans	-	-	-	-	-	(57)	(57)	-	(57)
Share of other comprehensive income of an associate	-	-	-	-	-	(18)	(18)	-	(18)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	9,147	9,017	-	9,017
Dividend including dividend distribution tax and others	-	-	-	-	-	(107)	(107)	-	(107)
Transfer from retained earnings	-	-	1,550	-	-	(1,550)	-	-	-
Transfer to tonnage tax reserve	-	-	(475)	475	-	-	-	-	-
<b>Balance as at March 31, 2018</b>	1,300	3,823	1,550	6,000	1,717	26,536	40,044	-	40,044

The notes 1 - 41 form an integral part of the financial statements

In terms of our report attached,

**FOR Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sanjiv V Pilgaonkar**  
Partner

Place : Mumbai  
Date : May 25, 2018

For and on behalf of the Board

**S Ramakrishnan**  
Chairman  
(DIN: 00057637)

**Rajesh Desai**  
Chief Financial Officer  
Place : Mumbai  
Date : May 25, 2018

**Maya Sinha**  
Director  
(DIN: 03056226)  
**Asha Prakash**  
Company Secretary





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### 1. Corporate information

Shreyas Shipping and Logistics Limited (the "Company" or "SSLL") is a public limited company incorporated in India on 16<sup>th</sup> August, 1988 under the Companies Act, 1956. The registered office of the Company is 4<sup>th</sup> Floor, Himalayas, Geetmala Complex, Shah Industrial Estate, Govandi - East Mumbai, Maharashtra, India - 400 088.

SSLL is India's first container feeder owning and operating company. The Company started its operations in 1993 primarily to fill the gap for feeding of containers between Indian ports and internationally renowned Asian transshipment ports. SSLL's shares are listed on both Bombay Stock Exchange and National Stock Exchange. At present, the Company along with its associate (subsidiary until March 26, 2017) and a joint venture company (together referred to as the "Group") is a leading player in coastal shipping sector.

### 2. Applicability of new and revised Ind AS

#### (a) Amendments to Ind AS that are notified and adopted by the Group

As per Companies (Indian Accounting Standards) (Amendment) Rules, 2017 dated March 17, 2017, Ministry of Corporate Affairs ("MCA") has notified amendments to two new standards namely Ind AS 102 Share-based Payment and Ind AS 7 Statement of Cash Flows which have become effective from April 1, 2017.

During current period, there are no share based payment transactions and hence Ind AS 102 is not applicable to the Group.

Further, amendment to Ind AS 7 pertains to additional disclosure requirement such as "An entity will be required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes."

Relevant disclosures in this regard has been provided in foot note (e) to note 15 on Borrowings.

#### (b) New standard issued but not yet effective

MCA on March 28, 2018 notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the "Rules"). The Rules notify the new revenue standard Ind AS 115, Revenue from Contracts with Customers and also bring in amendment to existing Ind AS. The Rules shall be effective from reporting periods beginning on or after April 1, 2018.

- New revenue standard Ind AS 115 supersedes the existing standards Ind AS 18 - "Revenue" and Ind AS 11 - "Construction Contracts". The new standard provides a control-based revenue recognition model and provides a five step application principle to be followed for revenue recognition:
  - i. Identification of the contracts with the customer
  - ii. Identification of the performance obligations in the contract
  - iii. Determination of the transaction price
  - iv. Allocation of transaction price to the performance obligations in the contract (identified in step ii)
  - v. Recognition of revenue when the Company satisfies a performance obligation.
- Appendix B, (Foreign Currency Transactions and Advance Considerations) to Ind AS 21, "The Effects of Changes in Foreign Exchange Rates" has been notified. The appendix clarifies that the date of the transaction, for the purpose of determining the exchange rate to use on initial recognition of related asset, expense or income, should be the date on which an entity has received or paid an advance consideration in a foreign currency.

The management is assessing the impact of the aforesaid amendments on the Group's financial information.

### 3. Significant accounting policies

#### (a) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its consolidated financial statements following the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 in respect of section 133 of the Companies Act 2013. Accordingly, the Company has prepared these Consolidated Ind AS Financial Statements which comprise the Consolidated Balance sheet as at March 31, 2018, Consolidated Statement of Profit and Loss, Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended March 31, 2018 and significant accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Ind AS Financial Statements").

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### (b) Basis of preparation and presentation

The consolidated financial statements of the Company upto the year ended March 31, 2017, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and other relevant provisions of the Act. These consolidated financial statements are the first Ind AS financial statements of the Group and have been approved for issue by the Board of Directors at their meeting held on May 25, 2018. The date of transition to Ind AS is April 1, 2016.

The comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 prepared in accordance with Ind AS included in these Consolidated Ind AS Financial Statements has been audited by PKF Sridhar & Santhanam LLP, the predecessor auditor, vide their report dated May 25, 2018.

The Group has adopted all issued Ind AS standards, as applicable, and the adoption was carried out in accordance with Ind AS 101. The transition was carried out from the Previous GAAP to Ind AS. An explanation of how the transition to Ind AS has affected the reported consolidated financial position and consolidated financial performance of the Group is provided in Note 38. This note includes reconciliations of equity and total comprehensive income for comparative year under Indian GAAP to those reported under Ind AS. Also, refer note 3(s) below for the details of first-time adoption exemptions availed by the Group.

The accounting policies as set out below have been applied consistently to all the periods presented in these consolidated financial statements.

The functional currency of the Company, its associate and a joint venture company is determined to be Indian Rupees. The amounts in the Consolidated Ind AS Financial Statements are also presented in Indian Rupees in lac as permitted by Schedule III to the Companies Act, 2013. Per share data is presented in Indian Rupees rounded to two decimal places.

The Consolidated Ind AS Financial Statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Ind AS Financial Statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

### (c) Basis of consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The Company reassesses as whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed-off during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

The consolidated financial statements of the Group combine financial statements of the Parent and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Group.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed off the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### **(d) Investments in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The results and assets and liabilities of associates or joint ventures are incorporated in these Consolidated Ind AS Financial Statements using the equity method of accounting from the date on which the investee becomes an associate or a joint venture. Under the equity method, an investment in an associate or a joint venture is initially recognised in the Consolidated Balance Sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### (e) Revenue recognition

Revenue is recognised based on nature of activity when consideration can be reasonably measured and recovered with reasonable certainty. Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer rebates and other similar allowances.

#### (i) Revenue from logistics service operations

- a) Ocean freight, charter hire income from transportation of cargo by inland and international waterways respectively is recognised following the proportionate completion method on time basis.
- b) Income from transportation of cargo by road / rail is recognised upon delivery to load port or final place of delivery, as applicable.
- c) In case of end-to end logistics services under multimodal transport, the revenue is recognised following the proportionate completion method on time basis for each mode.
- d) Terminal handling charges and ancillary income related to load port and discharge port are recognised on loading / unloading of the container at the load port and discharge port respectively.
- e) Other operating income from documentation charges and crane handling charges is recognised upon delivery of such services to the customers.

#### (ii) Dividend income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

#### (iii) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### (f) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Historical cost comprises its purchase price net of any trade discounts and rebates, import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying asset.

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

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the expected usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Class of assets	Useful lives in years
Dry-dock component of fleet	2.5 years
Containers	15 years
Trailers	10 years
Mobile handsets	3 years
Computers	3-6 years

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life for that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

### (g) Intangible assets

Intangible assets purchased are carried at cost as of the date of acquisition less accumulated amortisation and accumulated impairment losses, if any. Intangible asset in the nature of computer software is amortised on a straight line basis over the estimated useful life of 4 to 6 years.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Consolidated Statement of Profit and Loss.

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date.

### (h) Foreign exchange transactions

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Consolidated Statement of Profit and Loss.

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

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for the exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

Exchange difference arising on settlement / restatement of long-term foreign currency monetary items recognized in the consolidated financial statements for the year ended March 31, 2017 prepared under Previous GAAP, are capitalized as a part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the foreign subsidiaries of an associate company are translated into INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Group's share in exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

### (i) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

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

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

### (j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax:

The Company has opted for Tonnage Tax in respect of shipping income. Current tax for the current period is the aggregate of Tonnage Tax on shipping income determined in accordance with the provisions of Section 115VT of the Income Tax Act, 1961 ("IT Act") and tax on non-shipping income determined based on taxable income and tax credits computed in accordance with the relevant provisions of IT Act.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

#### Deferred tax:

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 are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

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

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.

Current and deferred tax is recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting of a business combination, the tax effect is included in the accounting for the business combination.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### (k) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

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

Contingent liabilities exist 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 Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

### (l) Employee benefits

#### (i) Short-term employee benefits:

Benefits accruing to on-shore employees in respect of wages, salaries, compensated absences and estimated cost of bonus which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method at the present value of the estimated future cash flow expected to be made by the Group in respect of services provided by employees up to the reporting date.

In respect of off-shore employees benefits accruing in the nature of salaries are reported as expenses during the year in which the employee performs the related service. The Group does not provide benefits in the nature of bonus or compensated absences to off-shore employees.

#### (ii) Retirement benefit costs and termination benefits

##### Defined contribution plans:

The eligible on-shore employees of the Group are entitled to receive benefits under the provident fund scheme, which is in substance, defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

As per the Company's agreement with National Union Seafarers of India under Section 101 of the Merchant Shipping Act, 1958, the Company, in respect of its off-shore employees, makes monthly contribution towards provident fund and annuity at a specified percentage of the covered employees' salary (currently 12% of basic salary and 10% basic salary respectively) under Seamen's Provident Fund Act and towards gratuity at 12% of basic salary to Seafarers Welfare Fund Society. Payment to these funds are regarded as contribution to defined contribution retirement benefits plans as the Company's liability is restricted to the contribution made to these funds and recognised as an expense when employees have rendered the services entitling them to the contribution.

##### Defined benefit plans:

The Group's liabilities towards gratuity to on-shore employees is determined using the projected unit credit method, with actuarial valuations being carried out on yearly basis.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Consolidated Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in other equity and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Group presents the first two components of defined benefit costs in the Consolidated Statement of Profit and Loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The defined benefit obligation recognised in the Consolidated Balance Sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of termination benefit and when the entity recognises any related restructuring costs.

### (m) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax of the Group as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### (n) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### Company as a lessor:

Rental income from operating leases is recognised on straight line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight line basis over the lease term.

#### Company as a lessee:

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Consolidated Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the Consolidated Statement of Profit or Loss.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease.

### (o) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in the profit or loss in the period in which they become receivable.

### (p) Accounting and reporting of information for Operating Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") in the Group to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

### (q) Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make sale.

Cost of inventories include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories of fuel oil, lube oil and victualling stock is determined on first-in-first-out basis. Store and spares is charged off to the Consolidated Statement of Profit and Loss upon receipt on vessel.

### (r) Financial instruments

Financial assets and financial liabilities are recognised when Group becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Consolidated Statement of Profit and Loss.

#### (a) Non-derivative financial instruments:

##### i) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

##### ii) Financial assets carried at amortised cost

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

##### iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are 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 assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Consolidated Statement of Profit and Loss.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

**v) Equity instruments**

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

**vi) Financial liabilities at amortized cost**

Financial liabilities are measured at amortised cost using the effective interest 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.

**(b) Impairment:**

**i) Financial assets:**

The Group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

The Group assessed the expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on the Group's past history of recovery, credit worthiness of the counter party and existing market conditions.

**ii) Non-financial assets:**

**Property, plant and equipment:**

Property, plant and equipment and intangible assets with finite lives are evaluated for recoverability wherever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Consolidated Statement of Profit and Loss.

**(c) De-recognition of financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expires or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Consolidated Statement of Profit and Loss.

A financial liability (or a part of a financial liability) is derecognised from the Group's Consolidated Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Consolidated Statement of Profit and Loss.

**(d) Derivative financial instruments**

The Group enters into derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Consolidated Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedged item and hedging relationship.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

**(e) Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**(f) Fair value of financial instruments:**

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value and such value may never actually be realised.

**(g) Hedge accounting**

The Group designates certain hedging instruments, which include derivatives in respect of foreign currency, as either cash flow hedge or fair value hedge. Hedges of foreign currency risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to hedged risk.

**(i) Fair value hedges**

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognized in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the designated portion of hedging instrument and the change in the hedged item attributable to hedged risk are recognized in profit or loss in the line item relating to the hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

**(ii) Cash flow hedges**

The effective portion of changes in fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains or losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

**(s) First time adoption:**

The Group has prepared the opening Consolidated Balance Sheet as per Ind AS as of April 1, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in the measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions, as detailed below.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

**i. Deemed cost for property, plant and equipment and intangible assets:**

The Group has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP as its deemed cost as at the date of transition.

**ii. De-recognition of financial assets and financial liabilities**

The Group has applied the de-recognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after the transition date.

**iii. Designation of previously recognised financial instruments**

The Group has designated financial liabilities and financial assets at fair value through profit or loss on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

**iv. Impairment of financial assets**

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**v. Classification of debt instruments**

The Group has determined the classification of debt instruments (asset) in terms of whether they meet the amortised cost or the fair value through other comprehensive income (FVTOCI) criteria based on the facts and circumstances that existed as of the transition date.

**vi. Long term foreign currency monetary item:**

The Group has continued with the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the consolidated financial statements prepared under Previous GAAP as at and for the year ended March 31, 2017.

**4. Key sources of estimation uncertainty and critical accounting judgements:**

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, and, income and expenses that are not readily apparent from other sources. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the company's accounting policies and that have the most significant effect on the amount recognised in the consolidated financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**i. Revenue recognition:**

The Group recognises unfinished voyage income and related expenses based management's estimates on the average number of days required to complete the voyage from the port of origin for the voyage to the port of destination given its operational performance during the year. The actual travel time per voyage may differ leading to differences in unfinished voyage income and expenses to be recognised for voyages in-transit at the end of the period.





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### ii. Useful lives and residual values of property, plant and equipment:

As described in note 3(f) above, the management reviews the useful lives of property, plant and equipment at least once a year. Such lives for fleet are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs, historical planned and scheduled maintenance, the operating condition of the vessel etc. Accordingly, depreciable lives are reviewed annually using the best information available with the Management.

Residual values is estimated based on the steel scrap rate applied to the light weight of each vessel at the end of each financial year.

It is possible that the estimates made based on existing experience are different to the actual outcomes within the following financial periods and could cause a material adjustment to the carrying amount or depreciation charge on Property, Plant and Equipment.

### iii. Contingencies:

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in Note 32 but are not recognized. Group's assessment of exposure to contingencies could change as new developments occur or more information becomes available. The outcome of the contingencies could vary significantly and could materially impact the Group's results and financial position.

### iv. Expected credit losses:

The Group assesses its expected credit losses at each reporting date. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Key assumptions applied are experience (including comparisons of the relative age of accounts and consideration of actual write-off history), customer creditworthiness, changes in customer payment terms, the estimated debt recovery rates and future market conditions that could affect recovery. The actual level of debt collected may differ from the estimated levels of recovery.

### v. Defined benefit plans:

The cost of defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations and mortality rates etc. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

### vi. Fair value measurements

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

# NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

for the Year Ended March 31, 2018

## 5. PROPERTY, PLANT AND EQUIPMENT

(₹ in lac)

PARTICULARS	Fleet	Dry Dock Component of Fleet	Containers	Containers on finance lease (refer note 32 (b))	Furniture and Fixtures	Office Equipment	Computers	Trailer (Commercial Vehicle)	Vehicles	Total
At cost (deemed cost refer footnote (i) below)										
<b>Balance as at April 01, 2016</b>	<b>24,550</b>	<b>518</b>	<b>1,068</b>	<b>1,205</b>	<b>158</b>	<b>37</b>	<b>52</b>	<b>1,028</b>	<b>125</b>	<b>28,741</b>
Additions	5,402	1,411	129	406	9	7	10	279	-	7,653
Disposals	(4,074)	(261)	(4)	-	-	(0)	-	-	-	(4,339)
Effect of foreign currency exchange differences	(257)	(0)	-	(12)	-	-	-	-	-	(269)
Derecognised on disposal / loss of control of subsidiaries	-	-	(1,193)	(1,599)	(105)	(31)	(51)	(1,307)	(102)	(4,388)
<b>Balance as at March 31, 2017</b>	<b>25,621</b>	<b>1,668</b>	<b>-</b>	<b>-</b>	<b>62</b>	<b>13</b>	<b>11</b>	<b>-</b>	<b>23</b>	<b>27,398</b>
Additions	12,742	2,102	-	-	-	1	6	-	96	14,947
Disposals	(1,270)	(258)	-	-	-	-	-	-	(22)	(1,550)
Effect of foreign currency exchange differences	19	-	-	-	-	-	-	-	-	19
<b>Balance as at March 31, 2018</b>	<b>37,112</b>	<b>3,512</b>	<b>0</b>	<b>0</b>	<b>62</b>	<b>14</b>	<b>17</b>	<b>0</b>	<b>97</b>	<b>40,814</b>
<b>Accumulated depreciation and impairment</b>	-	-	-	-	-	-	-	-	-	-
<b>Balance as at April 01, 2016</b>	-	-	-	-	-	-	-	-	-	-
Depreciation expense	1,276	455	56	65	22	16	18	159	21	2,088
Eliminated on disposal / loss of control of subsidiaries	-	-	(54)	(66)	(13)	(9)	(14)	(161)	(15)	(332)
Eliminated on disposal of assets	(425)	(260)	(2)	1	0	(0)	(1)	2	0	(685)
<b>Balance as at March 31, 2017</b>	<b>851</b>	<b>195</b>	<b>-</b>	<b>-</b>	<b>9</b>	<b>7</b>	<b>3</b>	<b>-</b>	<b>6</b>	<b>1,071</b>
Depreciation expense	758	1,118	-	-	9	5	3	-	9	1,902
Eliminated on disposal of assets	(330)	(258)	-	-	-	-	-	-	(9)	(597)
<b>Balance as at March 31, 2018</b>	<b>1,279</b>	<b>1,055</b>	<b>-</b>	<b>-</b>	<b>18</b>	<b>12</b>	<b>6</b>	<b>-</b>	<b>6</b>	<b>2,376</b>
Carrying value	-	-	-	-	-	-	-	-	-	-
<b>Balance as at April 1, 2016</b>	<b>24,550</b>	<b>518</b>	<b>1,068</b>	<b>1,205</b>	<b>158</b>	<b>37</b>	<b>52</b>	<b>1,028</b>	<b>125</b>	<b>28,741</b>
<b>Balance as at March 31, 2017</b>	<b>24,770</b>	<b>1,473</b>	<b>-</b>	<b>-</b>	<b>53</b>	<b>6</b>	<b>8</b>	<b>-</b>	<b>17</b>	<b>26,327</b>
<b>Balance as at March 31, 2018</b>	<b>35,833</b>	<b>2,457</b>	<b>-</b>	<b>-</b>	<b>44</b>	<b>2</b>	<b>11</b>	<b>-</b>	<b>91</b>	<b>38,438</b>

Footnotes :

- The Company has elected to continue with the carrying amount (net block) measured as per the Previous GAAP and used it as the deemed cost as at April 1, 2016 (gross block).
- Certain property, plant and equipment have been pledged against borrowings, the details relating to which have been described in Note 15.





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 5(B). Intangible assets

(₹ in lac)

PARTICULARS	Computer Software
<b>At cost (deemed cost refer note (a) below)</b>	
<b>Balance as at April 01, 2016</b>	13
Additions	-
Derecognised on loss of control of a subsidiary	(13)
<b>Balance as at March 31, 2017</b>	-
Additions	-
Disposals	-
<b>Balance as at March 31, 2018</b>	-
<b>Accumulated amortisation</b>	
<b>Balance as at April 01, 2016</b>	-
Amortisation expense	2
Eliminated on loss of control of a subsidiary	(2)
<b>Balance as at March 31, 2017</b>	-
Amortisation expense	-
<b>Balance as at March 31, 2018</b>	-
<b>Carrying amount</b>	
<b>Balance as at April 01, 2016</b>	<b>13</b>
<b>Balance as at March 31, 2017</b>	-
<b>Balance as at March 31, 2018</b>	-

### Footnote:

- a. The Group has elected to use the carrying amount (net block) measured as per the Previous GAAP as deemed cost (gross block) as at April 01, 2016 i.e transition date.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 6. INVESTMENTS

(₹ in lac)

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
<b>(A) Non-Current</b>						
<b>(i) Investment in equity instruments accounted using equity method</b>						
<b>(a) Investment in an associate :</b>						
Avana Logistek Limited (formerly known as Shreyas Relay Systems Limited)	3,500,000	14,826	3,500,000	13,415	-	-
<b>(b) Investment in a joint venture:</b>						
Shreyas-Suzue Logistics (India) Private Limited (refer note 37 B)	500,000	45	-	-	-	-
<b>Total investments accounted for using the equity method [ (a) + (b) ]</b>		<b>14,871</b>		<b>13,415</b>		<b>-</b>
<b>(ii) Investment measured at fair value through profit or loss</b>						
<b>(c) Investment in other equity shares:</b>						
Orient Express Ship Management Ltd.	15,000	9	15,000	9	15,000	23
<b>(d) Investment in mutual funds</b>		2,064		3,933		5,224
<b>Total investment measured at fair value through profit or loss [ (c) + (d) ]</b>		<b>2,073</b>		<b>3,942</b>		<b>5,247</b>
<b>TOTAL [ (i) + (ii) ]</b>		<b>16,944</b>		<b>17,357</b>		<b>5,247</b>
<b>(B) Current</b>						
<b>(i) Investment in mutual funds:</b>						
(At fair value through profit or loss)		767		707		1,415
<b>TOTAL</b>		<b>767</b>		<b>707</b>		<b>1,415</b>
<b>Aggregate carrying amount of unquoted investments</b>		<b>17,711</b>		<b>18,064</b>		<b>6,662</b>

## 7. OTHER FINANCIAL ASSETS

(₹ in lac)

PARTICULARS	As at	As at	As at
	March 31, 2018	March 31, 2017	April 01, 2016
<b>(a) Non-current</b>			
Bank deposits with maturity of more than 12 months as at the balance sheet date (restricted cash)			
- Lien against borrowings	508	462	293
- Margin money deposits against bank guarantees	50	30	38
- Others (pledged with customs authorities)	19	3	71
Security deposits	9	4	45
Interest rate swap not designated in hedge accounting relationship	22	-	-
	<b>608</b>	<b>499</b>	<b>447</b>
<b>(b) Current</b>			
Claims receivable	-	19	51
Interest accrued on fixed deposits	58	46	34
Earnest money deposit	-	-	144
Unbilled revenue	257	-	323
Other receivables	267	106	103
	<b>582</b>	<b>171</b>	<b>655</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 8. OTHER ASSETS

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Non-current</b>			
Capital advances	34	168	-
Deposits	-	-	4
Other advances	-	-	2
Prepaid expenses	-	-	3
	<b>34</b>	<b>168</b>	<b>9</b>
<b>Current</b>			
Advances to related parties	155	166	200
Prepaid expenses	15	18	75
Unfinished voyage expenses*	54	192	74
Export credit entitlements	40	310	549
Advances to others - considered good	1,823	1,598	379
Claims receivable	-	-	3
Others	42	420	170
	<b>2,129</b>	<b>2,704</b>	<b>1,450</b>

\* Expense relates to expenses of unfinished legs as at the balance sheet date

## 9. INVENTORIES

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Inventories ( at lower of cost or net realisable value)</b>			
Fuel oil	1,826	957	665
Lube oils	416	338	363
Victualling stock	29	18	17
	<b>2,271</b>	<b>1,313</b>	<b>1,045</b>

## 10. TRADE RECEIVABLES

(₹ in lac )

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Trade receivables</b>			
Unsecured, considered good	14,075	9,110	11,472
Unsecured, considered doubtful	35	35	189
Less: Allowance for doubtful debts (expected credit loss allowance)	(35)	(35)	(189)
	<b>14,075</b>	<b>9,110</b>	<b>11,472</b>

### Movement of allowance for expected credit loss

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
Balance at beginning of the year	35	189
Addition/(reversal) during the year	-	2
Derecognised on disposal/loss of control of subsidiaries	-	(156)
Balance at end of the year	<b>35</b>	<b>35</b>

The credit period on services rendered ranges from 30 to 60 days generally without security.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 11. CASH AND CASH EQUIVALENTS

(₹ in lac)

PARTICULARS	As at		As at	
	March 31, 2018		March 31, 2017	
Cash in hand		10		4
Balances with banks				
In current accounts		347		959
In deposit accounts (Original maturity less than 3 months)		366		14
		<b>723</b>		<b>977</b>
				<b>652</b>

## 12. OTHER BANK BALANCES

(₹ in lac)

PARTICULARS	As at		As at	
	March 31, 2018		March 31, 2017	
Unclaimed dividend accounts		30		26
In deposit accounts (Original maturity more than 3 months but less than 12 months)		17		43
		<b>47</b>		<b>69</b>
				<b>79</b>

## 13. EQUITY SHARE CAPITAL

(₹ in lac)

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No of shares	Amount	No of shares	Amount	No of shares	Amount
<b>Authorised share capital</b>						
Equity shares of ₹ 10 each	2,40,00,000	2,400	2,40,00,000	2,400	2,40,00,000	2,400
<b>Issued, subscribed and fully paidup share capital</b>						
Equity shares of ₹ 10 each	21,957,533	2,196	21,957,533	2,196	21,957,533	2,196

### 13.1 Reconciliation of number of equity shares and share capital

(₹ in lac)

PARTICULARS	As at March 31, 2018		As at March 31, 2017	
	No of shares	Amount	No of shares	Amount
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	21,957,533	2,196	21,957,533	2,196
Movement during the year	-	-	-	-
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	21,957,533	2,196	21,957,533	2,196

### 13.2 Terms and Rights attached to Equity Shares

- (a) The Company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder of equity shares is entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
- (b) In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

### 13.3 Shareholders holding more than 5% share in the Company as setout below :

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
<b>Fully paid equity shares</b>						
(a) Transworld Holdings Limited (the Holding Company)	12,351,650	56.25%	12,351,650	56.25%	12,351,650	56.25%
(b) Mithila V Mahesh	1,167,325	5.32%	1,167,325	5.32%	1,167,325	5.32%
(c) Anisha Valli Ramakrishnan	1,167,325	5.32%	1,167,325	5.32%	1,167,325	5.32%



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 14. OTHER EQUITY

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Reserves and surplus:</b>			
General reserve	1,717	1,717	1,717
Securities premium reserve	3,823	3,823	3,823
Capital redemption reserve	1,300	1,300	1,300
Tonnage tax reserve	1,550	475	950
Tonnage tax utilisation reserve	6,000	5,525	4,575
Retained earnings	26,536	19,046	10,500
<b>(b) Other comprehensive income</b>			
Cash flow hedging reserve	(864)	(752)	(1,148)
Foreign currency translation reserve	(18)	-	-
	<b>40,044</b>	<b>31,134</b>	<b>21,717</b>

### Nature and Purpose of other reserves

- (a) **Capital redemption reserve:** The Companies Act provides that Companies redeeming preference shares at face value or nominal value is required to transfer an equivalent amount into capital redemption reserve. This reserve can be used to issue fully paid up bonus shares to the shareholders of the Company.
- (b) **Securities premium reserve:** The amount received in excess of face value of equity shares is recognised in share premium reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.
- (c) **Tonnage tax reserve:** The reserve is a statutory reserve as per requirements of section 115VT of the Income Tax Act, 1961 for the purpose of complying with the conditions of tonnage tax scheme.
- (d) **Tonnage tax utilisation reserve:** The tonnage tax utilisation reserve represents the utilisation of tonnage tax reserve created as per requirements of section 115VT of the Income Tax Act, 1961 for the purpose of purchase of vessel.
- (e) **General reserve:** The Company created a general reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to general reserve before declaring dividends. The provisions of the Companies Act 2013, do not mandate transfer of profits to general reserve. General reserve is a free reserve available for distribution subject to compliance with the Companies (Declaration and Payment of Dividend) Rules, 2014.
- (f) **Retained earnings:** Retained earnings comprise balances of accumulated (undistributed) profit and loss at each year end.
- (g) **Cash flow hedging reserve:** Cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated hedging instruments entered into for cash flow hedges, which shall be reclassified to the Consolidated Statement of Profit and Loss only when the hedged transaction affects the profit or loss.
- (h) **Foreign currency translation reserve :** Group's share in exchange differences relating to translation of the reserves of the foreign operations of an associate from their functional currencies to the Group's presentation currency (i.e INR) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve.

## 14(A). Non controlling interests

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
Balance as at the beginning of the year	-	108
Adjustment on disposal of a subsidiary (refer note 31)	-	(108)
<b>Balance as at the end of the year</b>	<b>-</b>	<b>-</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 15. BORROWINGS

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Non-current (at amortised cost)</b>			
<b>Secured - (refer note (a) below)</b>			
(i) Term loan from banks	21,600	14,149	12,809
(ii) Other loans	-	-	50
(iii) Finance lease obligations (refer note 32(b))	-	-	1,087
<b>Unsecured</b>			
(i) Term loan from related party	-	-	100
Less: current maturities of long-term borrowings (refer note 16)	(4,263)	(2,782)	(2,273)
<b>Total non-current borrowings</b>	<b>17,337</b>	<b>11,367</b>	<b>11,773</b>
<b>(b) Current (at amortised cost)</b>			
<b>Secured</b>			
(i) Working capital loans from banks (refer note (b) below)	4,629	3,448	6,151
(ii) Loan repayable on demand from banks (bank overdraft) (refer note (d) below)	-	-	116
<b>Unsecured</b>			
(i) Non-convertible, cumulative, redeemable preference share capital (refer note (c) below)	-	-	1,000
<b>Total current borrowings</b>	<b>4,629</b>	<b>3,448</b>	<b>7,267</b>

### a) Nature of security and terms of repayment for secured loan availed from banks

(₹ in lac)

Sr. No.	Particulars	Terms of repayment	Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till June, 2022	First charge on vessel - SSL Mumbai	981	1,202	1,470
2	Term loan from bank	3 month LIBOR + 330 bps, foreign currency term loan repayable in equal quarterly installments till July, 2020	First charge on vessel - SSL Kochi and SSL Kutch	2,562	-	-
3	Term loan from bank	6 month LIBOR + 425 bps, foreign currency term loan repayable in equal quarterly installments till December, 2021	First charge on vessel - SSL Gujarat and lien over mutual funds investments ₹ 11.60 crores	1,579	1,954	2,309
4	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till January, 2023	First charge on vessel - SSL Bharat	2,423	2,881	3,454
5	Term loan from bank	3 month LIBOR + 320 bps, foreign currency term loan repayable in equal quarterly installments till March, 2021	First charge on vessel - SSL Visakhapatnam	770	1,047	1,305
6	Term loan from bank	6 month LIBOR + 325 bps, foreign currency term loan repayable in equal quarterly installments till February, 2022	First charge on vessel - SSL Delhi and lien over mutual funds investments ₹ 11.60 crores	1,549	1,916	-





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Sr. No.	Particulars	Terms of repayment	Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
7	Term loan from bank	6 month LIBOR + 350 bps, foreign currency term loan repayable in equal quarterly installments till March, 2024	First charge on vessel - SSL Kolkata	1,603	1,862	-
8	Term loan from bank	3 month LIBOR + 290 bps, foreign currency term loan repayable in equal quarterly installments till September, 2024	First charge on vessel - SSL Sabarimalai	2,171	-	-
9	Term loan from bank	6 month LIBOR + 325 bps, foreign currency term loan repayable in equal quarterly installments till September, 2024	First charge on vessel - SSL Balaji and SSL Brahmaputra and collateral security vessel -SSL Chennai	5,543	-	-
10	Buyers' Credit Facility	12 month LIBOR + 67 bps, Buyer's credit facility for three years to be converted into FCTL repayable in equal quarterly installments from Oct, 2020 till July, 2023	First charge on vessel - SSL Ganga	1,796	-	-
11	Term loan from bank	Interest @ I- Base + 290 bps Rupees term loan repayable in equal quarterly installment till July 2020.	First charge on vessel - SSL Kochi and SSL Kutch.	549	-	-
12	Term loan from bank	Interest @ I- Base + 290 bps Rupees term loan repayable in equal quarterly installment till July 2020.	First charge on vessel - SSL Kochi and SSL Kutch and collateral charges over vessel SSL Sagarmala	-	3,287	3,730
13	Term loan from bank	Rupee term loan repayable in EMI till Oct, 2022	Audi Q7	74	-	-
14	Term loan from bank	11.10% secured term loan repayable in equal monthly instalments till 15.10.16	first pari passu charge on 2 specific trailers	-	-	7
15	Term loan from bank	10.32% secured term loan repayable in equal monthly instalments till 1.09.16	first pari passu charge on 5 specific trailers	-	-	18
16	Term loan from bank	10.25% secured term loan repayable in equal monthly instalments from 1.10.12 to 1.09.16	first pari passu charge on 5 specific trailers	-	-	18
17	Term loan from bank	9.85% secured term loan repayable in equal monthly instalments from 15.5.15 to 15.4.20	first pari passu charge on 29 specific trailers	-	-	499
18	Other loans	10.55% secured other loan from a financial institution	first pari passu charge on BMW car	-	-	50
19	Finance lease obligations	4.78% repayable in monthly installments from 30.9.15 to 31.8.20	first pari passu charge on 1000 container	-	-	1,087
				<b>21,600</b>	<b>14,149</b>	<b>13,947</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

- b) Working capital loans are secured by hypothecation of all current assets (present and future) of the Group.
- c) 10,000,000 non-convertible, cumulative, redeemable preference shares carrying interest rate of 9.5% per annum.
- d) Overdraft from banks, repayable on demand, were secured by first charge on all book debts and current assets of a subsidiary.

### e) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Consolidated Statement of cash flows as cash flows from financing activities:

(₹ in lac)

Particulars	As at March 31, 2017	Financing cash flows (net)	Non-cash changes		As at March 31, 2018
			Foreign exchange rate difference	Other changes	
Term loans from banks	14,149	6,567	229	655	21,600
Working capital loans from banks	3,448	1,181	-	-	4,629
	<b>17,597</b>	<b>7,748</b>	<b>229</b>	<b>655</b>	<b>26,229</b>

### 16. OTHER FINANCIAL LIABILITIES

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>(a) Non-Current</b>			
a) Foreign currency forward contracts designated in hedge accounting relationship	-	751	1,148
	<b>-</b>	<b>751</b>	<b>1,148</b>
<b>(b) Current</b>			
a) Current maturities of long-term borrowings (refer note 15)			
- Term loan from banks	4,263	2,782	2,034
- Finance lease obligations	-	-	226
- Other loans	-	-	13
b) Interest accrued but not due on borrowings	152	54	15
c) Unclaimed dividend	30	26	21
d) Payable for capital purchases	266	648	-
e) Employee related liabilities	489	351	281
f) Accrued dividend on preference shares	-	-	95
	<b>5,200</b>	<b>3,861</b>	<b>2,685</b>

### 17. PROVISIONS

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Non-current</b>			
Provision for gratuity (refer note 34)	-	5	54
	<b>-</b>	<b>5</b>	<b>54</b>
<b>Current</b>			
Provision for compensated absences	68	59	134
Provision for performance bonus	-	-	74
Provision for dividend distribution tax	-	-	19
	<b>68</b>	<b>59</b>	<b>227</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 18. DEFERRED TAX LIABILITIES (NET)

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deferred tax liabilities (net) (refer note 35)	2,916	2,572	130
	<b>2,916</b>	<b>2,572</b>	<b>130</b>

## 19. TRADE PAYABLES

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(a) Due to micro and small enterprises (refer note 33)	9	12	6
(b) Other payables	5,180	3,872	4,177
	<b>5,189</b>	<b>3,884</b>	<b>4,183</b>

## 20. OTHER CURRENT LIABILITIES

(₹ in lac)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(a) Advance from Customers	1	3	30
(b) Statutory Liabilities	107	381	296
(c) Unfinished Voyage income	380	490	970
	<b>488</b>	<b>874</b>	<b>1,296</b>

## 21. REVENUE FROM OPERATIONS

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
<b>Sales of services</b>		
(a) Ocean freight income	51,136	68,649
(b) Charter hire income	679	455
(c) Multimodal freight income	1,790	-
(d) Income from export credit entitlements	5	361
(e) Trailer income	-	1,103
(f) Other operating income	449	1,192
	<b>54,059</b>	<b>71,760</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 22. OTHER INCOME

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Interest income earned on financial assets that are not designated as at FVTPL		
- Interest income on deposits with banks	44	49
(b) Interest income on income tax refund	-	42
(c) Dividend from mutual fund investments	116	290
(d) Gain arising on mutual funds designated as at FVTPL	54	-
(e) Net gain on disposal of mutual fund investments designated as at FVTPL	11	168
(f) Liabilities no longer payable written back	30	13
(g) Dividend income	53	-
(h) Interest on delay in receipts of proceeds from sale of non current investment	-	7
(i) Net gain on foreign currency transactions and translation	11	-
(j) Gain arising on interest rate swap not designated in hedge accounting relationship	22	-
(k) Other miscellaneous income	18	8
	<b>359</b>	<b>577</b>

## 23. EMPLOYEE BENEFITS EXPENSE

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
<b>Floating Staff</b>		
(a) Salaries, Wages & Other Allowances For Floating Staff	5,326	3,912
(b) Contribution To Provident Fund For Floating Staff (refer note 34)	80	41
(c) Staff Welfare For Floating Staff	49	26
<b>Shore Staff</b>		
(a) Salaries and bonus	764	1,607
(b) Contribution to provident fund and gratuity (refer note 34)	52	97
(c) Staff welfare	46	45
	<b>6,317</b>	<b>5,728</b>

## 24. FUEL, LUBE OIL AND FRESH WATER COST

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Fuel oil	12,881	7,970
(b) Gas oil	1,328	1,581
(c) Lube oil	981	1,070
(d) Fresh water	141	127
	<b>15,331</b>	<b>10,748</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 25. Other operation cost:

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Vessel management and agency fees	1,042	822
(b) Insurance and protection club fee	546	588
(c) Repairs and maintenance of fleet	456	414
(d) Crew victualling	341	259
(e) Other operating expenses	428	278
(f) Brokerage / commission	2	224
(g) Transportation expenses	471	11,345
(h) Terminal handling charges	-	11,220
(i) Freight forwarding / clearing expenses	-	559
(j) Container lease rent	-	2,625
(k) Other expenses	-	2,335
<b>Total of other operation Cost</b>	<b>3,286</b>	<b>30,669</b>

## 26. FINANCE COSTS

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
<b>Interest expenses on :-</b>		
(a) Interest expenses for financial liabilities not classified as at FVTPL :-		
- Interest on bank loans	1,185	1,235
- Other borrowing cost	92	68
(b) Finance lease charges	-	46
(c) Dividend on preference share capital	-	113
	<b>1,277</b>	<b>1,462</b>

## 27. OTHER EXPENSES

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Allowance for doubtful debts (expected credit loss)	-	2
(b) Professional and consultancy fees	72	388
(c) Rent	39	196
(d) Advertisement and business promotion	52	33
(e) Travelling and conveyance	77	194
(f) Communication expenses	18	54
(g) Auditors remuneration ( refer details below)	43	84
(h) Repairs and maintenance- other assets	12	82
(i) Vehicle lease rent (refer note 32 (b)(ii))	15	50
(j) Director's sitting fees	33	57
(k) Loss on sale/ discard of property, plant and equipment	13	2
(l) Insurance expenses	7	40
(m) Rates and taxes	5	6
(n) Net loss on foreign currency transactions and translations	-	46
(o) Corporate social responsibility expenditure (refer details below)	20	11
(p) Loss arising on equity shares / mutual funds designated as at FVTPL	-	68
(q) Expenses of export credit entitlements	274	-
(r) Hedge ineffectiveness on cash flow hedge	99	-
(s) Bad debts written off	-	82
(t) Other expenses	193	409
	<b>972</b>	<b>1,804</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

**Footnotes:****A) Payment to Auditors:**

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
A) Auditor's remuneration (excluding taxes):		
(a) Audit fees	31	64
(b) In other capacity		
- Tax audit fees	3	5
- Fees for certification	9	9
(c) Out of pocket expenses	0	6
<b>Total</b>	<b>43</b>	<b>84</b>

**B) Details of Corporate Social Responsibility ('CSR') Expenditure**

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Gross amount required to be spent	60	64
(b) Amount spent during the year		
(i) On construction/ acquisition of any asset	-	-
(ii) On purpose other than stated above	20	11

**28. EXCEPTIONAL ITEMS**

(₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
(a) Loss on sale of vessel	(129)	(2,320)
(b) Gain on loss of control over subsidiary (refer note 31)	-	12,430
	<b>(129)</b>	<b>10,110</b>

**29. EARNINGS PER SHARE**

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
Profit for the year attributable to owners of the Company (₹ in lac)	9,204	10,607
Weighted average number of equity shares outstanding during the year	21,957,533	21,957,533
Earnings per share (₹) - basic and diluted (face value ₹ 10/- per share)	41.92	48.31

**30. SEGMENT INFORMATION**

The Group has determined 'Sea Logistics' as its single reportable segment based on the information reviewed by the Group's Chief Operating Decision Maker (CODM).

The information relating to revenue from customers and location of its non-current assets of its single reportable segment is as under:

**a) Revenue from operations:**

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
With in India	47,264	62,430
Outside India	6,795	9,330
	<b>54,059</b>	<b>71,760</b>

**(b) Non-current assets**

All non-current assets other than financial instruments and deferred tax assets of the Group are located in India.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### (c) Information about major customers

Revenue from operations include revenue of ₹ 27,052 lac for the year ended March 31, 2018 (for the year ended March 31, 2017: ₹ 20,016 lac) from the single largest customer of the Group. No other single customer contributed 10% or more to the Group's revenue for the current and previous year.

### 31. Subsidiaries

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows:

Name of the subsidiary	Principal activity	Place of incorporation	Proportion of ownership interest and voting power held by the Group		
			As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
a) Avana Logistek Limited (refer footnote (i) below)	Non vessel operating common carrier	India	-	-	100%
b) SRS Freight Management Limited (refer footnote (ii) below)	Freight forwarding services	India	-	-	51.17%

Footnotes:

(i) On March 26, 2017, pursuant to allotment of equity shares by Avana Logistek Limited (formerly known as Shreyas Relay Systems Limited) to Transworld Holdings, Mauritius, in consideration for the acquisition of equity shares in Avana Global FZCO, Dubai (formerly known as Balaji Shipping Lines FZCO), the Group ceased to have control over Avana Logistek Limited. On and from that date, based on Management's evaluation that the Group exercises significant influence over Avana Logistek Limited, the Group has consolidated the financial results of Avana Logistek Limited using the equity method. Also, as of the date of loss of control, the Company recognized a gain of ₹ 12,430 lac which has been classified as an exceptional item. Therefore, the consolidated financial statements of the previous year may not be comparable to those of the current year.

Following revenue and expenses upto the date of losing control i.e. March 26, 2017 in Avana Logistek Ltd. forms part of the Consolidated Statement of Profit and Loss for the year ended March 31, 2017:

(₹ in lac)

PARTICULARS	Amount
Revenue	54,109
Expenses	53,336

Following assets and liabilities of Avana Logistek Ltd. as on March 26, 2017 have been derecognised from Consolidated Balance Sheet as on March 31, 2017:

(₹ in lac)

PARTICULARS	Amount
Non-current assets	41,280
Current assets	8,516
<b>Total Assets</b>	<b>49,796</b>
Non-current liabilities	1,442
Current liabilities	10,132
<b>Total Liabilities</b>	<b>11,574</b>

Gain associated with loss of control attributable to the former controlling interest in Avana Logistek Ltd. upon recognition of investment retained at its fair value in accordance with Ind AS 109 has been recognised in the consolidated Statement of Profit and Loss for the year ended March 31, 2017 as follows:

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

<b>PARTICULARS</b>	<b>Amount</b>
Revenue	12,430
Expenses	(2,560)
	<b>9,870</b>

- (ii) Pursuant to sale of shares on October 29, 2016 to BSL Freight Solutions Private Limited, SRS Freight Management Limited ceased to be subsidiary of the Company from that date.

### Gain on disposal of subsidiary

(₹ in lac)

<b>PARTICULARS</b>	<b>Amount</b>
Consideration received	212
Net assets disposed off	(300)
Non controlling interests (refer note 14.1)	108
	<b>20</b>

### Net cash inflow on disposal of subsidiary

<b>PARTICULARS</b>	<b>Amount</b>
Consideration received in cash and cash equivalents	212
Less: cash and cash equivalents balances disposed off	(37)
	<b>175</b>

## 32. Contingent liabilities and commitments

### a. Contingent liabilities

(₹ in lac)

<b>Particulars</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at April 01, 2016</b>
(i) Claims against the Group not acknowledged as debts:			
- Differential custom duty on conversion of fleet from foreign run to coastal run.	53	53	-
- Claim by a party for expenses incurred in connection with search and rescue operations and allied activities carried out for a vessel in distress during July, 2006 (recoverable from Insurance company)	-	306	306
- Others	-	-	15
(ii) Corporate guarantee given on behalf of Associate (including interest) (Subsidiary till March 26, 2017)	-	1,769	-
(iii) Bank guarantees	344	75	-
(iv) Share of contingent liabilities of an associate	2,899	2,750	-
<b>Total</b>	<b>3,296</b>	<b>4,953</b>	<b>321</b>

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

- parties are yet to raise claims on account of damages to the cargo, and
- there is uncertainty as to the outcome of pending appeals or motions or settlement proceedings;





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The Group's management does not believe, based on currently available information, that the outcomes of the above matters will have a material adverse effect on the Group's financial position, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such year. It is not practicable for the Group to estimate the timings of cash flows, if any, in respect of the above.

### b. Capital and other commitments

#### (i) Capital commitment

Share of estimated amount of contracts remaining to be executed on capital account and not provided for of an associate - ₹ 10 lac (as at March 31, 2017 and April 01, 2016 - ₹ Nil).

#### (ii) Other commitments

##### Finance lease commitments:

The Group has taken 1,000 Containers on finance lease for a period of 5 years with an option to purchase them at the end of lease tenure at a price sufficiently lower than fair value. Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

Particulars	(₹ in lac)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Future minimum lease payments (MLP)</b>			
a) Within one year	-	-	273
b) Later than one but not later than five years	-	-	934
c) Later than five years	-	-	-
<b>Present value of MLP</b>			
a) Within one year	-	-	226
b) Later than one but not later than five years	-	-	861
c) Later than five years	-	-	-
<b>Interest element of MLP</b>			
a) Within one year	-	-	47
b) Later than one but not later than five years	-	-	73
c) Later than five years	-	-	-

##### Operating lease commitments:

The Company's operating lease arrangements are in respect of containers, office premises and vehicles.

The Group has taken containers on cancellable lease and the lease rental mentioned in below table is charged to the Consolidated Statement of Profit and Loss. (₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
	Container lease rent	-

The Group has entered into cancellable and non-cancellable operating leasing arrangements for its various office premises and the lease rental expense recognised for cancellable and non-cancellable arrangements are mentioned in below table is charged to the Consolidated Statement of Profit and Loss. (₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
	Office lease rent	39

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The minimum future lease rentals payable in respect of non-cancellable lease period are as follows : (₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Within less than one year	-	-	96
Between one and five years	-	-	280
After more than five years	-	-	-

The Company has entered into cancellable operating lease arrangements for vehicles and the lease rental mentioned in below table is charged to the Consolidated Statement of Profit and Loss. (₹ in lac)

PARTICULARS	Year ended March 31, 2018	Year ended March 31, 2017
Vehicle lease rent	15	50
	<b>15</b>	<b>50</b>

33 i) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management.

ii) Disclosure under Micro, Small and Medium Enterprise Development Act, 2006:

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	Principal- ₹ 9 lac	Principal- ₹ 12 lac	Principal- ₹ 6 lac
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil	Nil
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### 34. Employee benefit plan

#### 34.1. Defined contribution plan

The Company's contribution to defined contribution plans are as under:

(₹ in lac)

Particulars	Deposited with	Year ended March 31, 2018	Year ended March 31, 2017
(a) On-shore employees			
(i) Provident fund	Employee's Provident fund organisation	44	74
(b) Off-shore employees			
(i) Provident fund	The Commission Seamen's Provident Fund office	49	14
(ii) Annuity		20	17
(iii) Gratuity	Seafarers Welfare Fund Society	11	10
<b>Total</b>		<b>124</b>	<b>115</b>

#### 34.2. Defined benefit plans

##### a) Gratuity (funded)

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity shall be payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years, or on the superannuation or resignation. However, in case of death of the employee, the minimum period of 5 years shall not be required. The amount of gratuity payable on termination/retirement is the employee last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years' service completed.

The amount included in the balance sheet arising from the entity's obligation in respect of gratuity is as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Present value of funded defined benefit obligation	217	151	243
Fair value of plan assets	(242)	(146)	(189)
Amount not recognized due to asset limit	1	-	-
<b>Net liability / (asset) arising from defined benefit obligation (refer note 17)</b>	<b>(24)</b>	<b>5</b>	<b>54</b>

Amounts recognised in Statement of Profit and Loss in respect of these defined benefits plans are as follows:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Service cost</b>		
Current service cost	9	20
Interest on net defined benefit liability/(assets)	(1)	3
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>8</b>	<b>23</b>

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Remeasurement on the net defined benefit liability due to:		
Actual return on plan assets less interest on plan assets	(10)	(7)
Actuarial (Gains)/losses arising from changes in financial assumptions	(15)	4
Actuarial (Gains)/losses arising from experience assumptions	73	7
Adjustment to recognise the effect of asset ceiling	1	-
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>49</b>	<b>4</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The current service cost and the net interest expense for the year are included in the "Employee benefits expense" line item in the Consolidated Statement of Profit and Loss.

The remeasurement of the net defined liability is included in other comprehensive income.

### Movements in the present value of the defined benefit obligations are as follows:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening defined benefit obligations	151	243
Current service cost	9	20
Interest cost	6	15
Remeasurement (gains)/losses:		
Actuarial (gains)/losses arising from changes in financial assumptions	(15)	7
Actuarial (gains)/losses arising from experience assumptions	73	7
Adjustment on disposal of a subsidiary	-	(135)
Benefits paid	(7)	(5)
Liabilities assumed / (settled)	-	(1)
<b>Closing defined benefit obligation</b>	<b>217</b>	<b>151</b>

### Movements in the fair value of the plan assets are as follows:

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening fair value of plan assets	146	189
Contribution from the employer	87	61
Interest income	7	12
Remeasurement gains/(losses)		
Actual return on plan assets less interest on plan assets	10	10
Adjustment on disposal of subsidiary		(120)
Benefits paid	(8)	(5)
Assets acquired / (settled)	-	(1)
<b>Closing fair value of plan assets</b>	<b>242</b>	<b>146</b>

The fair value of major categories of plan assets are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Insurer managed funds (managed by LIC of India)	242	146	189
	<b>242</b>	<b>146</b>	<b>189</b>

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	(Valuation as at)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Discount rate(s)	7.45%	6.80%	7.60%
Expected rate(s) of salary increase	5.00%	7.00%	7.00%

In assessing the Group's post retirement liabilities, the Group monitors mortality assumptions and uses up-to-date mortality tables, the base being the Indian assured lives mortality (2006-08) ultimate.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

The Group expects to contribute ₹ Nil ( for the year ended March 31, 2017 : ₹ 5 lac) to its gratuity plan for the next year.

Expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations after considering several applicable factors such as the composition of plan assets, investment strategy, market scenario, etc.

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

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Sensitivity analysis of significant actuarial assumptions: (₹ in lac)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 50 bps)	(3)	3	(3)	3
Salary growth rate (-/+ 50 bps)	3	(3)	3	(3)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years."

### b) Compensated absences (unfunded)

As per the Group's policy accumulated leave may be availed by an employee during the period of his service and may be encashed on separation (i.e due to death,retirement,separation or resignation). Compensated absences which are not expected to be encashed or availed within twelve months of the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

### (c) These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate,it will create a plan deficit. Currently the plan assets are managed by Life Insurance Corporation of India as part of their Group Gratuity Scheme.
Interest risk	A decrease in the government bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by 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 benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2018 by Mr. Arpan N. Thanawala, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation and the related current service costs and past service cost, are measured using the projected unit credit method.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 35. Deferred tax movement

(₹ in lac)

Deferred tax balances in relation to	As at March 31, 2017	Recognised / (reversed) through profit or loss	Recognised in / reclassified from other comprehensive income	As at March 31, 2018
(a) Unrealised gain / (loss) on mutual funds carried at fair value through profit or loss	12	25	-	37
(b) On account of loss of control of subsidiary	2,560	318	-	2,879
	<b>2,572</b>	<b>343</b>	-	<b>2,916</b>

(₹ in lac)

Deferred tax balances in relation to	As at April 01, 2016	Recognised / (reversed) through profit or loss	Recognised in / reclassified from other comprehensive income	As at March 31, 2017
Property, plant and equipment	290	-	(290)	-
Unrealised gain / (loss) on mutual funds carried at fair value through profit or loss	33	(21)	-	12
On account of loss of control of subsidiary	-	2,560	-	2,560
Provision for doubtful debts	(52)	-	52	-
Provision for claims receivable	(2)	-	2	-
Compensated absences	(25)	-	25	-
Gratuity	(13)	-	13	-
Allowance for doubtful debts (expected credit loss)	(3)	-	3	-
Provision for customary bonus	(24)	13	11	-
Timing difference on account of revenue and expense reversal under percentage of completion method	(74)	43	31	-
Others	-	3	(3)	-
	<b>130</b>	<b>2,598</b>	<b>(156)</b>	<b>2,572</b>

## Income tax expense / (benefits)

(₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(i) Current tax	88	547
(ii) Deferred tax	343	2,598
<b>Total tax expense</b>	<b>431</b>	<b>3,145</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is summarised below: (₹ in lac)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
a) Profit before tax	9,635	13,752
b) Corporate tax rate	34.32%	33.06%
c) Tax on accounting profit (c = a x b)	3,307	4,547
d) Expenses not deductible in determining taxable profit		
Tax on income chargeable to tax at different rate	(173)	(1,550)
Tax impact of exempt income (dividend on mutual funds)	58	(96)
Impact of assessment of shipping income under Tonnage Tax	(2,761)	55
Tax on provision for interest on preference shares	-	37
Tax on interest/penalties on delayed payment of taxes/duties	-	6
Others	-	146
e) Income tax recognised during the year	431	3,145
f) Effective tax rate (e/ a)	4.48%	22.87%

### 36. Financial instruments

#### 36.1 Capital management

The Group's objective for capital management is to maximize shareholder value, safeguard business continuity and maintain an optimal capital structure to reduce the cost of capital. The Group maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of total equity. The Group is not subject to any externally imposed capital requirements.

The Group maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of net debt and total equity of the Group. The Group is not subject to any externally imposed capital requirements.

Gearing ratio:

The gearing ratio at end of the reporting period was as follows: (₹ in lac)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Non current borrowings	15	17,337	11,367	11,773
Current maturities of long term debts	16	4,263	2,782	2,273
Current borrowings	15	4,629	3,448	7,267
		<b>26,229</b>	<b>17,597</b>	<b>21,313</b>
Less: cash and cash equivalents	11	723	977	652
Less: bank balances other than cash and cash equivalents (other than restricted cash)	12	47	69	79
<b>Net debt</b>		<b>25,459</b>	<b>16,551</b>	<b>20,582</b>
<b>Total equity</b>		<b>42,240</b>	<b>33,330</b>	<b>24,021</b>
<b>Gearing ratio (Net debt/Total equity)</b>		<b>0.60</b>	<b>0.50</b>	<b>0.86</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 36.2 Categories of financial instruments accounted at fair value

The following table presents the carrying value and fair value of each category of financial assets and liabilities: (₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Financial assets (other than investments in subsidiary, associate and joint venture)</b>			
<b>Financial assets measured at amortised cost</b>			
Cash and cash equivalents	723	977	595
Bank balances other than cash and cash equivalents	47	69	21
Trade receivables	14,075	9,110	6,947
Other financial assets	1,168	670	511
<b>Total financial assets measured at amortised cost</b>	<b>16,013</b>	<b>10,826</b>	<b>8,074</b>
<b>Financial assets measured at FVTPL</b>			
Investment in equity shares	9	9	23
Interest rate swaps not designated in hedge accounting relationship	22	-	-
Investment in mutual funds	2,831	4,640	6,571
<b>Total financial assets measured at FVTPL</b>	<b>2,862</b>	<b>4,649</b>	<b>6,594</b>
<b>Total financial assets</b>	<b>18,875</b>	<b>15,475</b>	<b>14,668</b>
<b>Financial assets (other than investments in associate and joint venture)</b>			
<b>Financial assets measured at amortised cost</b>			
Cash and cash equivalents	723	977	652
Bank balances other than cash and cash equivalents	47	69	79
Trade receivables	14,075	9,110	11,472
Other financial assets	1,168	670	1,102
<b>Total financial assets measured at amortised cost</b>	<b>16,013</b>	<b>10,826</b>	<b>13,305</b>
<b>Financial assets measured at FVTPL</b>			
Investment in equity shares	9	9	23
Investment in mutual funds	2,831	4,640	6,639
Interest rate swap not designated in hedge accounting relationship	22	-	-
Total financial assets measured at FVTPL	2,862	4,649	6,662
Total financial assets	18,875	15,475	19,967
<b>Financial liabilities</b>			
<b>Financial liabilities measured at amortised cost</b>			
Non current borrowings (including current maturities)	21,600	14,149	14,046
Current borrowings	4,629	3,448	7,267
Trade payables	5,189	3,884	4,183
Other financial liabilities (excludes current maturities of long term debts and derivative liabilities)	937	1,079	412
Total financial liabilities measured at amortised cost	32,355	22,560	25,908
<b>Financial liabilities measured at FVTPL</b>			
Foreign currency forward contracts designated in hedge accounting relationship	-	751	1,148
<b>Total financial liabilities measured at FVTPL</b>	<b>-</b>	<b>751</b>	<b>1,148</b>
<b>Total financial liabilities</b>	<b>32,355</b>	<b>23,311</b>	<b>27,056</b>





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Particulars	Fair value hierarchy	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016	Valuation technique(s) and key input(s)
<b>(A) Financial assets and liabilities measured at fair value on recurring basis</b>					
Investment in mutual funds	Level 1	2,831	4,640	6,571	Closing NAV of the mutual fund schemes
Interest rate swaps not designated in hedge accounting relationship	Level 2	22	-	-	Refer note (a) below
Foreign currency forward contracts designated in hedge accounting relationship	Level 2	-	751	1,148	
Investment in equity shares	Level 3	9	9	23	Net asset value method
<b>(B) Financial assets and liabilities measured at amortised cost for which fair values are disclosed</b>					
Non current borrowings (including current maturities)	Level 3	74	-	2,780	Refer note (b) below

Footnotes:

- Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk on various counter parties
- Generally accepted pricing model based on discounted cash flow analysis with most significant input being the discounting rate that reflects the credit risk of counterparties.
- The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements, other than as detailed in table above, approximate their fair values.

The following table presents the changes in investment in equity shares (level 3 item) :

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

### 36.3 Details of financial assets pledged as collateral

Carrying amount of financial assets provided as a collateral for obtaining borrowing and other facilities from the bankers are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Financial assets</b>			
Investments	2,520	4,011	4,687
Trade receivables	14,075	9,110	11,472
Cash and cash equivalents	723	977	652
Bank balances other than above	47	69	79
Other financial assets	582	171	655
<b>Total</b>	<b>17,947</b>	<b>14,338</b>	<b>17,545</b>

### 36.4 Financial risk management objectives

While ensuring liquidity is sufficient to meet Group's operational requirements, the Group's financial management committee also monitors and manages key financial risks relating to the operations of the Group by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

### 36.5 Market risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are freight rate movement, commodity price risk (fuel), foreign currency exchange risk and interest rate risk.

### 36.6 Foreign currency risk management

The Group undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Financial assets</b>			
Receivables			
USD	4,172	2,656	2,897
<b>Financial liabilities</b>			
Payables			
DHS	88	55	46
EURO	1,293	10	32
SGD	43	152	2
USD	698	1,239	2,049
YEN	59	91	56
SLR	794	85	9
DKK	26	6	-
PKR	5	-	-
FCNR Loan - USD	<b>25,427</b>	<b>14,437</b>	<b>12,272</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 36.7 Foreign currency sensitivity analysis

The Group is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables. As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between INR and following currencies, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below. A positive number below indicates an increase in profits or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

(₹ in lac)

Currency	Payables	
	Weakening of INR by 5%	Strengthening of INR by 5%
<b>As at March 31, 2018</b>		
Receivables		
USD	209	(209)
Payables		
USD	(1,306)	1,306
DHS	(4)	4
EURO	(65)	65
SGD	(2)	2
YEN	(3)	3
SLR	(40)	40
DKK	(1)	1
PKR*	(0)	0
<b>Net exposure</b>	<b>(1,212)</b>	<b>1,212</b>
Currency	Payables	
	Weakening of INR by 5%	Strengthening of INR by 5%
<b>As at March 31, 2017</b>		
Receivables		
USD	133	(133)
Payables		
USD	(784)	784
DHS	(3)	3
EURO	(1)	1
SGD	(8)	8
YEN	(5)	5
SLR	(4)	4
DKK*	(0)	0
PKR	0	0
<b>TOTAL</b>	<b>(672)</b>	<b>672</b>
<b>As at April 1, 2016</b>		
Receivables		
USD	145	(145)
Payables		
USD	(716)	716
DHS	(2)	2
EURO	(2)	2
SGD	(0)	0
YEN	(3)	3
SLR	(0)	0
PKR	0	0
<b>TOTAL</b>	<b>(578)</b>	<b>578</b>

\* Amount represents less than ₹ 0.5 lac

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

The Company undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters. The Company resorts to cash flow hedge to manage its foreign exchange risk.

- (i) Nominal value of foreign currency forward contracts designated as hedging instruments is ₹ 3,288 lac as at March 31, 2017 (₹ 3,731 lac as at April 01, 2016) and their corresponding fair values amounts to ₹ 751 lac as at March 31, 2017 (₹ 1,148 lac as at April 01, 2016), with maturity upto July 2020.

The accumulated balance in the cash flow hedging reserve will be recycled into the Consolidated Statement of Profit and Loss in the period in which the corresponding forecasted sales occur.

- (ii) Foreign currency borrowings are designated as hedging instruments in cash flow hedges of forecast sales in US Dollar. These forecast transactions are highly probable. The balance of foreign currency borrowings varies with changes in foreign exchange rates.

Carrying amount of foreign currency borrowings designated as hedging instruments is ₹ 12,620 lac as at March 31, 2018 with maturity upto March 2025.

Net unrealised gain of ₹ 112 lac (negative) relating to effectiveness of cash flow hedges of expected future sales is included in OCI and the hedge ineffectiveness of ₹ 99 lac is recognised in the Consolidated Statement of Profit and Loss.

### 36.8 Interest rate risk management

The Group is exposed to interest rate risk because of borrowing of funds at floating interest rates.

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

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Fixed rate borrowings	74	-	2,779
Floating rate borrowings	26,155	17,597	18,534
<b>Total borrowings</b>	<b>26,229</b>	<b>17,597</b>	<b>21,313</b>

During the current year, the Group has entered into an interest rate swap contract that converts ₹ 1,603 lac of floating rate borrowings into fixed rate borrowings.

### Interest rate sensitivity analysis

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended March 31, 2018 would decrease/increase by ₹ 123 lac (for the year ended March 31, 2017: ₹ 88 lac)

### 36.9 Other price risks

The Group is exposed to price risk arising from investments in mutual funds. Group's equity investments are held for strategic rather than trading purpose.

The sensitivity analysis below have been determined based on the exposure to mutual fund price risk at the end of the reporting period. If the Net Asset Value of the mutual fund scheme has been 5% higher / lower, profit for the year ended March 31, 2018 would increase / decrease by ₹ 142 lac (for the year ended March 31, 2017 : increase / decrease by ₹ 232 lac ) as a results of the changes in the fair values of mutual fund investments."

### 36.10 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing only with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk arises from cash and cash equivalents, deposits with banks as well as customers including receivables. Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro-economic information (such as regulatory changes, government directives, market interest rate).



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

Credit exposure is managed by counterparty limits for investment of surplus funds which is reviewed by the Management. Investments in liquid plan/schemes are with reputed fund houses having high rating. For banks, only high rated banks are considered for placement of deposits. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Of the trade receivables balance as at March 31, 2018, ₹ 8,317 lac (as at March 31, 2017 - ₹ 4,918 lac; as at April 01, 2016 - ₹ Nil) is due from Avana Logistek Limited (formerly known as Shreyas Relay Systems Ltd.). There are no other customers who represent more than 10% of total balance of trade receivables."

### 36.11 Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### 36.12 Liquidity and interest rate tables

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

(₹ in lac)					
Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2018</b>					
Trade payables	5,189	5,189	-	-	5,189
Borrowings	26,229	10,268	17,004	2,667	29,939
Other financial liabilities	937	937	-	-	937
<b>Total</b>	<b>32,355</b>	<b>16,394</b>	<b>17,004</b>	<b>2,667</b>	<b>36,065</b>
<b>As at March 31, 2017</b>					
Trade payables	3,884	3,884	-	-	3,884
Borrowings	17,597	6,999	11,595	1,123	19,717
Other financial liabilities	1,830	1,079	751	-	1,830
<b>Total</b>	<b>23,311</b>	<b>11,962</b>	<b>12,346</b>	<b>1,123</b>	<b>25,431</b>
<b>As at April 01, 2016</b>					
Trade payables	4,183	4,183	-	-	4,183
Borrowings	21,313	10,372	12,788	1,666	24,826
Other financial liabilities	1,560	412	1,148	-	1,560
<b>Total</b>	<b>27,056</b>	<b>14,967</b>	<b>13,936</b>	<b>1,666</b>	<b>30,569</b>

The following table details the Group's expected maturity for its financial assets. The information included in the table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2018:</b>					
Cash and cash equivalents	723	723	-	-	723
Bank balances other than cash and cash equivalents and restricted cash	47	47	-	-	47
Trade receivables	14,075	14,075	-	-	14,075
Other financial assets	1,190	582	598	10	1,190
Investment in equity shares	9	-	-	9	9
Investment in mutual funds	2,831	767	2,064	-	2,831
<b>Total</b>	<b>18,875</b>	<b>16,194</b>	<b>2,662</b>	<b>19</b>	<b>18,875</b>

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at March 31, 2017:</b>					
Cash and cash equivalents	977	977	-	-	977
Bank balances other than cash and cash equivalents and restricted cash	69	69	-	-	69
Trade receivables	9,110	9,110	-	-	9,110
Other financial assets	670	171	495	4	670
Investment in equity shares	9	-	-	9	9
Investment in mutual funds	4,640	707	3,933	-	4,640
<b>Total</b>	<b>15,475</b>	<b>11,034</b>	<b>4,428</b>	<b>13</b>	<b>15,475</b>

Particulars	Carrying Amount	Less than 1 year	1-5 years	More than 5 years	Total
<b>As at April 1, 2016:</b>					
Cash and cash equivalents	652	652	-	-	652
Bank balances other than cash and cash equivalents and restricted cash	79	79	-	-	79
Trade receivables	11,472	11,472	-	-	11,472
Other financial assets	1,102	655	402	45	1,102
Investment in equity shares	23	-	-	23	23
Investment in mutual funds	6,639	1,415	5,224	-	6,639
<b>Total</b>	<b>19,967</b>	<b>14,273</b>	<b>5,626</b>	<b>68</b>	<b>19,967</b>

### 36.13 Financing facilities

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
-amount used	4,973	3,448	6,267
-amount unused	1,627	1,646	1,280



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 37 Associate and Joint Venture

### (A) Associate

Details of Group's material associate at the end of the reporting period are as follows:

Name of associate	Principal activity	Place of incorporation	Proportion of ownership interest / voting rights held by the Group		
			As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited) (from March 27, 2017) (refer note 6)	Non vessel operating common carrier	India	29.22%	29.22%	-

The above associate is accounted for using equity method in the consolidated financial statements.

Reconciliation of carrying amount of interest in 'Avana Logistek Limited' recognised in the consolidated financial statements:

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Fair value of equity of Avana Logistek Limited as of the date on which the Group lost control but acquired significant influence	45,789	45,789	-
Movement in net asset of the associate post significant influence	4,950	121	-
<b>Total</b>	<b>50,739</b>	<b>45,911</b>	<b>-</b>
Proportion of the Group ownership interest in Avana Logistek Limited	29.22%	29.22%	-
Carrying amount of the Group's interest in Avana Logistek Limited	14,826	13,415	-

### (B) Joint Venture:

Details of joint venture at the end of the reporting period:

Name of associate	Principal activity	Place of incorporation	Proportion of ownership interest / voting rights held by the Group		
			As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Shreyas-Suzue Logistics (India) Private Limited (refer note 6)	Logistics services	India	50%	-	-

The above joint venture is accounted using the equity method in the consolidated financial statements.

(₹ in lac)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Original amount of Group's investment in joint venture	50	-	-
Group's share of loss	(5)	-	-
Carrying amount of Group's interest in joint venture	45	-	-

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 38. Reconciliation between Previous GAAP and IND AS

### 38.1 Reconciliation of total equity between Previous GAAP and IND AS as at 31 March 2017 and 2016

(₹ in lac)

PARTICULARS	NOTES	As at March 31, 2017	As at April 01, 2016
<b>a) Equity reported under Previous GAAP</b>		<b>26,435</b>	<b>23,870</b>
Reversal of proposed dividend on equity shares	4	-	286
Reversal of tax on proposed dividend on equity shares	4	-	58
Valuation of investments in mutual funds and equity shares at fair value	5	40	108
Amortisation of loan processing fee under effective interest method	6	(83)	(70)
Net impact of unfinished voyage income/ expenses	1	-	(201)
Expected credit loss allowances	2	-	(9)
Recognition of constructive obligation towards customary bonus	3	-	(75)
Difference in gain recognised upon change of relationship of M/s Avana Logistek Limited from subsidiary to associate compared to Previous GAAP	5	9,474	-
Difference in share of profit of an associate		36	-
Prior period adjustments	8	-	(122)
Impact on account of deferred tax	10	(2,572)	68
Non controlling interest now forms part of equity under Ind AS classified as minority interest in the Previous GAAP	11	-	108
<b>Total equity under Ind AS</b>		<b>33,330</b>	<b>24,021</b>

### 38.2 Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017

(₹ in lac)

Particulars	Notes	Year ended March 31, 2017
<b>Net profit after tax as reported under Previous GAAP</b>		<b>1,028</b>
Net impact of unfinished voyage income/ expenses	1	(125)
Recognition of constructive obligation towards customary bonus	3	(38)
Dividend of redeemable preference shares recognised as finance costs	7	(113)
Valuation of investments in mutual funds and equity shares at fair value	5	(68)
Unwinding of loan processing fees under Ind AS	6	(13)
Prior period adjustments	8	122
Difference between share of profit in associates under Previous GAAP and Ind AS		21
Differential gain upon change of relationship of M/s Avana Logistek Limited from subsidiary to associate		12,400
Others		(9)
Impact on account of deferred tax	10	(2,598)
<b>Net profit after tax under Ind AS</b>		<b>10,607</b>
Other Comprehensive Income (net of tax)		
Remeasurements of the defined benefit plans	9	(4)
Effective portion of gain or loss on designated portion of hedging	12	396
<b>Total comprehensive income after tax - Ind AS</b>		<b>10,999</b>

#### Notes:

#### 1. Net impact of unfinished voyage income/expenses:

Revenue and expenses related to incomplete voyages have been deferred to the subsequent period following the percentage completion method for revenue recognition in accordance with Ind AS 18, "Revenue".

#### 2. Expected credit loss:

Impairment for trade receivable is measured under Ind AS based on expected credit loss model versus incurred loss model under the Previous GAAP.





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## for the year ended March 31, 2018

### 3. Recognition of constructive obligation towards customary bonus:

In accordance with Ind AS 19 "Employee Benefits", the Company has recognised provision for constructive obligation in the period to which it pertains rather than recognition of expenses at the time of making the payment.

### 4. Reversal of proposed dividend on equity shares and tax thereon :

Under Ind AS, dividend (not being interim dividend) to holders of equity instruments is recognised as a liability in the period in which the obligation to pay is established i.e. when approved by shareholders. Under the Previous GAAP, dividend payable was recorded as liability in the period to which it relates based on the recommendation of Board of Directors. Accordingly, proposed dividend and tax thereon recognised under Previous GAAP was reversed.

### 5. Valuation of investments in mutual funds and equity shares at fair value:

Under the Previous GAAP, long term investments were carried at cost less provision for other than temporary diminution in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. Fair value changes with respect to investments in equity instruments designated as at fair value through profit or loss (FVTPL) have been recognised in the Consolidated Statement of Profit and Loss for the year ended March 31, 2017.

### 6. Amortisation of loan processing fee on borrowing under effective interest method:

Under Ind AS, loan processing fee on borrowing is amortised over the tenure of loan using effective interest rate. The concept of effective interest rate did not exist under Previous GAAP.

### 7. Preference share capital and dividend thereon:

Under Ind AS 109, redeemable preference shares capital is treated as debt as the same is fully repayable on redemption date and accordingly same is re-classified as liability instead of equity. Further, dividends payable on such preference shares are required to be recognized as expenses in Consolidated Statement of Profit and Loss. Such dividend was recognised as an item of appropriation of Retained Earnings under the Previous GAAP.

### 8. Prior period adjustments:

Under Ind AS, an entity shall correct material prior period errors retrospectively. Accordingly, custom duty of ₹ 111 lac paid in respect of certain containers leased from other parties (which had to be amortised in the year March 31, 2016) and other expenses of ₹ 11 lac relating to earlier periods and not 2016-17 have been adjusted in the opening retained earnings as on the transition date for carrying out the rectification.

### 9. Remeasurement of actuarial gain / (loss):

In accordance with Ind AS 19 "Employee Benefits", remeasurements of actuarial gain and losses of defined benefit plans are recognised in other comprehensive income instead of the Consolidated Statement of Profit and Loss as was done under the Previous GAAP.

### 10. Deferred taxes

The tax impacts primarily represent deferred tax consequences arising out of Ind AS adjustments.

### 11. Non-controlling interests

Under Previous GAAP, non-controlling interests were presented in the consolidated balance sheet separately from liabilities and the equity of the parent's shareholders. Under Ind AS, non-controlling interests are presented in the Consolidated Balance Sheet within total equity, separately from the equity attributable to the owners of the Company.

### 12. Effective portion of cash flow hedges:

Under Ind AS, the effective portion of gain or loss on designated portion of hedging that will subsequently be reclassified to profit or loss are recognised in 'Other Comprehensive Income' under the cash flow hedging reserve. The concept of Other Comprehensive Income did not exist under Previous GAAP.

Note: There are no material IND AS adjustments with regards to the items of Consolidated Balance Sheet and Consolidated Statement of Cash Flows other than the reconciling items mentioned above and regrouping of certain account balances as per format prescribed by Division II of Schedule III of Companies Act, 2013.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Name of the Entity	Net assets (total assets - total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated OCI	As a % of consolidated total CI	Amount	
<b>For the year ended March 31, 2018:</b>								
<b>Parent</b>								
Shreyas Shipping and Logistics Limited	73.98%	31,248	87.91%	8,091	86.31%	87.94%	7,930	
<b>Associates (Investment as per equity method)</b>								
Avana Logistek Limited	35.10%	14,826	15.61%	1,436	13.69%	15.64%	1,410	
Joint venture (Investment as per equity method)								
Shreyas-Suzue Corporation Private Limited	0.10%	45	-0.06%	(5)	-	-0.06%	(5)	
<b>Total (A)</b>	<b>109.18%</b>	<b>46,119</b>	<b>103.46%</b>	<b>9,522</b>	<b>100.00%</b>	<b>103.52%</b>	<b>9,335</b>	
<b>Adjustments arising out of consolidation (B)</b>	<b>-9.18%</b>	<b>(3879)</b>	<b>-3.46%</b>	<b>(318)</b>	<b>-</b>	<b>-3.52%</b>	<b>(318)</b>	
<b>Grand Total (A+B)</b>	<b>100.00%</b>	<b>42,240</b>	<b>100.00%</b>	<b>9,204</b>	<b>100.00%</b>	<b>100.00%</b>	<b>9,017</b>	
<b>For the year ended March 31, 2017:</b>								
<b>Parent</b>								
Shreyas Shipping and Logistics Limited	70.28%	23,425	3.32%	352	100.00%	6.76%	744	
<b>Subsidiaries (Indian)</b>								
Avana Logistek Limited (till March 26, 2017)	-	-	3.15%	334	-	3.04%	334	
SRS Freight Management Limited (till October 28, 2017)	-	-	0.15%	16	-	0.15%	16	
Associates (Investment as per equity method)								
Avana Logistek Limited (w.e.f. March 27, 2017)	40.25%	1,341.5	0.33%	35	-	0.32%	35	
<b>Total (A)</b>	<b>110.53%</b>	<b>36,840</b>	<b>6.95%</b>	<b>737</b>	<b>100.00%</b>	<b>10.27%</b>	<b>1,129</b>	
<b>Adjustments arising out of consolidation (B)*</b>	<b>-10.53%</b>	<b>(3,510)</b>	<b>93.05%</b>	<b>9,870</b>	<b>-</b>	<b>89.73%</b>	<b>9,870</b>	
<b>Grand Total (A+B)</b>	<b>100.00%</b>	<b>33,330</b>	<b>100.00%</b>	<b>10,607</b>	<b>100.00%</b>	<b>100.00%</b>	<b>10,999</b>	
<b>* On account of gain on loss of control over subsidiary (net of deferred tax) amounting to ₹ 9870 lac</b>								
<b>As at April 1, 2016:</b>								
<b>Parent group</b>								
Shreyas Shipping and Logistics Ltd.	95.85%	23,025						
<b>Subsidiaries (Indian)</b>								
Avana Logistek Ltd.	7.81%	1,875						
SRS Freight Management Ltd.	0.92%	222						
<b>Total (A)</b>	<b>104.58%</b>	<b>25,122</b>						
<b>Adjustments arising out of consolidation (B)</b>	<b>-5.03%</b>	<b>(1,209)</b>						
<b>Non-Controlling Interest in Subsidiaries</b>								
SRS Freight Management Ltd.	-	108						
<b>Total (C)</b>	<b>0.45%</b>	<b>108</b>						
<b>Grand Total (A+B+C)</b>	<b>100.00%</b>	<b>24,021</b>						



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 40 A. Names and nature of relationship of related parties with whom transactions have been undertaken during the year

Nature of relationship	Name of the related party
<b>Holding Company</b>	Transworld Holdings Ltd., Mauritius
<b>Associate company / Erstwhile subsidiary (wef March 27, 2017)</b>	Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited) Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO) (Subsidiary of Avana Logistek Limited)
<b>Joint venture company (wef September 12, 2017)</b>	Shreyas-Suzue Logistics (India) Private Limited
<b>Fellow subsidiary companies*</b>	Avana Global FZCO (Formerly known as Balaji Shipping Line FZCO) (Upto March 26, 2017) Transworld Feeders FZCO BSL Freight Solutions Private Limited
<b>Key management personnel*</b>	S.Ramakrishnan (Chairman & Managing Director) V.Ramnarayan (Executive Director) (till March 29, 2018) L.B. Culas (Director) Ritesh Ramakrishnan (Director) Amitabha Ghosh (Director) (till May 07, 2018) Capt. Manmohan Saggi (Director) S. Ragothaman (Director) D.T. Joseph (Director) Mannil Venugopalan (Director) Maya Sinha (Director) Captain Vivek Kumar Singh (Chief Executive Officer) Rajesh Desai (Chief Financial Officer) Namrata Malushte (Company Secretary) (till May 07, 2018) Asha Prakash (Company Secretary) (wef May 08, 2018)
<b>Relatives of key management personnel*</b>	Geeta Ramakrishnan Ritesh Ramakrishnan Anisha Ramakrishnan S. Mahesh Mala Mahesh Murali Mahesh Mithila Mahesh Brinda Ramnarayan Manita Vivek Kumar Singh Rajan Ramanarayan Rajiv Ramanarayan Ratnaprabha Desai
<b>Other related parties*</b>	Sivaswamy Holdings Private Limited Crescent Shipping Agency (I) Limited Encore Pierian Logistics Business Services Limited Orient Express Ship Management Limited TW Ship Management Limited Relay Shipping Agency Limited Transworld Shipping & logistics WLL TLPL Shipping and Logistics Private Limited Transworld Shipping Agencies Private Limited Trident Trading Private Limited Clarion Shipping Private Limited BLPL Singapore Pte. Limited Lanka Orient Express Lines Limited Transworld Shipping and Logistics LLC

\* Related parties with whom transactions have taken place during the current/previous year

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 40 B. Transactions with related parties:

Particulars							(₹ in lac)
	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
<b>Ocean freight income</b>	-	<b>29,303</b>	<b>580</b>	-	-	-	<b>29,883</b>
	-	<b>2,178</b>	<b>1,184</b>	<b>158</b>	-	-	<b>3,520</b>
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	27,052	-	-	-	-	27,052
Avana Global FZCO	-	2,178	-	-	-	-	2,178
	-	2,251	-	-	-	-	2,251
	-	-	905	-	-	-	905
BLPL singapore Pte. Limited	-	-	-	-	-	-	-
	-	-	-	158	-	-	158
Transworld Feeders FZCO	-	-	580	-	-	-	580
	-	-	279	-	-	-	279
<b>Domestic service income</b>	-	-	-	-	-	-	-
	-	-	-	<b>349</b>	-	-	<b>349</b>
TLPL Shipping and Logistics Private Limited	-	-	-	-	-	-	-
	-	-	-	349	-	-	349
Liner income	-	-	-	-	-	-	-
	-	-	2581	63	-	-	89
<b>TLPL Shipping and Logistics Private Limited</b>	-	-	-	-	-	-	-
	-	-	-	<b>61</b>	-	-	<b>61</b>
BSL Freight Solutions Private Limited	-	-	-	-	-	-	-
	-	-	26	-	-	-	26
Others	-	-	-	-	-	-	-
	-	-	-	2	-	-	2
Trailer income	-	-	-	-	-	-	-
	-	-	-	1	-	-	1
Others	-	-	-	-	-	-	-
	-	-	-	1	-	-	1
Charter hire and ocean freight charges	-	-	864	-	-	-	864
	-	-	1,945	13	-	-	1,958
Transworld Feeders FZCO	-	-	864	-	-	-	864
(earlier known as Orient Express Line FZCO)	-	-	1,945	-	-	-	1,945
<b>Others</b>	-	-	-	-	-	-	-
	-	-	-	13	-	-	13
Dividend received on equity shares	-	53	-	-	-	-	53
	-	-	-	-	-	-	-
<b>Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)</b>	-	<b>53</b>	-	-	-	-	<b>53</b>
	-	-	-	-	-	-	-
Dividend paid on preference shares	-	-	-	-	-	-	-
	-	-	-	95	-	-	95
<b>Crescent Shipping Agency (I) Limited</b>	-	-	-	-	-	-	-
	-	-	-	<b>48</b>	-	-	<b>48</b>
Transworld Shipping & Logistics Limited	-	-	-	-	-	-	-
	-	-	-	48	-	-	48
<b>Sale of non current trade investment (including profit on sale of investment)</b>	-	-	-	-	-	-	-
	-	-	<b>212</b>	-	-	-	<b>212</b>
BSL Freight Solutions Private Limited	-	-	-	-	-	-	-
	-	-	212	-	-	-	212
<b>Interest on delay in receipts of proceeds from sale of non current investments</b>	-	-	-	-	-	-	-
	-	-	<b>8</b>	-	-	-	<b>8</b>
BSL Freight Solutions Private Limited	-	-	-	-	-	-	-
	-	-	8	-	-	-	8



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
Vessel management and agency fees paid	-	-	-	968	-	-	968
Orient Express Ship Management Limited	-	-	10	831	-	-	841
TW Ship Management Limited	-	-	-	306	-	-	306
Relay Shipping Agency Limited	-	-	-	681	-	-	681
	-	-	-	157	-	-	157
<b>Lanka Orient Express Lines Limited</b>	-	-	-	<b>1</b>	-	-	<b>1</b>
Transworld Shipping Agencies Private Limited	-	-	-	47	-	-	47
Transworld Shipping & Logistics LLC	-	-	-	224	-	-	224
Clarion Shipping Private Limited	-	-	-	52	-	-	52
	-	-	-	50	-	-	50
	-	-	-	51	-	-	51
Transworld Shipping, Trading & Logistics Services LLC	-	-	-	13	-	-	13
	-	-	9	-	-	-	9
	-	-	-	12	-	-	12
	-	-	-	54	-	-	54
Others	-	-	-	-	-	-	-
Investment in Joint venture company	-	-	1	1	-	-	2
	-	-	-	50	-	-	50
	-	-	-	-	-	-	-
	-	-	-	50	-	-	50
	-	-	-	-	-	-	-
<b>Vehicle lease rent paid</b>	-	-	-	-	<b>12</b>	-	<b>12</b>
Mrs Manita vivek Kumar Singh	-	-	-	-	25	-	25
Mrs Ratnaprabha Desai	-	-	-	-	7	-	7
Mrs Saraswathi Ramanath	-	-	-	-	1	-	1
Mr Raghav Ganesh	-	-	-	-	3	-	3
	-	-	-	-	11	-	11
	-	-	-	-	5	-	5
Terminal handling charges	-	-	-	-	-	-	-
Transworld Feeders FZCO (earlier known as Orient Express Line FZCO)	-	-	2	2	-	-	4
Others	-	-	-	-	-	-	-
	-	-	-	2	-	-	2
Container lease rent	-	-	-	-	-	-	-
Avana Global FZCO	-	-	214	-	-	-	214
	-	-	214	-	-	-	214
Container repairs and survey charges	-	-	-	-	-	-	-
Avana Global FZCO	-	-	7	-	-	-	7
	-	-	7	-	-	-	7
<b>Other expenses</b>	-	-	-	-	-	-	-
	-	-	-	<b>69</b>	-	-	<b>69</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
Encore Pierian Logistics Business Services Limited	-	-	-	-	-	-	-
Others	-	-	-	68	-	-	68
<b>Trailer expenses</b>	-	-	-	1	-	-	1
	-	-	-	<b>11</b>	-	-	<b>11</b>
Encore Pierian Logistics Business Services Limited	-	-	-	-	-	-	-
	-	-	-	11	-	-	11
<b>Transportation charges</b>	-	<b>96</b>	-	-	-	-	<b>96</b>
	-	-	-	<b>3</b>	-	-	<b>3</b>
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	96	-	-	-	-	96
TLPL Shipping and Logistics Private Limited	-	-	-	-	-	-	-
	-	-	-	3	-	-	3
<b>Professional fees</b>	-	-	-	-	-	-	-
	-	-	-	<b>158</b>	-	-	<b>158</b>
Encore Pierian Logistics Business Services Limited	-	-	-	-	-	-	-
	-	-	-	158	-	-	158
<b>Rent</b>	-	-	-	<b>37</b>	-	-	<b>37</b>
	-	-	-	<b>118</b>	-	<b>15</b>	<b>134</b>
Sivaswamy Holdings Private Limited	-	-	-	37	-	-	37
	-	-	-	112	-	-	112
Geeta Ramakrishnan	-	-	-	-	-	-	-
	-	-	-	-	-	15	15
Others	-	-	-	-	-	-	-
	-	-	-	6	-	-	6
<b>Remuneration to key management personnel</b>	-	-	-	-	<b>430</b>	-	<b>430</b>
	-	-	-	-	<b>236</b>	-	<b>236</b>
Mr. S. Ramakrishnan	-	-	-	-	296	-	296
	-	-	-	-	118	-	118
Capt Vivek Kumar Singh	-	-	-	-	73	-	73
	-	-	-	-	69	-	69
Mr Rajesh Desai	-	-	-	-	35	-	35
	-	-	-	-	28	-	28
Mrs. Namarata Malushte	-	-	-	-	26	-	26
	-	-	-	-	21	-	21
<b>Director sitting fees</b>	-	-	-	-	<b>33</b>	-	<b>33</b>
	-	-	-	-	<b>54</b>	-	<b>54</b>
Mr. Ritesh S.Ramakrishnan	-	-	-	-	5	-	5
	-	-	-	-	8	-	8
Deepak Shetty	-	-	-	-	1	-	1
	-	-	-	-	-	-	-
L.B. Culas	-	-	-	-	1	-	1
	-	-	-	-	1	-	1
Amitabha Ghosh	-	-	-	-	5	-	5
	-	-	-	-	8	-	8
Capt. Manmohan Saggi	-	-	-	-	5	-	5
	-	-	-	-	4	-	4
Maya Sinha	-	-	-	-	4	-	4
	-	-	-	-	3	-	3
S. Ragothaman	-	-	-	-	4	-	4
	-	-	-	-	10	-	10



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

(₹ in lac)

Particulars	Holding Company	Associate Company	Fellow Subsidiaries	Other Related Parties	Key Management Personnel	Relatives of Key Management Personnel	For the year ended 31.03.2018
D.T. Joseph	-	-	-	-	5	-	5
	-	-	-	-	9	-	9
Mannil Venugopalan	-	-	-	-	3	-	2
	-	-	-	-	4	-	3
S. Mahesh	-	-	-	-	-	-	-
	-	-	-	-	1	-	1
S Ramakrishnan	-	-	-	-	-	-	-
	-	-	-	-	2	-	2
Hari Padmanabhan	-	-	-	-	-	-	-
	-	-	-	-	3	-	3
Rani Jadhav	-	-	-	-	-	-	-
	-	-	-	-	2	-	2
Dividend to equity shareholders	124	-	-	-	3	44	171
	161	-	-	-	3	43	206
Transworld Holdings Limited, Mauritius	124	-	-	-	-	-	124
	161	-	-	-	-	-	161
Mr. S. Ramakrishnan	-	-	-	-	1	-	1
	-	-	-	-	1	-	1
Mrs. Geeta Ramakrishnan	-	-	-	-	-	1	1
	-	-	-	-	-	1	1
Mr. Ritesh S.Ramakrishnan	-	-	-	-	-	2	2
	-	-	-	-	-	2	2
Ms. Anisha Ramakrishnan	-	-	-	-	-	12	12
	-	-	-	-	-	15	15
Mrs. Mala Mahesh	-	-	-	-	-	11	11
	-	-	-	-	-	1	1
Mr. Murali Mahesh	-	-	-	-	-	2	2
	-	-	-	-	-	2	2
Ms. Mithila Mahesh	-	-	-	-	-	12	12
	-	-	-	-	-	15	15
Mr. S. Mahesh	-	-	-	-	-	1	1
	-	-	-	-	-	0	0
Mr. V. Ramnarayan	-	-	-	-	1	-	1
	-	-	-	-	1	-	1
Mrs. Brinda Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	1	1
Mr Rajan Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	1	1
Mr Rajiv Ramnarayan	-	-	-	-	-	1	1
	-	-	-	-	-	2	2
Mr. S. Ragothaman*	-	-	-	-	0	-	0
	-	-	-	-	0	-	0
Ms Usha Ragothaman*	-	-	-	-	0	-	0
	-	-	-	-	0	-	0
Mr. L.B. Culas	-	-	-	-	1	-	1
	-	-	-	-	1	-	1

NOTE:

- 1) Figures have been adjusted for exchange rate variations
- 2) Reimbursement of expenses/Income incurred/earned by/to Group Companies is not included here.
- 3) Managerial remuneration excludes provision for gratuity and compensated absences since these are provided on the basis of actuarial valuation for the Company as a whole.
- 4) \* Amount represent less than ₹ 0.5 lac
- 5) Figures in Italics represent amount for the previous year

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

## 40.C. Closing balances of related parties

Particulars	(₹ in lac)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Trade receivables</b>			
<b>Associates companies:</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	8,317	4,918	-
Avana Global FZCO	881	429	-
<b>Fellow subsidiary:</b>			
Avana Global FZCO	-	-	262
BSL Freight Solution Private Limited	-	4	23
Transworld Feeders FZCO	263	60	23
<b>Other related parties:</b>			
BLPL Singapore Pte. Limited.	-	7	22
Encore Perian Logistics Business Services Private Limited.	-	6	6
Transworld Shipping Trading and Logistics Services LLC	-	-	54
Relay Shipping Agency Limited	3	160	194
Lanka Orient Express Lines Limited	-	-	13
Albatross Shipping Limited.	-	-	1
Orient Express Ship Management Limited	-	-	2
Transworld Shipping & Logistics WLL	1	-	-
SRS Freight Management Limited	1	-	-
TLPL Shipping and Logistics Private Limited.	-	-	18
Transworld Shipping & Logistics LLC	-	-	336
Transworld Shipping & Logistics Limited.	-	-	0
Transworld shipping USA INC	-	-	0
Transworld Terminals Private Limited.	-	-	37
Sivaswamy Holdings Pvt. Ltd.	-	-	1
<b>Other assets</b>			
<b>Other related party</b>			
Transworld Shipping Agencies Private Limited	141	-	-
<b>Other financial assests</b>			
<b>Fellow subsidiary</b>			
Transworld Feeders FZCO	138	-	-
<b>Trade payables</b>			
<b>Fellow subsidiary</b>			
Transworld Feeders FZCO	97	53	-
<b>Other related parties:</b>			
Sivaswamy Holdings Private Limited	-	-	1
Transworld Shipping & Logistics LLC	45	11	13
TW Ship Management Limited	7	22	-
Transworld Management Consultancy Private Limited	-	-	-
Lanka Orient Express Lines Limited.	79	-	-
Transworld Shipping Agencies Private Limited	-	5	-
Orient Express Lines (Singapore) Pte. Limited	-	1	1
Orient Express Ship Management Limited	-	4	4





# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2018

Particulars	(₹ in lac)		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Clarion Shipping Pvt. Ltd., Colombo	-	-	50
Encore Pierian Logistics Business Services Ltd.	-	-	34
Orient Express Line FZCO	-	-	125
Orient Express Lines (Singapore) Pte. Ltd.	-	-	2
TLPL Shipping and Logistics Pvt. Ltd.	-	-	50
Transworld Saudi Arabia	-	-	13
<b>Investment in Associate/ Joint venture</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	950	950	-
Shreyas-Suzue Logistics (India) private limited	50	-	-
<b>Guarantees and collaterals</b>			
Avana Logistek Limited (Formerly known as Shreyas Relay Systems Limited)	-	1,769	-

- 41** The Board, in its meeting on May 25, 2018 proposed a dividend of ₹1.50 per equity share. The proposal is subject to the approval of shareholders at the ensuing Annual General meeting.

The notes 1 - 41 form an integral part of the financial statements

For and on behalf of the Board

**S Ramakrishnan**  
Chairman  
(DIN: 00057637)

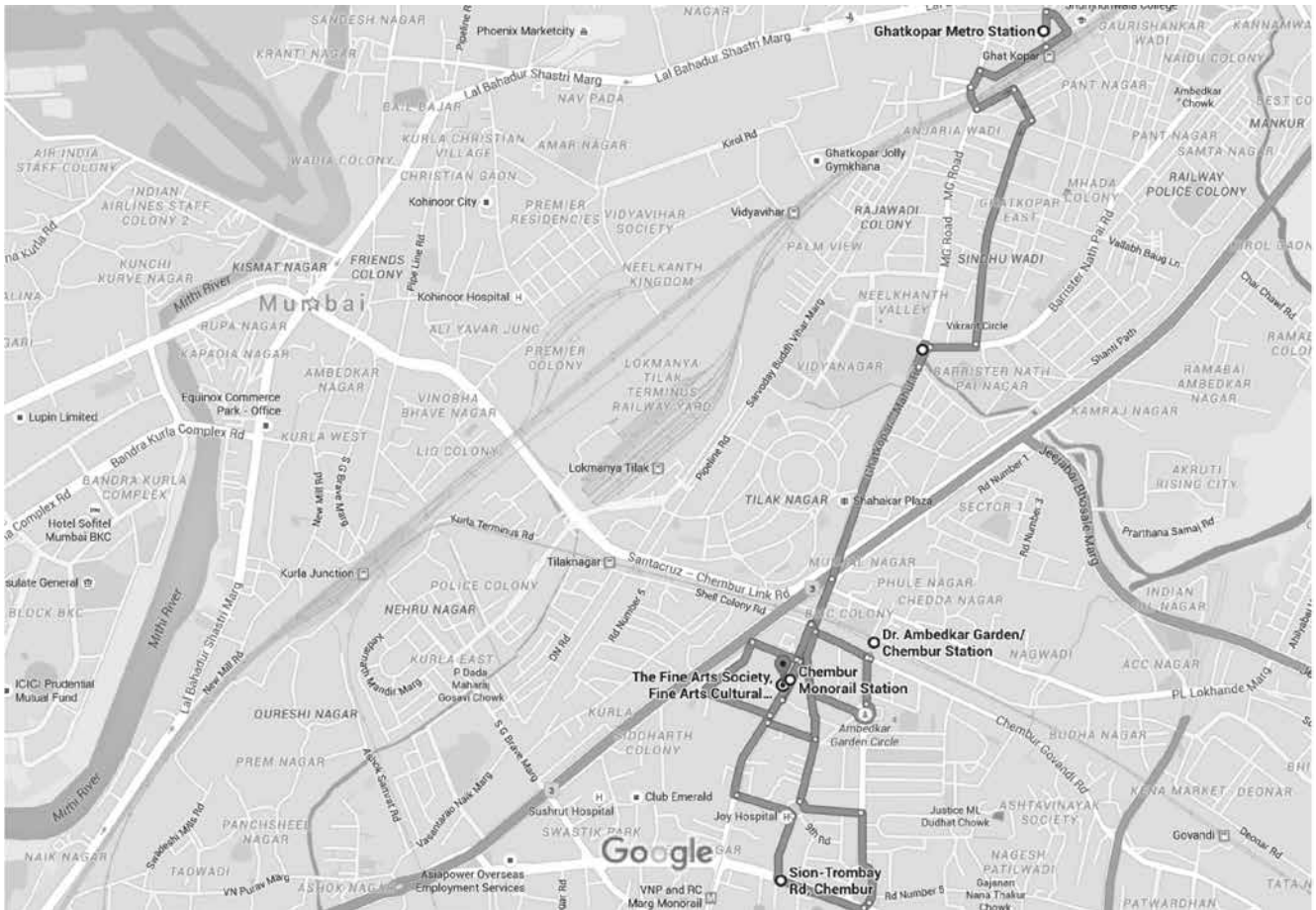
**Maya Sinha**  
Director  
(DIN: 03056226)

**Rajesh Desai**  
Chief Financial Officer  
Place : Mumbai  
Date : May 25, 2018

**Asha Prakash**  
Company Secretary

Place : Mumbai  
Date : May 25, 2018

# ROUTE MAP OF AGM VENUE



Chembur Station	:	650 meters
Ghatkopar Station	:	4.2 kms
Chembur Monorail	:	110 meters
Landmark	:	VNP & RC Marg Monorail Station

## Shreyas Shipping and Logistics Limited

Corporate Identification No. (CIN)- L63000MH1988PLC048500

Registered Office: 4<sup>th</sup> Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai-400088 Phone: 00 91 22 6622 0300 Fax: 00 91 22 6622 0444

Webiste: www.transworld.com/shreyas Email: investorrelations.sssl@transworld.com

### FORM MGT-11 Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No. / Client ID No. :	DP ID No. :

I/We, being the member(s) of the .....Shares of Shreyas Shipping and Logistics Limited, hereby appoint

1. Name:.....Email-Id: .....  
Address: .....  
.....Signature: .....or failing him
2. Name:.....Email-Id: .....  
Address: .....  
.....Signature: .....or failing him
3. Name:.....Email-Id: .....  
Address: .....  
.....Signature: .....or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General meeting of the Company to be held at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Murnbai – 400 071 at 11.00 a.m on Friday, 20<sup>th</sup> July, 2018 and at any adjournment thereof in respect of such resolution as are indicated below:

I/ We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Sr. no	Particulars of Resolution
1.	Adoption of Financial Statements and Auditor's Reports thereon for the Year Ended March 31, 2018
2.	Adoption of Consolidated Financial Statements and Auditor's Reports thereon for the Year Ended March 31, 2018 2017
3.	Declare Dividend on Equity Shares
4.	Re-appointment of Mr. L.B Culas (Din No: 00434984) who retires by rotation
5.	Ratification towards Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration
6.	Appointment of Mr. Deepak Shetty (DIN 07089315) as Independent Director of the Company
7.	Appointment of Mr. Satish Pillania (DIN 03233212) as Non-Independent, Non-Executive Director of the Company
8.	Re-appointment of Mr. Daniel Travelyn Joseph (DIN:001716572) as an Independent Director for the period 01 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024
9.	Re-appointment of Mr. Mannil Venugopalan (DIN: 00255575) as an Independent Director for the period 01 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024
10.	Re-appointment of Capt. Man Mohan Saggi (DIN: 006862742) as an Independent Director for the period 01 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024
11.	Re-appointment of Mr. S Ragothaman (DIN: 0042395) as an Independent Director for the period 01 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024
12.	Re-appointment of Ms. Maya S Sinha (DIN: 03056226), as an Independent Director for the period 01 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024
13.	Approval for appointment of Mr. S Ramakrishnan, Chairman (non-KMP) as a whole-time director and revision of remuneration
14.	Approval for change in designation and revision of remuneration of Capt. V K Singh

Signed this ..... day of ..... 2018

Signature of Shareholder ..... Signature of Proxyholder(s) .....

Please  
Affix ₹1/-  
Revenue  
Stamp

- Notes:**
1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the 4<sup>th</sup> Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai 400 088, not less than 48 (forty eight) hours before the commencement of the Meeting.
  2. A proxy need not be a member of the Company.



NOTES

Lined writing area consisting of 20 horizontal rows.







# Shreyas

Shipping and Logistics LTD

---

If undelivered please return to:

**Shreyas Shipping & Logistics Ltd.**

2nd Floor, Sahyadris, Geetmala Complex,

Near Shah Industrial Estate, Opp Deonar Village Road,

Govandi (E), Mumbai - 400 088

[www.transworld.com/shreyas](http://www.transworld.com/shreyas)