Vadinar Oil Terminal Limited

Annual Report 2019-20

Corporate Information

BOARD OF DIRECTORS

Ms. Naina Lal Kidwai
Independent Director and Chairperson of the Board

Mr. Anup Vikal
Director

Mr. Deepak Kapoor
Independent Director

Ms. Gayathri S.
Director

Capt. Alok Kumar
Whole time Director

CHIEF FINANCIAL OFFICER
Mr. Yogesh Kumar Sharma

COMPANY SECRETARY
Mr. Nihar R. Avasare

AUDITORS
M/s. S. R. Batliboi & Co. LLP

BANKERS
Axis Bank Limited
ICICI Bank Limited
India Infradebt Limited
HDFC Bank Limited

REGISTRARS & TRANSFER AGENTS
Link Intime India Pvt Ltd
C-101,247 Park, LBS Marg
Vikhroli (West), Mumbai 400 083
Tel : +91 22 4918 6000
Fax : +91 22 4918 6060
e-mail: rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE
Nayara Energy Refinery Site
39 KM Stone
Okha Highway (SH-25)
Taluka Khambhalia
Dist: Devbhumi Dwarka – 361305 Gujarat
Tel : +91 2833 661444
Fax : +91 2833 662929
e-mail: votlcosec@nayaraenergy.com

CORPORATE OFFICE
5th Floor, Jet Airways Godrej BKC
Plot No. C- 68, G- Block
Bandra Kurla Complex, Bandra East
Mumbai 400 051, India.
Tel : +91 22 66121800
Fax : +91 22 26530264

CONTENTS

BOARD’S REPORT

Dear Members,

Your Directors have pleasure in presenting their twenty-seventh Annual Report together with the Audited Standalone Financial Statements for the year ended March 31, 2020.

FINANCIAL RESULTS

The summary of standalone financial results of your Company for the year ended March 31, 2020 is furnished below:

(₹ in million)

Particulars	2019-20	2018-19
Revenue from operations	18,863	15,493
Total revenue including other income	21,596	15,611
Earnings before finance cost, depreciation/amortisation, exceptional items and tax (EBIDTA)	19,822	11,989
Profit Before Tax	13,847	6,288
Tax	3,897	2,255
Net Profit After Tax	9,950	4,033

OPERATIONS OF THE COMPANY

During the financial year 2019-20, your Company handled 35.92 MMT of Crude and products and continued to serve its customer by handling various grades of crude and petroleum products at the Jetty, SPM and through Rail and Road. 18.89 MMT of crude oil was handled at the SPM from 128 vessels with an average occupancy of 57%. The two berths handled 260 vessels with an aggregate 12.08 MMT cargo and achieved occupancy of 66%. Your Company achieved a milestone of handling 4000 vessels since inception. Your Company received “Certificate of Appreciation” from Deendayal Port Trust (“DPT”) in recognition of highest contribution in total cargo handled by DPT.

During the year, two newly built hired Tugs/Support crafts have been deployed, replacing the aged tugs at the Marine Terminal to enhance offshore operations reliability.

HEALTH SAFETY AND ENVORONMENT

Your Company has always been focused on Quality, Health, Safety and Environment. The Company completed 13 years of safe operations on September 22, 2019 and registered 4937 Lost Time Injury (LTI) Free days as on March 31, 2020 for employees. During the year, Annual surveillance Audit for ISO 9001:2015 & 28000:2007 and Certification Renewal Audit for ISO/TS 29001:2010 was completed successfully. A Mutual Aid Agreement was signed by your Company with DPT and Indian Oil Corporation Limited to enhance joint capabilities for emergency response in the event of an Oil spill at Vadinar.

Your Company was declared winner of Regional Maritime Award Gujarat Star Award-2019 for HSE category & also received Runner up award in Port/Terminal of the year (non-containerized category). Moreover, your Company secured Silver Trophy for “Slop Optimization at Oil Terminal” in Allied Concept Case Studies at QCFI 30th Annual convention.

FINANCIAL PERFORMANCE

Your Company generated revenue from operations of INR 18,863 million for the financial year ended March 31, 2020, as compared to INR 15,493 million for the financial year ended March 31, 2019. The increase in revenue was mainly due to depreciation of exchange rate by approx. 9% in current financial year compared to previous financial year and INR 1,729 million due to accounting under Ind AS 116 for fixed storage charges (including INR 795 million derivative gains). The Company earned a net profit of tax (PAT) of INR 9,950 million in the current financial year against INR 4,033 million in the preceding financial year, mainly due to higher revenue and gain on derivative items in current year against loss on derivative items in previous financial year.

Considering the accumulated losses incurred during the past financial years, the Board has not recommended any dividend for the financial year ended March 31, 2020. Further, no amounts are proposed to be transferred to the General Reserve.

FINANCIAL STATEMENTS

The audited Standalone Financial Statements, prepared as per Indian Accounting Standards (Ind AS) for the financial year ended March 31, 2020, form a part of this Annual Report. All numbers including comparative numbers for FY 2018-19 represented in the standalone financial statements are based on IND AS.

The Company has not prepared consolidated financial statements as at March 31, 2020, as the Company does not have any subsidiary or hold any investment in associates and joint ventures, except investment in associate Coviva Energy Terminals Limited. Coviva Energy Terminals Limited is yet to commence its operations and does not have any significant assets, liabilities, income or expense. Accordingly, the profits, equity and cash flows on consolidation of this entity with the Company would remain consistent with the standalone financial statements.

Further Nayara Energy Limited, holding company of the Company, would be consolidating Coviva Energy Terminals Limited and the same will be placed before the shareholders of Nayara Energy Limited for approval. The consolidated financial statements of Nayara Energy will also be filed with Registrar of Companies.

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this standalone financial statements relate and the date of this Report.

HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

As on March 31, 2020, Nayara Energy Limited is the holding company of the Company. Nayara Energy Limited holds 97.63% of the total paid up share capital of the Company. In turn Rosneft Singapore Pte. Ltd., a subsidiary of PJSC Rosneft Oil Company holds 49.13% stake in the share capital of Nayara Energy Limited and another 49.13% stake in share capital of Nayara Energy Limited is held by Kesani Enterprises Company Limited, a consortium led by Trafigura Group and UCP Investment Group.

During the year under review, Enneagon Limited, wholly owned subsidiary of the Company in Mauritius has been voluntarily wound up and accordingly ceased to be in existence w.e.f. January 14, 2020. Further, Coviva Energy Terminals Limited continues to be an associate company of your Company.

RELATED PARTY TRANSACTIONS

All Related Party Transactions entered during the year were in ordinary course of business and on an arm's length basis. During the year under review, the Company did not enter into any related party transactions which require disclosure in form AOC-2.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee named as CSR, Safety and Sustainability Committee ("CSR Committee"). The composition and terms of reference of CSR Committee are in accordance with the provisions of the Companies Act, 2013. As of March 31, 2020, the CSR Committee had three members with Ms. Naina Lal Kidwai as the Chairperson of the Committee and Mr. Anup Vikal and Capt. Alok Kumar as members.

The Board of Directors on the recommendations of the Committee, has adopted a CSR Policy indicating the activities to be undertaken by the Company. The policy can be accessed on the holding company's website at the link https://www.nayaraenergy.com/sustainability/csr-policy.

The annual report on CSR containing the details of the CSR Policy adopted by the Company, and other particulars specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report as Annexure – A. The Board of Directors on the recommendations of the CSR Committee had approved a CSR budget of INR 15.4 million for the financial year 2019-20. The Company spent the entire amount of INR 15.4 million during the financial year on CSR activities.

The Company's CSR interventions during the year were in the areas of Sustainable Livelihoods (Smart Agriculture Project) and swift response to Covid 19 pandemic. With a view to fight against the Covid 19 pandemic, the Company contributed INR 5 million to PM CARES Fund.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Risk Management

The Company documents and maintains updated risk registers capturing the potential business risks, risk category, impact and likelihood of occurrence of the risk and the current and proposed risk response plans with timelines. The Company effectively addresses its key risks by implementing appropriate and adequate risk response plans and/or internal control measures that brings down the risks to acceptable and manageable levels. In the opinion of the Board, the Company has an adequate framework for identifying and mitigating all possible key risks.

Audit Committee

As on March 31, 2020 and on the date of this report the Audit Committee of the Board comprised of 3 Non-Executive Directors, 2 of which are Independent. Ms. Naina Lal Kidwai acts as the Chairperson of the Committee and Mr. Deepak Kapoor and Ms. Gayathri S. are the other members of the Committee. During the year ended March 31, 2020, all the recommendations of the Audit Committee were accepted by the Board.

Internal Control Framework

The Company has in place a robust system and framework of Internal Financial Controls. This framework provides a reasonable assurance regarding the adequacy of operating effectiveness of controls with regards to financial reporting, operational and compliance risks. The framework ensures that the Company has policies and procedures for ensuring orderly and efficient conduct of the business, safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and timely preparation of reliable financial information. The Company has devised appropriate systems and framework including proper delegation of authority, effective IT systems aligned to business requirements, risk based internal audits, risk management framework and whistle blower mechanism.

The Company has also developed and implemented a framework for ensuing internal controls over financial reporting. This framework includes a risk and control matrix covering entity level controls, process and operating level controls and IT general controls. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India.

The entity level policies include anti-fraud policies such as code of conduct, conflict of interest, confidentiality and whistle blower policy and other policies (viz. organization structure, HR policies, IT security policies).

During the year, controls were tested and no material weakness in design and effectiveness was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Vigil Mechanism

Your Company has adopted a Whistle Blower Policy, as part of the vigil mechanism to provide appropriate avenues to the Directors and employees to report their genuine concerns which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The policy provides for adequate safeguards against victimization of persons who use the mechanism and has a process for providing direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

HUMAN RESOURCE

The Company's Human Resource (HR) team is working in syncronisation with the business needs arising from time to time. HR team has worked towards inculcating core Values of the Company to employees throughout the year. In all the HR initiatives, team is working in synchronisation with the holding Company, Nayara Energy Limited. Be it Company engagement meets, employee talent hunts or family events, all the employees are working as one team, ONE NAYARA.

Apart from value / culture building and engagement drive, we strongly believe in enhancing the talent base of our workforce. Training and Development has always been paramount at Nayara group level. We achieved more than 3 training man-days for employees in the year. Due to such cohesiveness, care and connect initiatives, we could achieve zero attrition at critical positions.

The Company has formulated a policy on Prevention of Sexual Harassment at workplace and has also complied with the provisions of formulation of Internal Complaints Committee as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder. During the financial year no cases were filed under the above said Act.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

During the year ended March 31, 2020, Ms. Naina Lal Kidwai and Mr. Deepak Kapoor were appointed as Independent Directors to hold office for a period of three years w.e.f. August 5, 2019. Their appointments were also confirmed by the Shareholders at the Annual General Meeting held on September 18, 2019.

During the year ended March 31, 2020, Dr. Pramod Kumar Agrawal, Dr. M. L. Sharma and Mr. C. Manoharan tendered resignations and accordingly ceased to be Directors of the Company w.e.f. November 26, 2019, December 2, 2019 and December 18, 2019 respectively.

Pursuant to the applicable provisions of the Companies Act, 2013, Mr. Anup Vikal is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends to the shareholders, the re-appointment of Mr. Anup Vikal as Non-Executive Director of the Company.

The Board wishes to place on record its appreciation for the valuable services rendered by Dr. Pramod Kumar Agrawal, Dr. M. L. Sharma and Mr. C. Manoharan during their tenure as Directors of the Company.

The Company has received declarations of Independence as stipulated under Section 149(6) of the Companies Act, 2013 from the Independent Directors.

Performance evaluation of the Board

The Board carried out a formal evaluation of its performance, its Committees, Chairperson of the Board and other Individual Directors for FY 2019 – 20. The Independent Directors evaluated performance of the Non-Independent Directors and the Board as a whole. Feedback from the individual Directors was sought based on a structured questionnaire covering, among others, Board composition, skills of Directors, quality and content of agenda and performance of Directors at the meetings. Evaluation was carried out through circulation of a structured questionnaire based on the responses from all the Directors. The evaluation report was reviewed by the Independent Directors, the Nomination and Remuneration Committee and the Board of Directors.

Number of Meetings of the Board of Directors

During the year, the Board of Directors met 6 times on April 26, 2019, June 13, 2019, July 25, 2019, August 7, 2019, December 2, 2019 and January 29, 2020.

Policy on Appointment of Directors and Remuneration

The Board has adopted a policy for appointment and remuneration of Directors and criteria for appointment of senior management executives. The policy, *inter-alia,* includes the criteria and procedures for selection, identification and appointment of Directors, criteria for appointment of senior management executives, remuneration to Executive and Non-Executive Directors etc. The above policy is available on the website of the Holding Company at https://www.nayaraenergy.com/investors/information.

Statement of Directors responsibilities

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 and based on the information provided by the management, your Directors state that:

(i) In the preparation of the annual accounts for FY 2019-20, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) The Directors had selected such accounting policies, and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of FY 2019-20 and of the profit and loss of the Company for that period;

(iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) The Directors had prepared the annual accounts for the year ended March 31, 2020 on a 'going concern' basis;

(v) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively.

Key Managerial Personnel

As on March 31, 2020, the following executives were designated as Key Managerial Personnel under the Companies Act, 2013:

a. Capt. Alok Kumar - Whole time Director

b. Mr. Yogesh Kumar Sharma – Chief Financial Officer

c. Mr. Nihar Avasare – Company Secretary

AUDITORS AND AUDIT

Statutory Auditors

The shareholders had, at the twenty fourth Annual General Meeting held on September 29, 2017, approved appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants as Auditors of the Company for a period of five years.

The report given by M/s S. R. Batliboi & Co. LLP, on standalone financial statements of the Company form part of the Annual Report.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Auditors in their report. The notes on standalone financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Secretarial Audit

The Board had appointed M/s Parikh Parekh & Associates, Practicing Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit for the year ended March 31, 2020. The Secretarial Audit Report for the year ended March 31, 2020 is annexed as Annexure - B to this Report. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

OTHER DISCLOSURES

Annual Return

The Annual Return for the financial year ended March 31, 2019, filed with the Registrar of Companies after conclusion of the AGM held on September 18, 2019, has been placed on the website of the Holding Company and can be accessed at https://www.nayaraenergy.com/investors/information. An extract of the Annual Return as on March 31, 2020 in form MGT 9 is enclosed as Annexure - C and forms part of this Report.

Foreign Exchange Earnings & Outgo

1. Earned : INR 2.03 million

2. Outgo : INR 773.94 million.

Particulars of loans given, investments made, guarantees given or security provided

The Company is providing infrastructural facilities in terms of Section 186 read with Schedule VI to the Companies Act, 2013 and hence is exempted from the provisions of Section 186 of the Companies Act, 2013.

General disclosures

Your Directors state that for the year ended March 31, 2020, no disclosure is required in respect of the following items and accordingly confirm as under:

- Your Company has fully complied with the provisions of Secretarial Standard 1 (SS 1) on Board/Committee meetings and Secretarial Standard 2 (SS 2) on the General meeting of Shareholders, issued by the Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act, 2013.
- The Company has not accepted any deposits from the public in accordance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder. Accordingly the details prescribed under Rule 8(5) of the Companies (Accounts) Rules, 2014 are not applicable.
- The Executive Director did not receive any remuneration from the holding and/or subsidiary companies.
- The Company has neither revised the standalone financial statements nor the report of Board of Directors.
- The Company has not issued equity shares with differential rights as to dividend, voting, or otherwise or sweat equity shares.
- No significant or material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status or Company's operations in future.
- The Company has not bought back any shares during the year.
- There were no instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013 and accordingly no such reporting was done by the Auditors of the Company.
- The particulars relating to conservation of energy, technology absorption are not applicable to the Company.
- Maintenance of cost records as specified by the Central Government under sub section 1 of Section 148 of the Companies Act, 2013, is not applicable to the Company.

APPRECIATION AND ACKNOWLEDGEMENTS

Your Directors thank the Financial Institutions and Banks, Deendayal Port Trust, Indian Coast Guard, other business associates, shareholders and employees for their continued support and co-operation.

For and on behalf of the Board

Capt. Alok Kumar	**Anup Vikal**
Whole time Director	Director
DIN: 07151716	DIN: 03171808
Devbhumi Dwarka,	Mumbai,
June 26, 2020	June 26, 2020

Annexure-A

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

   A brief outline of the CSR Policy of the Company is as under:

   CSR VISION

   The Company's vision is to be among the most respected organizations in India by doing what is right and rightful for the communities and nation at large.

   CSR MISSION

   Aspires to build a symbiotic relationship with its stakeholders and intends to make them equal partners in the process of nation building. We firmly believe that our role is to lay the path that is collaborative, progressive, inclusive and sustainable through our CSR programs. We also believe that technology and innovations can hasten the process of change and endeavor to support new and innovative models of development.

   CSR OBJECTIVES

   The objective of the CSR policy is to guide the planning, implementation and oversight mechanism of the CSR programs of the Company.

2. **The Composition of the CSR Committee**

   As of March 31, 2020 the CSR Committee titled as "CSR, Safety and Sustainability Committee" comprised of Ms. Naina Lal Kidwai, Independent Director and Chairperson of the Committee and Mr. Anup Vikal and Capt. Alok Kumar as its members.

3. **Average net profits of the company for last three financial years -** ₹ 768 million

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)- ₹ 15.4 million**

5. **Details of CSR spent during the financial year.**

   (a) Total amount to be spent for the financial year;- ₹ 15.4 million (as per the budget approved by the Board of Directors)

   (b) Amount unspent, if any; - Nil

   (c) Manner in which the amount spent during the financial year is detailed below.

Sr. No.	CSR Projects or activities identified	Sector in which the project is covered	Projects or programs 1. Local area or others 2. Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or program wise (Amount ₹ in million)	Amount spent on the projects or programs Sub heads: 1. Direct expenditure on projects or programs 2. Overheads (Amount ₹ in million)	Cumulative expenditure upto the reporting period (Amount ₹ in million)	Amount spent direct or through implementing agency
1	Sustainable Livelihoods Project (Agriculture Development, Animal Husbandry Development Project)	Eradicating hunger and poverty and malnutrition, promoting health care sanitation & safe drinking water and Ensuring Environmental Sustainability, ecological balance, wildlife & natural resources conservation	Devbhumi Dwarka & Jamnagar Districts, Gujarat	10.4	10.4	10.4	Implementing Agency - Baif Institute for sustainable Livelihoods & Development
2	Contribution to PM CARES Fund	Contribution to any other fund set up by the Central Government for socio economic development	National	5	5	5	Direct

(6) Reasons for shortfall in spent, if any – NA

(7) Responsibility statement of the CSR Committee - The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the CSR, Safety and Sustainability Committee

Anup Vikal
Director
DIN: 03171808

Mumbai, June 26, 2020

Naina Lal Kidwai
Chairman of the CSR, Safety and Sustainability Committee
DIN: 00017806

New Delhi, June 26, 2020

Annexure-B

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,

The Members,

Vadinar Oil Terminal Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company namely:

a. The Explosives Act, 1864

b. The Explosive Substances Act, 1908

c. Hazardous Waste (Management and Handling) Rules, 2016

d. The Petroleum Act, 1934

e. The Petroleum Rules, 1976

f. The Static and Mobile Pressure Vessels (Unfired) Rules, 1981

g. The Coastal Regulatory Zone Notification, 1991

h. E-waste (M&H) Rules, 2016

i. Merchant Shipping Act, 1958 and Rules made thereunder;

j. Essential Commodities Act, 1955

k. The Legal Metrology Act, 2009 & The Legal Metrology (General) Rules, 2011 and amendments thereto

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

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

We further report that:

The Board of Directors of the Company is duly constituted. 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 was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and internal monitoring 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 etc.

We further report that during the audit period no events have occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date: 26th June, 2020

Jeenal Jain
ACS No: 43855 CP No: 21246

UDIN : A043855B000383700

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

'Annexure A'

To,

The Members

Vadinar Oil Terminal Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date: June 26, 2020

Jeenal Jain
ACS No: 43855 CP No: 21246

UDIN : A043855B000383700

Annexure-C

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2020

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

I. I. REGISTRATION & OTHER DETAILS:

1	**CIN**	U35111GJ1993PLC053434
2	**Registration Date**	June 22, 1993
3	**Name of the Company**	Vadinar Oil Terminal Limited
4	**Category / Sub-category of the Company**	Public Limited Company
5	**Address of the Registered office & contact details**	Nayara Energy Refinery Site, 39 K.M. Stone, Okha Highway (SH-25), Taluka Khambhalia, Dist. Devbhumi Dwarka, Gujarat 361 305 Tel: +91-2833-661444, Fax: +91-2833-662929, Email:votlcosec@nayaraenergy.com
6	**Whether listed company**	No
7	**Name, Address & contact details of the Registrar & Transfer Agent, if any.**	M/s. Link Intime India Private Limited, Unit – Vadinar Oil Terminal Limited C-101,247 Park, LBS Marg Vikhroli (West), Mumbai 400 083 Phone : +91 22 4918 6000, Fax : +91 22 4918 6060 E-mail : 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 products / services	NIC Code of the Product / Service*	% to Total Turnover of the Company
1	Owning and operations of Ports & Terminals	521 and 522	100

* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Nayara Energy Limited Khambhalia, Post Box No. 24, District Devbhumi Dwarka, Gujarat - 361305	U11100GJ1989PLC032116	Holding Company	97.63	2(46)
2	Coviva Energy Terminals Limited Khambhalia, Post Box No. 24, District Devbhumi Dwarka, Gujarat - 361305	U74140GJ2015PLC082393	Associate Company	25	2(6)

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 on 1-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	314,323,454	-	314,323,454	97.63	314,323,454	-	314,323,454	97.63	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	**314,323,454**	**-**	**314,323,454**	**97.63**	**314,323,454**	**-**	**314,323,454**	**97.63**	-
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	**314,323,454**	**-**	**314,323,454**	**97.63**	**314,323,454**	**-**	**314,323,454**	**97.63**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	2,485	24,036	26,521	0.01	2,485	24,036	26,521	0.01	-
b) Banks / FI	2,050	36,624	38,674	0.01	2,052	36,622	38,674	0.01	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	24	24	0.00	-	24	24	-	-
g) FIIs	-	9,221	9,221	0.00	-	9,221	9,221	0.00	(0.00)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**4,535**	**69,905**	**74,440**	**0.02**	**4,537**	**69,903**	**74,440**	**0.02**	**(0)**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	195,648	72,589	268,237	0.08	194,560	70,643	265,203	0.08	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	3,850,932	3,025,911	6,876,843	2.14	3,883,142	2,990,082	6,873,224	2.13	0.00
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	80,262	64,584	144,846	0.04	80,262	64,584	144,846	0.04	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) NRI Rep	60,033	133,461	193,494	0.06	60,044	132,546	192,590	0.06	-
ii) NRI Non-Rept	65,761	-	65,761	0.02	73,294	-	73,294	0.02	0.00
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) Foreign National	-	-	-	-	24	-	24	0.00	-
Sub-total (B)(2):-	**4,252,636**	**3,296,545**	**7,549,181**	**2.34**	**4,291,326**	**3,257,855**	**7,549,181**	**2.34**	**0**
Total Public (B)	**4,257,171**	**3,366,450**	**7,623,621**	**2.37**	**4,295,863**	**3,327,758**	**7,623,621**	**2.37**	**(0.00)**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**318,580,625**	**3,366,450**	**321,947,075**	**100.00**	**318,619,317**	**3,327,758**	**321,947,075**	**100.00**	**-**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Nayara Energy Limited	314,323,454	97.63	97.63	314,323,454	97.63	97.63	-
	Total	**314,323,454**	**97.63**	**97.63**	**314,323,454**	**97.63**	**97.63**	-

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

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year as on April 1, 2019		Date	Reason	Increase / Decrease in shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
No change in the Promoters Shareholding during FY 2019-20									

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

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Increase during the year	Decrease during 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	Lal Tolani	52,363	0.02	-	-	52,363	0.02
2	R J Shares and Securities Private Limited	21,403	0.01	-	-	21,403	0.01
3	Sushil Kumar Gupta	21,391	0.01	-	-	21,391	0.01
4	Ritu Jain	20,100	0.01	-	-	20,100	0.01
5	Bank of India- in House Account	19,018	0.01	-	-	19,018	0.01
6	Ripon Estates Ltd	18,000	0.01	-	-	18,000	0.01
7	R P David	18,000	0.01	-	-	18,000	0.01
8	Shrinivas Vasudeva Dempo	18,000	0.01	-	-	18,000	0.01
9	K D Parakh	18,000	0.01	-	-	18,000	0.01
10	Satyavati R Ruia	16,630	0.01	-	-	16,630	0.01

Note - Shareholding in folios having common PAN no. have been clubbed.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director and Key Managerial Personnel	Shareholding at the beginning of the year		Increase during the year	Decrease during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares			No. of shares	% of total shares
Nil							

V. INDEBTEDNESS

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

(₹ in Million)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	29,754	-	-	29,754
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**29,754**	**-**	**-**	**29,754**
Change in Indebtedness during the financial year				
Addition	20,059	-	-	20,059
Reduction	(21,257)	-	-	(21,257)
Net Change	(1,198)	-	-	(1,198)
Indebtedness at the end of the financial year				
i) Principal Amount	28,483	-	-	28,483
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	73	-	-	73
Total (i+ii+iii)	**28,556**	**-**	**-**	**28,556**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager	
		Capt Alok Kumar	**Total Amount (Amount in ₹)**
		Whole time Director	
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,692,792	8,692,792
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	**Stock Option**	-	-
3	**Sweat Equity**	-	-
4	**Commission**	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	**Others, please specify**	-	-
	Contribution to provident fund	332,916	332,916
	Total	**9,025,708**	**9,025,708**
	Ceiling as per the Act	5% of net profit	

B. Remuneration to other Directors

Sr. No.	Name	Commission	Sitting Fees	Total Compensation (Amount in ₹)
A)	**Non Executive Directors**			
1	Mr. C. Manoharan	-	-	-
2	Ms. Gayathri S.	-	-	-
3	Mr. Anup Vikal	-	-	-
	Total (A)	**-**	**-**	**-**
B)	**Independent Directors**			
4	Dr. Mohan Lal Sharma	-	900,000	900,000
5	Dr. Pramod Kumar Agrawal	-	800,000	800,000
6	Ms. Naina Lal Kidwai	19,000,000	300,000	19,300,000
7	Mr. Deepak Kapoor	17,500,000	400,000	17,900,000
	Total (B)	**36,500,000**	**2,400,000**	**38,900,000**
	Grand Total (A+B)	**36,500,000**	**2,400,000**	**38,900,000**
	Overall Ceiling as per the Companies Act, 2013	1% of net profit	₹ 1,00,000 per meeting	

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

Sr. No.	Particulars of Remuneration	Mr. Yogesh Kumar Sharma	Mr. Nihar Avasare	Total Amount (Amount in ₹)
	Designation	**CFO**	**CS**	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	**Stock Option**	-	-	-
3	**Sweat Equity**	-	-	-
4	**Commission**	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-.
5	**Others, please specify:**	-	-	-
	Total	**-**	**-**	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

For and on behalf of the Board of Directors

Capt. Alok Kumar
Whole time Director
(DIN - 07151716)

Devbhumi Dwarka,
June 26, 2020

Anup Vikal
Director
(DIN - 03171808)

Mumbai,
June 26, 2020

Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the
Members of Vadinar Oil Terminal Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Vadinar Oil Terminal Limited ("the Company"), which comprise the Balance Sheet as at March 31 2020, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

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

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

Responsibility of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

    e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

    g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company does not have any pending litigations which would impact its financial position;

        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 – Refer Note 21 and 24 to the standalone Ind AS financial statements;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

per Naman Agarwal
Partner
Membership Number: 502405
UDIN: 20502405AAAABF7522
Place of Signature: New Delhi
Date: June 26, 2020

ANNEXURE 1

Referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: Vadinar Oil Terminal Limited (“the Company”)

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

(b) All fixed assets were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the central government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the services of the company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, duty of custom, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to employees’ state insurance, sales tax, duty of excise and value added tax are not applicable to the Company.

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

(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, goods and services tax, value added tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to bank or financial institutions, based on the revised repayment schedules, for some such loans, which has been drawn after taking effects of the moratorium granted by the banks and availed by the Company, in view of the Covid-19 pandemic. The Company did not have any outstanding dues to government or dues to debenture holders during the year.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised. The Company has not raised monies by way of initial public offer/ further public offer and debt instruments and hence, not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

per Naman Agarwal
Partner
Membership Number: 502405
UDIN: 20502405AAAABF7522
Place of Signature: New Delhi
Date: June 26, 2020

ANNEXURE 2

(referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

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

We have audited the internal financial controls over financial reporting of Vadinar Oil Terminal Limited ("the Company"), as of March 31, 2020 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 issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements were operating effectively as at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

per Naman Agarwal
Partner
Membership Number: 502405
UDIN: 20502405AAAABF7522
Place of Signature: New Delhi
Date: June 26, 2020

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2020

(₹ in million)

	Particulars	Notes	As at March 31, 2020	As at March 31, 2019
	ASSETS			
1)	**Non-current assets**			
	(a) Property, plant and equipment	6	38,963	41,275
	(b) Capital work-in-progress		107	62
	(c) Other Intangible assets	6	1	2
	(d) Right of Use assets	6	608	-
	(e) Financial assets			
	(i) Investments	7	0	0
	(ii) Other financial assets	8	394	132
	(f) Other non-current assets	9	936	6
	(g) Non-current tax assets (net)	10	1,848	1,891
2)	**Current assets**			
	(a) Inventories	11	23	11
	(b) Financial assets			
	(i) Investments	12	-	-
	(ii) Trade receivables	13	3,348	57
	(iii) Cash and cash equivalents	14	4,050	2,280
	(iv) Bank balances other than (iii) above	15	4,571	-
	(v) Other financial assets	16	471	184
	(c) Other current assets	17	182	283
	Total Assets		**55,502**	**46,183**
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity share capital	18	3,219	3,219
	(b) Other equity	19	13,604	3,798
	LIABILITIES			
1)	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	20	26,891	28,896
	(ii) Other financial liabilities	21	1,406	2,766
	(b) Deferred tax liabilities (net)	22	7,402	5,371
2)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Trade payables	23		
	(A) Total Outstanding dues of micro and small enterprises		5	1
	(B) Total Outstanding dues of creditors other than micro and small enterprises		112	44
	(ii) Other financial liabilities	24	2,004	1,914
	(b) Other current liabilities	25	241	159
	(c) Provisions	26	13	15
	(d) Current tax liabilities (net)	27	605	-
	Total equity and liabilities		**55,502**	**46,183**

See accompanying notes to the standalone financial statements

As per our report of even date

For S. R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

per Naman Agarwal
Partner
Membership No. 502405
New Delhi, June 26, 2020

For and on behalf of the Board of Directors

Capt. Alok Kumar
Whole Time Director
DIN:07151716
Devbhumi Dwarka, June 26, 2020

Anup Vikal
Director
DIN:03171808
Mumbai, June 26, 2020

Nihar Avasare
Company Secretary
Mumbai, June 26, 2020

Yogesh Kumar Sharma
Chief Financial Officer
Devbhumi Dwarka, June 26, 2020

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2020

(₹ in million)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
Income			
Revenue from operations	28	18,863	15,493
Other income	29	2,733	118
Total Income		**21,596**	**15,611**
Expenses			
Operating expenses	30	916	849
Employee benefits expense	31	100	90
Other expenses	32	758	2,683
Depreciation and amortisation expense	6	2,683	2,404
Finance costs	33	3,292	3,297
Total expenses		**7,749**	**9,323**
Profit before tax		**13,847**	**6,288**
Tax expense:	22		
a) Current tax expenses		1,788	967
b) Deferred tax expenses [net of a credit of Rs. 420 million (previous year Nil) due to change in tax provisions]		2,109	1,288
Total tax expenses		**3,897**	**2,255**
Profit for the year		**9,950**	**4,033**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurement of the defined benefit plans		1	(3)
(b) Income tax relating to items that will not be reclassified to profit or loss		(0)	1
Other comprehensive income / (loss) for the year, net of tax		**1**	**(2)**
Total Comprehensive Income for the year (comprising profit and Other Comprehensive Income for the year)		**9,951**	**4,031**
Basic and diluted Earnings per share in ₹ (Face value ₹ 10 per share)			
Basic (in ₹)	39	**30.91**	**12.53**
Diluted (in ₹)	39	**30.91**	**12.53**

See accompanying notes to the standalone financial statements

As per our report of even date

For S. R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

per Naman Agarwal
Partner
Membership No. 502405
New Delhi, June 26, 2020

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Company Secretary
Mumbai, June 26, 2020

Yogesh Kumar Sharma
Chief Financial Officer
Devbhumi Dwarka, June 26, 2020

STANDALONE STATEMENT OF CHANGES IN EQUITY
FOR YEAR ENDED MARCH 31, 2020

a. Equity share Capital

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Balance	3,219	3,219
Closing Balance	**3,219**	**3,219**

b. Other equity

(₹ in million)

Particulars	Capital reserve			Retained earnings	Securities Premium	Total
	On common control business combination	On cancellation and fresh issue of equity share capital	On convesrion of FCCB into Equity			
Balance as at April 01, 2018	**34**	**7,250**	**88**	**(7,838)**	**233**	**(233)**
Profit for the year	-	-	-	4,033	-	4,033
Other comprehensive (loss) for the year, net of income tax	-	-	-	(2)	-	(2)
Total comprehensive income for the year	**-**	**-**	**-**	**4,031**	**-**	**4,031**
Balance as at April 01, 2019	**34**	**7,250**	**88**	**(3,807)**	**233**	**3,798**
Profit for the year	-	-	-	9,950	-	9,950
Adjustment to retained earnings on implementation of Ind AS 116 (Refer Note 5 (a))				(145)		(145)
Other comprehensive Income for the year, net of tax	-	-	-	1	-	1
Total comprehensive income for the year	**-**	**-**	**-**	**9,806**	**-**	**9,806**
Balance as at March 31, 2020	**34**	**7,250**	**88**	**5,999**	**233**	**13,604**

As per our report of even date

For S. R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

per Naman Agarwal
Partner
Membership No. 502405
New Delhi, June 26, 2020

For and on behalf of the Board of Directors

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Company Secretary
Mumbai, June 26, 2020

Yogesh Kumar Sharma
Chief Financial Officer
Devbhumi Dwarka, June 26, 2020

STANDALONE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2020

(₹ in million)

	Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**13,847**	**6,288**
	Adjustment for:		
	Loss / (gain) on derivative liability (net)	(2,350)	2,503
	Unrealised Revenue (refer note 28)	(1,729)	-
	Depreciation and amortisation expense	2,683	2,404
	Interest expenses	3,292	3,297
	Interest Income on bank deposits & Other	(324)	(91)
	Gain on sale of investment measured at FVTPL	(23)	(4)
	Unrealised foreign exchange differences (net)	196	-
	Provision for/(reversal of) for losses on Investments in subsidiary	(2)	13
	Operating profit before working capital changes	**15,590**	**14,410**
	Adjustment for working capital changes:		
	Decrease / (Increase) in Inventories	(12)	35
	Decrease / (Increase) in Trade and other receivables	(3,070)	567
	(Decrease) / Increase in Trade and other payables	279	(2,142)
	Cash generated from operations	**12,787**	**12,870**
	Income taxes paid (net)	(1,229)	(1,910)
	Net cash generated from operating activities (A)	**11,558**	**10,960**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Payments for Property, plant and equipment including CWIP	(443)	(337)
	Inter-corporate deposits given	(342)	-
	Bank deposits made	(4,571)	(33)
	Interest received on bank deposits (gross)	260	78
	Sale of investment measured at FVTPL (net)	23	4
	Investment in equity shares of a subsidiary	-	(13)
	Proceeds on liquidation of subsidiary	2	-
	Net cash (used in) from investing activities (B)	**(5,071)**	**(301)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from long term borrowings	19,986	9,000
	Repayment of long term borrowings	(22,018)	(14,159)
	Finance cost paid	(2,664)	(3,480)
	Payment of principal portion of lease liabilities	(21)	-
	Net cash (used in) financing activities (C)	**(4,717)**	**(8,639)**

STANDALONE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2020

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Net increase in cash and cash equivalents (A+B+C)	1,770	2,020
Cash and cash equivalents at the beginning of the year	2,280	260
Cash and cash equivalents at the end of the year (refer note 14)	**4,050**	**2,280**

Notes :

1. The above cash flow from operating activities has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS)7- Statement of Cash Flows.

2. Reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities :

Particulars	As at March 31, 2019	Cash Changes	Non-cash changes*	As at March 31, 2020
Long term Borrowings including current maturities classified in other financial liabilities	29,499	(2,031)	579	28,047

Particulars	As at March 31, 2018	Cash changes	Non-cash changes*	As at March 31, 2019
Long term Borrowings including current maturities classified in other financial liabilities	34,840	(5,159)	(182)	29,499

*Interest for the period has been paid in cash.

As per our report of even date

For S. R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

per Naman Agarwal
Partner
Membership No. 502405
New Delhi, June 26, 2020

For and on behalf of the Board of Directors

Capt. Alok Kumar
Whole Time Director
DIN:07151716
Devbhumi Dwarka, June 26, 2020

Anup Vikal
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DIN:03171808
Mumbai, June 26, 2020

Nihar Avasare
Company Secretary
Mumbai, June 26, 2020

Yogesh Kumar Sharma
Chief Financial Officer
Devbhumi Dwarka, June 26, 2020

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

1. **Corporate information**

Vadinar Oil Terminal Limited (the "Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 (since replaced by the Companies Act, 2013) with its registered office located at Nayara Energy Refinery Site, 39 KM Stone, Okha Highway (SH-25), Khambhalia, District: Devbhumi Dwarka, Gujarat - 361 305, India. The principal place of business of the Company is located at Vadinar, Gujarat.

The Company is primarily engaged in the business of providing services of storage and handling crude oil and petroleum products. The Company has an integrated oil terminal situated at Vadinar, Gujarat. It has capacity of 58 MMTPA and handles crude oil and petroleum products. The facilities consist of an off-shore single point mooring (SPM), two jetties for handling liquid petroleum products, tanks for storage of crude oil and petroleum products and rail and road gantries for dispatch of petroleum products.

The standalone financial statements of the Company for the financial year ended March 31, 2020 were approved for issue in accordance with the resolution of the Board of Directors on June 26, 2020.

2. **Basis of preparation**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS'), prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended time to time).

These standalone financial statements are prepared under the accrual basis and historical cost measurement, except for certain financial instruments (refer accounting policy on financial instruments), which are measured at fair values. The standalone financial statements provide comparative information in respect of the previous period. The standalone financial statements are presented in Indian National Rupee (INR / ₹) which is the functional currency of the Company, and all values are rounded to the nearest million, except where otherwise indicated. All amounts individually less than ₹ 0.5 million have been reported as "0".

3. **Summary of significant accounting policies**

A. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. The Company has also disclosed fair value of financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Fair-value related disclosures for financial instruments and non-financial assets that are measured at fair value or where fair values are disclosed, are summarised in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

B. Property, Plant and Equipment

Property, Plant and Equipment (PPE) is recorded at cost of acquisition less accumulated depreciation and impairment loss, if any. Capital work in progress is stated at cost, net of accumulated impairment losses, if any.

Cost of acquisition comprises of all costs incurred to bring the assets to their present location and working condition up to the date the assets are ready for their intended use. Cost also includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when each major cost including Turnaround cost and major maintenance and inspection cost is performed, its cost is recognised in the carrying amount of the item of PPE if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognised. All other repair and maintenance costs are recognised in the Statement of Profit and Loss during the period in which they are incurred.

Depreciation

Depreciation on PPE is provided, pro-rata for the period of use, by the straight line method, over the estimated useful life given below, which is different than useful life as specified in the Schedule II to the Companies Act, 2013. The estimate of the useful life of these assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

The estimated useful life of items of Assets is mentioned below:

Particulars	Estimated useful life (in years)
Buildings and civil structure	3-30
Plant and machinery	10-30
Furniture and fixtures	3-10
Office equipment	3-5
Marine structures and plant and equipment to be handed over under an Agreement with the Deendayal Port Trust	20
Vehicle	1-10
Roads	5-10

De-recognition

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

C. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period, and treated as change in estimate, if any change is required.

The Company has estimated the useful life of software and licenses ranging from 3 - 5 years from the date of acquisition and amortises the same over the said period on a straight line basis.

De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

D. Impairment of non-financial assets

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

Impairment losses of continuing operations are recognised in the Statement of Profit and Loss.

An assessment is made for assets at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss.

E. Leases

A contract or parts of contracts that conveys the right to control the use of an identified asset for a period of time in exchange for payments to be made to the owners (lessors) are accounted for as leases. Contracts are assessed to determine whether a contract is, or contains, a lease at the inception of a contract or when the terms and conditions of a contract are significantly changed. The lease term is the non-cancellable period of a lease, together with contractual options to extend or to terminate the lease early, where it is reasonably certain that an extension option will be exercised or a termination option will not be exercised.

Company as a lessee

At the commencement of a lease contract, a right-of-use asset and a corresponding lease liability are recognised, unless the lease term is 12 months or less or value of underlying asset is of low value. The commencement date of a lease is the date the underlying asset is made available for use.

Lease liability is measured at an amount equal to the present value of the lease payments during the lease term that are not paid at that date. Lease liability includes contingent rentals and variable lease payments that depend on an index, rate, or where they are fixed payments in substance. The lease liability is remeasured when the contractual cash flows of variable lease payments change due to a change in an index or rate when the lease term changes following a reassessment.

Lease payments are discounted using the interest rate implicit in the lease. If that rate is not readily available, the incremental borrowing rate is applied. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment.

In general, a corresponding right-of-use asset is recognised at cost, which comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee adjusted for accumulated depreciation, impairment losses and any remeasurement of lease liabilities. The depreciation on right-of-use assets is recognised in expenses unless capitalised when the right-of-use asset is used to construct another asset.

Impairment of the right-of-use asset

Right-of-use assets are subject to existing impairment requirements as set out in Impairment of non-financial assets.

Right of use assets are depreciated on a straight line basis over the lesser of the assessed useful lives of the asset, as estimated in B above, or the lease period.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

F. Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of inventories comprise of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. The cost of inventories are determined on a weighted average basis.

G. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

The specific recognition criteria described below must also be met before revenue is recognised.

Revenue which include cargo handling and storage services is recognized as per proportionate completion method based on services completed till the reporting date.

H. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

I. Retirement and other employee benefits

Payments to defined contribution plans are recognised as expense when employees have rendered services entitling them to the contributions.

The Company determines the present value of the defined benefit obligation and fair value of plan assets. The net liability or assets represents the deficit or surplus in the Company's defined benefit plans. (The surplus is limited to the present value of economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans). The present value of the obligation is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through the Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Past service costs are recognised in the Statement of Profit and Loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

J. Foreign currencies

The Company's standalone financial statements are presented in INR / ₹, which is also the Company's functional currency.

<u>**Transaction and balances**</u>

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences arising on settlement / restatement on monetary items are recognised in profit & loss statement.

K. Investment in subsidiaries and associates:

Equity investments in subsidiaries and associates are shown at cost less impairment, if any. The Company tests these investments for impairment in accordance with the policy applicable to 'Impairment of non-financial assets'. Where the carrying amount of an investment or CGU to which the investment relates is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is recognised in the Statement of Profit and Loss.

Dividends from a subsidiary or an associate are recognised when the Company's right to receive the dividend is established. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

L. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments comprise of financial assets and financial liabilities. Financial assets primarily comprise of loans and advances, deposits, trade receivables, and cash and cash equivalents. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments (including embedded derivative instruments requiring separation). Derivatives can be financial assets or financial liabilities depending on whether value is positive or negative, respectively.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

(i) Financial Assets

a) Initial Recognition and measurement

The Company initially recognises loans and advances, deposits and debts on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset is initially measured at fair value plus / minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b) Classification of financial assets

On initial recognition, a financial asset is classified into one of the following categories:

- Financial assets other than equity investment at amortised cost
- Financial assets other than equity investment at fair value through other comprehensive income (FVTOCI)
- Financial assets other than equity investment at fair value through profit or loss (FVTPL)

<u>Financial assets other than equity investment measured at amortised cost</u>

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets 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.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

<u>Financial assets other than equity investment at FVTOCI</u>

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not designated at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss.

<u>Financial assets other than equity investment at FVTPL</u>

FVTPL is a residual category for financial assets. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c) Equity Investments

All equity investments within the scope of Ind AS 109 are measured at fair value with value changes recognised in the Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in the OCI.

d) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

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

e) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at FVTPL. Expected credit losses are measured through a loss allowance at an amount equal to:

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

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

For other assets, the Company uses 12-month Expected Credit Loss to provide for impairment loss

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where there is no significant increase in credit risk. If there is significant increase in credit risk, full lifetime Expected Credit Loss is used.

f) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in the Statement of Profit and Loss and is included in the 'Other income' line item.

(ii) Financial liabilities / debt and equity instruments

a) Classification as financial liabilities / debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument in the Ind AS 32.

b) Financial liabilities / debt

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings including payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, plus directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

c) Equity instruments

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

d) Financial Liabilities:

The Company does not have any financial liabilities, except which is used to minimise accounting mismatch, to be classified as at FVTPL. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

e) Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the new liability recognised plus consideration paid or payable is recognised in the Statement of Profit and Loss.

M. Derivative financial instruments

(i) Initial recognition and subsequent measurement of Derivative and embedded derivatives financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to foreign exchange rate risks. These derivatives include foreign exchange forward contracts, foreign exchange options,

All derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The resulting gain or loss is recognised in the 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 the Statement of Profit and Loss or otherwise depends on the nature of the hedge item.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 'Financial Instruments' are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Embedded derivatives separated in this manner are accounted for as per the accounting policy applicable to derivative financial Instruments.

N. Borrowing Costs

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

O. Taxes

(i) Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in the OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to income taxes levied by the same taxation authority on the same taxable entity.

(ii) Goods and service tax

Expenses and assets are recognised net of the amount of Goods and service tax, except:

- When the Goods and service tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of Goods and service tax recoverable from, or payable to, the taxation authority is included as part of balances with government authorities or statutory dues in the balance sheet.

P. Provisions

A provision is recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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

Q. Cash and short-term deposits

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

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

4. Critical accounting judgments and key sources of estimation uncertainty

The preparation of the Company's standalone financial statements requires the management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, and, income and expenses and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Critical accounting judgements

In the process of applying the Company's accounting policies, the management has made the following judgements, which have the most significant effect on the amounts recognised in the standalone financial statements:

(i) Determination of functional currency

The management makes judgements in determining the functional currency based on economic substance of the transactions relevant to the Company. In concluding that Indian National Rupee is the functional currency, the management considered (i) the currency that mainly influences the sales prices for goods and services, the labour, material and other costs of providing goods and services, and (ii) the effect of the competitive forces and regulations of the country which mainly determine the sales prices of the goods and services. As no single currency was clearly dominant, the management also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained. The management concludes that INR / ₹ is the functional currency of the Company.

Consequent to the above, the management has also concluded that USD denominated service/ lease contracts entered into with other Indian Company having INR functional currency contain embedded derivatives which need to be accounted for separately.

B. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Fair value measurement of embedded derivative

The fair value of embedded derivative is based on a DCF model which uses INR ₹/US $ forward rates and discount rates derived from overnight indexed swap (OIS). Volatility in these inputs could affect the fair value of the embedded derivative instruments. Refer note 37.

(ii) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalizing or cannot be quantified reliably are treated as contingent liabilities. Among other matters, such determination require involvement of legal and other subject matter experts. Depending on materiality, the Company may involve internal and / or external experts to make such assessment. Contingent liabilities are disclosed in the Notes to the standalone financial statements but are not recognized.

(iii) Fair value measurements of financial instruments

When the fair values of financial assets or financial liabilities recognised or disclosed in the standalone financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 37 for further disclosures.

5. Changes in accounting policies

a. Ind AS 116 - Leases

Effective April 1, 2019, the Company adopted Ind AS 116 – Leases ("Ind AS 116") and applied to all lease contract, identified as lease under Ind AS 17 -Leases ("Ind AS 17"), existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the transition date.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. As a lessee, the Company previously classified leases as an operating or a finance lease based on its assessment of whether the lease transferred significantly all of the risk and rewards incidental to the ownership of the underlying asset of the

Company. Under Ind AS 116, the Company recognizes the right-of-use assets and lease liabilities as stated in the note 34.

The Company has applied Ind AS 116 only to the contracts that were previously identified as leases. As a practical expedient, contracts previously identified as lease under Ind AS 17 has not reassessed as to whether a contract is, or contains, a lease under Ind AS 116.

The Company also applied the available practical expedients wherein company has:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

At the transition date, the remaining lease payments were discounted, as required under the transition approach chosen, using the incremental borrowing rate as per the transition date of April 1, 2019. To determine the incremental borrowing rate for each lease contract, a risk-free rate at transition date was applied, adjusted for other factors such as the credit rating of the entity that entered into the lease contract, a country risk premium, the impact of currency, an asset specific element and the term the lease contract. The incremental borrowing rates applied upon transition was 9%.

The adoption of this new standard resulted in a reduction in the retained earnings as at April 1, 2019 of ₹ 145 million (net of tax credits ₹ 78 million). This represents the recognition of lease liabilities of ₹ 959 million and right-of-use assets of ₹ 736 million.

The application on Ind AS 116 did not have any material impact on lessor accounting except below:

Under Ind AS 17, the Company did not straight-line lease rental income since, according to the management, lease payments were structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases. Ind AS 116 does not contain any such exemption from straight-lining. Accordingly, the Company has recognised lease rental income on a straight-line basis over the lease terms resulting in higher lease income of INR 935 million for the current year.

b. In addition, the below amendments have also became effective for the Company from financial year beginning April 1, 2019. However, the management has evaluated and determined that the adoption of these amendments will not have any material impact on the standalone financial statements since there are no such transactions or the Company's existing policies are aligned to these amendments:

- Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment
- Amendments to Ind AS 109: Prepayment Features with Negative Compensation
- Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement
- Amendments to Ind AS 28: Long-term interests in associates and joint ventures
- Annual improvement to Ind AS (2018): These improvements include:
    - Amendments to Ind AS 103: Party to a Joint Arrangements obtains control of a business that is a Joint Operation
    - Amendments to Ind AS 111: Joint Arrangements
    - Amendments to Ind AS 12: Income Taxes
    - Amendments to Ind AS 23: Borrowing Costs

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6 Property, Plant and Equipment

(₹ in million)

Description of the assets	Gross block (I)				Depreciation/Amortisation(II)				Net block (III) = (I - II)
	As at April 01, 2018	Additions	Deductions	As at March 31, 2019	As at April 01, 2018	During the year	Deductions	As at March 31, 2019	As at March 31,2019
(A) Property, Plant & Equipment									
Land	0	-	-	0	-	-	-	-	0
Building & Civil Structure (including marine structure)	5,028	8	-	5,036	355	353	-	708	4,328
Plant and equipment	39,809	1,197	1	41,005	2,012	2,050	-	4,062	36,943
Furniture and fixtures	3	-	-	3	2	1	1	2	1
Office equipments	5	1	-	6	3	-	0	3	3
Total Property, Plant & Equipment	**44,845**	**1,206**	**1**	**46,050**	**2,372**	**2,404**	**1**	**4,775**	**41,275**
(B) Other intangible assets									
IT - Software	-	2	-	2	-	-		-	2
Total other intangible assets	**-**	**2**	**-**	**2**	**-**	**-**		**-**	**2**
Total Assets (A+B)	**44,845**	**1,208**	**1**	**46,052**	**2,372**	**2,404**	**1**	**4,775**	**41,277**

Description of the assets	Gross block (I)				Depreciation/Amortisation (II)				Net block (III) = (I - II)
	As at April 01, 2019	Additions	Deductions	As at March 31,2020	As at April 01, 2019	During the year	Deductions	As at March 31,2020	As at March 31,2020
(A) Property, Plant & Equipment									
Land	0	-	-	0	-	-	-	-	0
Building & Civil Structure (including marine structure)	5,036	-	-	5,036	708	360	-	1,068	3,968
Plant and Machinery	41,005	336	19	41,322	4,062	2,288	19	6,331	34,991
Furniture and fixtures	3	0	-	3	2	0	-	2	1
Office equipments	6	1	0	7	3	1	-	4	3
Total Property, Plant & Equipment	**46,050**	**337**	**19**	**46,368**	**4,775**	**2,648**	**19**	**7,405**	**38,963**
(B) Other intangible assets									
IT - Software	2	-	-	2	-	1	-	1	1
Total other intangible assets	**2**	**-**	**-**	**2**	**-**	**1**	**-**	**1**	**1**
(C) Right-of-use (ROU) assets									
Land	-	276	-	276	-	25	-	25	251
Vehicles	-	460	94	366	-	9	-	9	357
Total Right-of-use (ROU) assets	**-**	**736**	**94**	**642**	**-**	**34**	**-**	**34**	**608**
Total Assets (A+B+C)	**46,052**	**1,073**	**113**	**47,012**	**4,775**	**2,683**	**19**	**7,440**	**39,572**

for details of assets pledge as security, refer borrowings note 20.

Notes:

1. Additions to ROU assets includes ₹ 736 million accounted for on April 1, 2019 on implementation of Ind AS 116.

NOTES TO STANDALONE FINANCIAL STATEMENTS
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7 Investments (non-current) (Unquoted) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment in equity shares of associate - At cost		
Coviva Energy Terminals Limited (formerly known as Vadinar Liquid Terminals Limited) - Associate (as at March 31,2020: 12,500; as at March 31, 2019: 12,500) equity shares of ₹ 10/- each fully paid	0	0
Total	**0**	**0**
Aggregate carrying value of unquoted investments	**0**	**0**
Aggregate amount of impairment in value of investments	**-**	**-**

8 Other financial assets (non-current)

(Unsecured and considered good, unless otherwise stated) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Margin money with bank - In time deposits with maturity of more than 12 months*	132	132
Derivative Assets - Option	262	-
* mainly placed as margin for guarantees obtained from banks and to earn interest at the respective term deposit rates.		
Total	**394**	**132**

9 Other non-current assets (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Prepaid expenses	1	2
Capital advances	-	4
Lease equalization assets	935	-
Total	**936**	**6**

10 Tax assets (Non current) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance income tax / Tax deducted at source (Net of provision)	1,848	1,891
Total	**1,848**	**1,891**

11 Inventories (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Stores and spares	23	11
Total	**23**	**11**

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12 Investments (current) (Unquoted) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment in equity shares of subsidiary - At cost		
Enneagon Limited - Subsidiary Liquidated (refer note 45)		
(as at March 31,2020: NIL; as at March 31, 2019: 180,001) equity shares of USD. 1/- each	-	-
Total	**-**	**-**
Aggregate carrying value of unquoted investments	**-**	**13**
Aggregate amount of impairment in value of investments	**-**	**13**

13 Trade receivables (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Receivables from related party- unsecured - considered good (refer note 43)	3,348	57
Total	**3,348**	**57**

The Company's exposure to credit and currency risk related to trade receivables are disclosed in note 37.3.3

14 Cash and cash equivalents (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance with banks in:		
- Current accounts	251	125
- Deposits of original maturity of less than 3 months*	3,799	2,155
Total	**4,050**	**2,280**

* Short-term deposits are made with banks for varying periods of up to three months depending on the immediate cash requirements of the Company and to earn interest at the respective short-term deposit rates.

15 Bank balances other than cash and cash equivalents (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Margin deposits *	3	-
Deposits of original maturity of more than 3 months	4,568	-
* Mainly placed as margin for letters of credit facilities, guarantees and borrowings obtained from banks.		
Total	**4,571**	**-**

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16 Other Financial Assets (current)

(Unsecured, considered good, unless otherwise stated) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Interest accrued on bank deposits	78	14
Security deposits	0	0
Inter Corporate Deposit - to related party (refer note 43)	342	-
Other receivables		
From related parties (refer note 43)		
- Considered good	-	104
From others		
- Considered good	51	66
- Significant increase in credit risk	4	4
- Less: expected credit loss	(4)	(4)
Total	**471**	**184**

17 Other current assets

(Unsecured and considered good) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Claim receivable	8	8
Balances with government authorities	17	47
Prepaid expenses	153	157
Advances recoverable in cash or in kind or for value to be received	4	71
Total	**182**	**283**

18 Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	(₹ in million)	Number of shares	(₹ in million)
Authorised share capital				
Equity shares of ₹ 10/- each	9,000,000,000	90,000	9,000,000,000	90,000
Total	**9,000,000,000**	90,000	**9,000,000,000**	**90,000**
Issued capital				
Equity shares of ₹ 10/- each	321,947,075	3,219	321,947,075	3,219
Total	**321,947,075**	**3,219**	**321,947,075**	**3,219**
Subscribed and fully paid up				
Equity shares of ₹ 10/- each	321,947,075	3,219	321,947,075	3,219
Total	**321,947,075**	**3,219**	**321,947,075**	**3,219**

NOTES TO STANDALONE FINANCIAL STATEMENTS
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Notes:-

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening balance	Issue of Equity Shares	Closing balance
Equity Shares			
Year ended March 31, 2020			
- Number of shares	321,947,075	-	321,947,075
- Amount (₹ in million)	3,219	-	3,219
Year ended March 31, 2019			
- Number of shares	321,947,075	-	321,947,075
- Amount (₹ in million)	3,219	-	3,219

(ii) Terms/ Rights attached to equity shares

The Company has one class of equity shares having a par value of ₹10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Shares held by the holding company and shareholder more than 5% shares of the Company:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	% shares	Number of shares	% shares
Equity shares				
Nayara Energy Limited (formerly known as Essar Oil Ltd)	314,323,454	97.63%	314,323,454	97.63%

19 Other equity (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve:		
on common control business combination	34	34
on cancellation and fresh issue of equity share capital	7,250	7,250
on conversion of FCCB into Equity	88	88
Securities Premium	233	233
Retained earnings	5,999	(3,807)
Total	**13,604**	**3,798**

Capital reserve: The Company recognises profit or loss on purchase, sale, issue including conversion of other instruments or or cancellation of the Company's own equity instruments to capital reserves. It also includes capital reserve created on common control business combination. The same can be utilised for issuance of bonus shares.

Securities Premium: The amount in the account represents the additional amount shareholders paid for their issued shares that was in excess of the par value of those shares. The same can be utilised for the items specified under section 52 of the Companies Act, 2013.

Retained earnings: Net earnings, retained by the company to be reinvested in its core business. It also includes fair valuation of property, plant and equipment and other assets done by the Company on transition to Ind AS and used as deemed cost of the concerned assets. Whether the Company can use these amount for distribution depend on specific requirements of the Companies Act, 2013 (as amended) and rules framed thereunder. Particularly, unrealised fair value gains cannot be used for dividend distribution.

20 Borrowings (non-current) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Secured borrowings- at amortised cost		
-Term loans from banks	24,741	29,499
-Term loans from financial institutions	3,306	-
- Current maturities of long term debt included under other finance liabilities (Current) (refer note 24)	(1,156)	(603)
Total	**26,891**	**28,896**

A) Security details, repayment terms and interest rate, breach of loan agreement (if any)

Particulars	As at March 31, 2020	As at March 31, 2019
a)Term loan from banks/ financial institutions are secured by first charge ranking pari passu over all movable and immovable assets (including land as available and registered in the name of Borrower and including any leasehold interest granted by holding company and including the project land) both present and future, Intangible assets of the Company both present and future, cash sweep, insurance contracts, title and interests under project documents, designated project accounts and other accounts including DSRA when created, pledge of certain equity shares of the Company owned by holding Company, undertaking and PUT Option provided by its holding Company.	28,047	29,499

B) Repayment terms and interest rate, breach of loan agreement (if any)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Term loan carries an interest rate of MCLR/LIBOR + spread ranging from 0.75% p.a. to 3.55% p.a. and repayable in unequal quarterly instalments ending on March 2029 (including FCNR loans INR 9,211 million).	28,047	
b) Term loan carries an interest rate of MCLR + spread of 50 bps and repayable in 80 unequal quarterly instalments from March 2018 to December 2037.		20,791
c) Term loan carries an interest rate of MCLR + spread of 80 bps and repayable in 40 unequal quarterly instalments from March 2019 to December 2028.		8,708

C) In March 2017, the Company applied to one of its lenders to prepay the entire outstanding loans along with applicable interest. The said lender did not respond to the said request and subsequently in August 2017, the Company went ahead and prepaid all their dues to the said lender aggregating to INR 2,245 million (including interest of INR 75 million). The Company has issued legal notice, for release of charge over assets of the Company and issue of no dues certificate, which is under consideration.

The Company has obtained legal advice on the current situation, as per which no additional liability should devolve on the Company with respect to its borrowings from the said lender and accordingly, the Company has not recorded any liability with respect to the same.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

21 Other financial liabilities (non-current)

(₹ in million)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Derivative liabilities	605	2,766
Lease liabilities	801	-
Total	**1,406**	**2,766**

22 Deferred tax liabilities (net)

(a) Income tax expense

(₹ in million)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Current tax	1,788	967
Deferred tax	2,109	1,288
Total tax expense charged to statement of profit and loss	**3,897**	**2,255**
Deferred tax reversal on other comprehensive loss	**0**	**(1)**

(b) The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Profit before tax for the year	13,847	6,288
Statutory tax rate	25.170%	34.944%
Expected income tax expense at statutory rates	3,485	2,197
Items giving rise to difference in tax		
Effect of change in tax provisions (refer (d) below)	(420)	-
Disallowances on tax Assessment	830	-
Others	2	58
Total Income tax expense	**3,897**	**2,255**
Effective tax rate (Excluding effect of changes in tax provisions)	**31.18%**	**35.90%**
Effective tax rate (Including effect of changes in tax provisions)	**28.14%**	**35.90%**

(c) Composition of deferred tax (assets) / liabilities:

Deferred tax balance in relation to	**As at March 31, 2019**	**Recognised through profit and loss**	**Recognised in other comprehensive Income**	**Recognised in Equity (on adoption of Ind-AS 116)**	**As at March 31, 2020**
Difference in property, plant and equipment	10,622	(2,983)	-	-	7,639
Carried forward unabsorbed depreciation	(2,353)	2,353	-	-	-
MAT credit entitlement	(1,473)	1,473	-	-	-
Effect of Mark to Market Accounting	(1,375)	1,143	-	-	(232)
Lease Accounting	-	94	-	(78)	16
Others	(50)	29	(0)		(21)
Total	**5,371**	**2,109**	**(0)**	**(78)**	**7,402**

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

Deferred tax balance in relation to	As at March 31, 2018	Recognised through profit and loss	Recognised in other comprehensive Income	Recognised in Equity (on adoption of Ind-AS 116)	As at March 31, 2019
Difference in property, plant and equipment	10,839	(217)	-	-	10,622
Carried forward unabsorbed depreciation	(4,592)	2,239	-	-	(2,353)
Carried forward business losses	(1,080)	1,080	-	-	-
MAT credit entitlement	(506)	(967)	-	-	(1,473)
Provision for employee benefit	(4)	5	(1)	-	-
Effect of Mark to Market Accounting	(499)	(876)	-	-	(1,375)
Others	(74)	24	-	-	(50)
Total	**4,084**	**1,288**	**(1)**	**-**	**5,371**

(d) The company has foregone its MAT Credit and opted for lower corporate tax rate of 25.17% as provided under section 115BAA of the Income-tax Act, 1961 as introduced by The Taxation Laws (Amendment) Act, 2019 and accordingly has calculated its tax charge accordingly. Further, the company has also re-measured its deferred tax balances as at April 1, 2019 on the revised tax provisions and a credit of ₹ 420 million has been accounted for on such re-measurement.

(e) Company has not recognised deferred tax assets of INR 1,462 million (Previous Year INR 878 million) on unabsorbed depreciation of INR 5,810 million (Previous Year INR 2,513 million) million due to ongoing litigation towards its allowability.

23 Trade payables

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro and small enterprises (refer note 38)	5	1
Total outstanding dues of creditors other than micro and small enterprises	112	44
Total	**117**	**45**

The average credit period on purchases of goods and services is 7 to 30 days. No interest is charged on the trade payables.

24 Other financial liabilities (current)

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Current maturities of long-term debt (Refer footnotes to the note 20 for detail of securities)	1,156	603
Interest accrued but not due on borrowings	73	-
Capital Creditors*	81	146
Security deposits	9	0
Derivative liabilities	577	1,165
Lease Liabilities	71	-
Other Liability	37	-
* includes dues from micro & small enterprises (refer note 38)		
Total	**2,004**	**1,914**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

25 Other current liabilities (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory dues	241	159
Total	**241**	**159**

26 Provisions (current) (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Compensated absences	8	8
Gratuity (refer note 42)	5	7
Total	**13**	**15**

27 Current tax liabilities (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for taxation (Net of advance tax)	605	-
Total	**605**	**-**

28 Revenue (₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of services		
- Crude and petroleum products storage revenue[1]	13,119	10,518
- Crude and petroleum products handling services[2]	5,744	4,975
Total	**18,863**	**15,493**

1. Storage Revenues includes INR 12,324 million lease income under Ind AS 116 and INR 795 million on account of derivative gains.
2. Represents revenues from contract with customers and are recognised over a period of time. The Company has entered into a 3 year cargo handling agreement and is obliged to provide storage and product handling services over such term. The Company recognises revenue as and when the services are rendered.

Disaggregated revenue information

There are no additional disclosure required to disaggregation of revenue as the Company has only one stream of revenue from contracts with customers.

Performance obligation

The performance obligation is satisfied as services are performed as per the terms agreed with customers and payment is generally due within 0 to 30 days from delivery.

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

29 Other income

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest income		
- Interest on income tax refund	11	-
- Interest income from bank deposits (carried at amortised cost)	324	91
	335	**91**
Other gains		
- Gain on sale of investment measured at FVTPL	23	4
- Gain on Derivative	2,350	-
- Reversal of losses on Investments in subsidiary	2	-
- Miscellaneous income	23	23
Total	**2,733**	**118**

30 Operating expenses

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Hire charges	103	119
Lease rent	34	63
Operation and maintenance	412	314
Facility management (Manning management)	317	243
Consumption of stores and spares	36	76
Repairs and maintenance	14	34
Total	**916**	**849**

31 Employee benefits expense

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, wages and allowance	93	84
Contributions to provident and other funds (refer note 42)	6	5
Staff welfare expenses	1	1
Total	**100**	**90**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

32 Other expenses (₹ in million)

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Consultancy and professional charges	14	14
Rates and taxes	5	4
Expenditure on Corporate Social Responsibility (refer footnote (b) below)	15	-
Auditors' remuneration (refer footnote (a) below)	9	8
Loss on derivative liability	-	2,503
Exchange differences (net)	491	2
Debit balance written off	0	0
General expenses (refer note 43)	64	17
Insurance	160	122
Provision for losses on Investments in subsidiary	-	13
Total	**758**	**2,683**

Note: (a) Auditors' remuneration (₹ in million)

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Audit fees - as statutory auditors	6	6
For certification and other services	3	2
For reimbursement of expenses	-	0
Total	**9**	**8**

Note: (b) CSR Expenditure

The Company has incurred ₹ 15 million (March 2019 - NIL) towards Corporate Social Responsibility (CSR) as prescribed under section 135 of the Companies Act, 2013 and is included in other expenses

Particulars	**Year ended March 31, 2020**		**Year ended March 31, 2019**	
	In - cash	**Yet to be paid in - cash**	**In - cash**	**Yet to be paid in - cash**
(A) Gross amount required to be spent by the Company during the year	15		-	-
(B) Amount spent on:				
(i) Other than capital goods	7	8	-	-
Total	**7**	**8**	**-**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

33 Finance costs

(₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest on borrowing - at amortised cost		
a) On term loans	2,298	3,220
Exchange differences regarded as an adjustment to borrowing costs	303	-
Other finance charges	611	77
Lease Interest	80	-
Total	**3,292**	**3,297**

34 Leases

i) The Company as lessee

Set out below are the details of right-of-use assets, lease liabilities and amounts recognised in the statement of profit and loss.

(₹ in million)

Particulars	As at March 31, 2020			
	Right of use assets	Lease liabilities	Charged to Profit & loss Account	Impact on statement of Cash flows
Long Term Leases				
As at April 01,2019	736	959	-	-
Re-measurement	(94)	(94)	-	-
Retirement	-	-	-	-
Depreciation expense	(34)	-	34	-
Interest accruals	-	80	80	-
Payments	-	(73)	-	-
As at March 31,2020	**608**	**872**	**114**	**-**
Current lease liabilities (refer note 24)	**-**	**71**	**-**	**-**
Non-current lease liabilities (refer note 21)	**-**	**801**	**-**	**-**
Cash flow - Lease payments				
- Towards Principal	-	-	-	(21)
- Towards Interest	-	-	-	(52)
Total	**-**	**-**	**-**	**(73)**
As at 31 March 2020	**608**	**872**	**114**	**(73)**
Other Leases				
Short Term Leases (included in cost of Sales)	-	-	101	-
Low value Leases (Included in Administrative expenses)	-	-	9	-
Variable leases (Included in cost of sales)	-	-	-	-
Total	**-**	**-**	**110**	**-**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

ii) The Company as lessor

The Company has entered into an lease agreement with Nayara Energy Limited (formerly known as 'Essar Oil Limited') for the storage facility of crude oil and petroleum products w.e.f. 1st April, 2016 for a initial period of 3 years, which was further extended for 3 year till 31st March, 2022 during the current year. The lease rental are subject to yearly escalation of 3%.

Rental income recognised by the company during the year is ₹ 11,391 million (2018-19: ₹ 10,518 million).

Future minimum rentals receivable under non-cancellable operating leases are as follows:

(₹ in million)

Particulars	As at March 31, 2020
As at March 31, 2020	
Within One Year	12,487
After one year but not more than five years	12,863
More than five years	-
Total	**25,350**
As at March 31, 2019	
Within One Year	11,122
After one year but not more than five years	23,260
More than five years	-
Total	**34,382**

The Company has entered into USD denominated lease and services contract (host contract) for handling and storage of crude and petroleum products with Nayara Energy Limited. The Company has assessed and determined that the foreign currency payments embedded in the host contract are not closely related to the host contract and should be treated separately. (refer note 37.3.1 for sensitivity analysis).

35 Capital Commitment

(₹ in million)

A.

Particulars	As at March 31, 2020	As at March 31, 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	232	251
Total	**232**	**251**

B. During the current year, the Company has given an undertaking to Deendayal Port Trust (DPT) for financing, from the Company's internal accruals, a project granted to Coviva Energy Terminals Limited (Associate of the Company) by DPT for construction of Maritime Liquid Terminal facilities. The estimated costs of the project is ₹ 4,480 million.

36 Capital management

The primary objective of the Company's capital management is to maximise the shareholder value while safeguarding its ability to continue as a going concern. For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to the equity holders. The Net debt comprises all borrowings less cash and bank balances. The Company is not exposed to any external imposed capital requirements. Bank loans availed by the Company are subject to certain financial covenants and the Company is compliant with these financial covenants on the reporting date as per the terms of the loan agreements. There is no outstanding default on the repayment of loans (including interest thereon) as at March 31, 2020. The Company monitors its capital using gearing ratio, which is net debt divided to equity underlying net debt.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

1.1 Gearing ratio

The gearing ratio at the end of the reporting period is as follows. (₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Long term borrowings (refer note 20)	26,891	28,896
Current maturity of long term borrowing (refer note 24)	1,156	603
Lease liabilities (refer note 34)	872	-
Upfront fees	436	255
Less: Cash and cash equivalents (refer note 14)	4,050	2,280
Less: Bank balances other than cash and cash equivalents (refer note 15)	4,571	-
Net debt (a)	**20,734**	**27,474**
Equity share capital (refer note 18)	3,219	3,219
Other equity (refer note 19)	13,604	3,798
Total equity	**16,823**	**7,017**
Equity & underlying net debt (b)	**37,557**	**34,491**
Net debt to equity ratio (a/b)	**55%**	**80%**

37 Financial instruments

1 Categories of financial instruments (₹ in million)

As at March 31, 2020 :

Financial Assets	Fair value through profit or loss Fair value	Amortised Cost	Total Carrying value	Total Fair value
Trade receivables*	-	3,348	3,348	3,348
Cash and cash equivalent*	-	4,050	4,050	4,050
Bank balances other than cash and cash equivalent*	-	4,571	4,571	4,571
Derivative Assets	262	-	262	262
Other financial assets*	-	603	603	603
Total	**262**	**12,572**	**12,834**	**12,834**

Financial Liabilities	Fair value through profit or loss Fair value	Amortised Cost	Total Carrying value	Total Fair value
Long-term borrowings#	-	28,047	28,047	27,248
Trade payables*	-	117	117	117
Derivatives liabilities	1,182	-	1,182	1,182
Lease Liabilities		872	872	860
Other financial liabilities*	-	200	200	200
Total	**1,182**	**29,236**	**30,418**	**29,607**

NOTES TO STANDALONE FINANCIAL STATEMENTS
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As at March 31, 2019 : **(₹ in million)**

Financial Assets	Fair value through profit or loss Fair value	Amortised Cost	Total Carrying value	Total Fair value
Trade receivables*	-	57	57	57
Cash and cash equivalent*	-	2,280	2,280	2,280
Other financial assets*	-	316	316	316
Total	**-**	**2,653**	**2,653**	**2,653**

Financial Liabilities	Fair value through profit or loss Fair value	Amortised Cost	Total Carrying value	Total Fair value
Long-term borrowings#	-	29,499	29,499	30,280
Trade payables*	-	45	45	45
Derivatives - Embedded Derivative liabilities	3,931	-	3,931	3,931
Other financial liabilities*	-	146	146	146
Total	**3,931**	**29,690**	**33,621**	**34,402**

including current maturities of long-term borrowings. For fair value of long term borrowings, refer below level wise disclosure.

* The management assessed that the fair value of financial assets and liabilities approximate their carrying amount due to the short-term maturities of these instruments.

2. Level wise disclosure of fair value for financial instruments requiring fair value measurement/ disclosure: **(₹ in million)**

Particulars	As at March 31, 2020	As at March 31, 2019	Level	Valuation technique and key inputs
Foreign Currency Option Contract - Assets	262	-	II	Interest rate swaps, foreign exchange forward / option contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves.
Interest Rate Swap Contract - Liabilities	396	-	II	
Embedded derivatives liability	786	3,931	II	Embedded foreign currency are measured similarly to the foreign currency forward contracts. The embedded derivatives are foreign currency forward contracts which are separated from long-term sales/ lease contracts where the transaction currency differs from the functional currencies of the involved parties.

Particulars	As at March 31, 2020	As at March 31, 2019	Level	Valuation technique and key inputs
Lease liabilities	860	-	II	Lease liability is measured at an amount equal to the present value of the lease payments during the lease term that are not paid at that date. Lease liability includes contingent rentals and variable lease payments that depend on an index, rate, or where they are fixed payments in substance. Fair value of lease liabilities are determined based on discounted cash flow method using the interest rate implicit in the lease. If that rate is not readily available, the incremental borrowing rate is applied. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment.
Long term borrowings (including current maturities)	27,248	30,280	II	Long-term fixed-rate and variable-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and the risk characteristics of the financed project. The fair value is determined using the discounted cash flow method. The future cash flows are based on terms of the borrowing. These cash flows are discounted at a rate that reflects current market rate and the current market risk.

3 Financial risk management objectives

The Company's Corporate finance department monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identification and mapping controls against these risks, monitor the risk and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and Company's activities to provide reliable information to the management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company. The Company's finance function reports quarterly to the Company's Board of Directors that monitors risks and policies implemented to mitigate risk exposures. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:

3.1 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

i) Unhedged foreign currency exposure

The foreign currency exposure of the Company as at the balance sheet date that have not been hedged by a derivative instrument or otherwise are given below. :

As at March 31, 2020 :

Currency	Payable		Receivable	
	₹ in million	FC in Million	₹ in million	FC in Million
USD	980	13	0	0
GBP	-	-	-	-
Total	**980**	**13**	**0**	**0**

NOTES TO STANDALONE FINANCIAL STATEMENTS
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As at March 31, 2019 :

Currency	Payable		Receivable	
	₹ in million	FC in Million	₹ in million	FC in Million
USD	4	0	1	0
Total	**4**	**0**	**1**	**0**

ii) Outstanding foreign currency forward exchange and option contracts

The Company has entered into foreign exchange forward and option contracts with the intention of reducing the foreign exchange risk of recognised assets and liabilities. These foreign exchange forward and option contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Not designated in hedging relationship

Particulars	Notional amount (In USD Million)		Fair value of assets/(liabilities) (₹ in million)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Options:				
Buy Call / Sell Put US$				
More than 3 months	**111**	**-**	**262**	**-**

Sensitivity to a 5% increase in foreign currency rate is ₹ 313 million (Previous year ₹ NIL) (net of tax). A positive number indicates an increase in profit and negative number would be an inverse impact on profit.

iii) Foreign currency embedded derivative

Embedded derivative liability	Notional amount (In USD Million)		Fair value (₹ in million)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Lease and service payments in USD (remaining tenure)	490	724	1,182	3,931

A 5% increase / (decrease) in foreign currency exchange rates would result in ₹ 1,381 million (Previous year: ₹ 1,577 million) (net of tax) increase / (decrease) in profit.

3.2 Interest rate risk management

The Company is exposed to interest rate risk because funds are borrowed at floating interest rates. The Company hedges its floating interest rate risk through interest rate swap to reduce the floating interest rate risk. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in MCLR.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to floating interest rates borrowings at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

NOTES TO STANDALONE FINANCIAL STATEMENTS
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The following table provides a break-up of the Company's floating rate borrowings and interest rate sensitivity analysis.

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Fixed rate borrowing	3,306	-
Floating rate borrowings #	25,177	29,754
Lease liabilities (refer note 34)	872	-
Less: Upfront fee	(436)	(255)
Total borrowings (refer note 20 and 24)	**28,919**	**29,499**

including current maturities of long-term borrowings

If interest rate had been 50 basis point higher /lower and all other variables were held constant, the company's profit for the year ended would decrease/increase by ₹ 94 million (Previous year ₹ 97 million). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

Interest rate swap contracts

Under interest rate swap contract, the Company agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Company to mitigate the risk of changing interest rates on the cash flow exposures on the variable rate loan. The following tables detail the nominal amounts and remaining terms of interest rate swap contract outstanding at the end of the reporting period.

Outstanding Contracts (Floating to Fixed)

Particulars	Notional amounts (in USD Mn)		Fair value of liabilities (₹ in million)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Less than 1 year	6	-	(162)	-
1 year to 2 years	6	-	(200)	-
2 years to 5 years	113	-	(34)	-
More than 5 years	-	-	-	-
Total	**125**	**-**	**(396)**	**-**

A 50 basis points increase (decrease) in interest rate and all other variables held constant would result in ₹ 34 million (previous year: NIL) (net of tax) increase (decrease) in profit.

3.3 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 only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash and cash equivalents and other financial assets.

Trade receivables

Trade receivables consists of a single customer, holding company Nayara Energy Limited (formerly known as Essar Oil Limited). The operations of the customer are limited to single industry and geographical area.

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FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

Cash and bank balances

The credit risk on liquid funds and other bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Collateral held as security and other credit enhancements

The Company does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial asset.

3.4 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

There is no any default in repayment of borrowings (including interest thereon) during current FY 2019-20 and previous FY 2018-19.

Bank loans availed by the Company are subject to certain financial covenants relating to debt service coverage ratio, Total Term Loan/Tangible Net Worth, Total Term Loan/EBITDA, certain limit on total borrowing and fixed assets coverage ratio, the Company has complied with the financial covenants as per the terms of the loan agreement.

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

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate existing at the end of the reporting period.

(₹ in million)

Particulars	**As at March 31, 2020**			
	< 1year	**1-5 years**	**> 5 years**	**Total**
Financial liabilities				
Long-term borrowings including future interest	3,363	16,901	19,739	40,003
Trade payables	117	-	-	117
Lease Liabilities Including Future Interest	147	711	428	1,286
Derivatives	577	605	-	1,182
Other financial liabilities	200	-	-	200
Total financial liabilities	**4,404**	**18,217**	**20,167**	**42,788**

Particulars	**As at March 31, 2019**			
	< 1year	**1-5 years**	**> 5 years**	**Total**
Financial liabilities				
Long-term borrowings including future interest	3,740	16,368	43,265	63,373
Trade payables	45	-	-	45
Derivatives	1,165	2,766	-	3,931
Other financial liabilities	146	-	-	146
Total financial liabilities	**5,096**	**19,134**	**43,265**	**67,495**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

38 Details of dues to micro and small enterprises

The information regarding principal and interest pertaining to micro and small enterprises based on available detail is as under:

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
1. Principal amount remaining unpaid to any supplier as at the end of the accounting year	5	5
2. Interest due on (1) above and the unpaid interest	-	-
3. The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	0	0
4. Payment made to the supplier beyond the appointed day	0	0
5. The amount of interest due and payable for the year	-	-
6. The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
7. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

39 Earnings per share

Basic earnings per share

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the profit and data on equity shares used in the basic and diluted EPS computations:

Particulars		Year ended March 31, 2020	Year ended March 31, 2019
Profit attributable to ordinary equity share holders for basic & diluted earnings (₹ In million)	(A)	9,950	4,033
Weighted average number of ordinary shares for basic and diluted EPS (in Nos.)	(B)	321,947,075	321,947,075
Nominal value of ordinary shares (₹)		10/-	10/-
Basic and Diluted earnings per share (₹)	(A/B)	30.91	12.53

40 Segment information

Identification of Segments:

The Company is in the business of providing services relating to receipts, storage and dispatch of crude and petroleum products primarily operated through its port and terminal facilities at Vadinar, Gujarat. The management committee (the Chief Operating Decision Maker as defined in Ind AS 108 Operating Segments) regularly reviews the entire operation as one activity for measuring performance and allocating resources. Basis this, the management has decided that the company operates as a single segment. The entire revenue are from a single customer in India.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

41 Scheme of arrangement

The Board of Directors of the Company at its Meeting held on August 7, 2019, considering the financial and operational synergies has approved a scheme of arrangement whereby, the Company will merge with Nayara Energy Limited. The Scheme has been passed by requisite majority of equity shareholders and unsecured creditors at meeting held on March 18, 2020. Further, the scheme is subject to the approval of secured creditors of both the companies, NCLT and appropriate Governmental authorities.

42 Employee benefits

A Gratuity:

Amount recognised in Statement of profit and loss account in respect of these defined benefit plans are as follows:

(₹ in million)

Particulars	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Service cost	1	1
Net interest expense	0	0
Component of defined benefit costs recognised in Statement of Profit and Loss	**1**	**1**
Remeasurement of net defined benefit liability:		
Actuarial losses/(gains) - experience	0	2
Actuarial losses/(gains) - assumptions	(1)	0
Return on plan assets greater/(lesser) than discount rate	0	0
Components of defined benefit costs recognised in other comprehensive income	**(1)**	**2**
Total Expenses	**0**	**3**

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

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

The amount included in balance sheet arising from the entity's obligation in respect of its defined benefit plans are as follows:

(₹ in million)

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Present value of funded defined benefit obligation (A)	19	19
Fair value of plan assets (B)	14	12
Net liability arising from defined benefit obligation (refer note 26) (C=A-B)	**5**	**7**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

Movement in the present value of the defined benefit obligation are as follows: (₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning of the year	19	15
Service cost	1	1
Interest cost	1	1
Remeasurement (gains)/losses:		
Actuarial losses/(gains) - experience	1	2
Actuarial losses/(gains) - experience	1	-
Actuarial losses/(gains) - financial assumptions	(2)	1
Benefits paid	(2)	(1)
Balance at the end of the year	**19**	**19**

Movement in the fair value of the plan assets are as follows: (₹ in million)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning of the year	12	10
Interest income on plan assets	1	1
Remeasurement gain (loss):		
Return on plan assets	0	(0)
Contribution from the employer	3	2
Benefits paid	(2)	(1)
Balance at the end of the year	**14**	**12**

<u>Composition of the plan assets:</u>

Particulars	As at March 31, 2020	As at March 31, 2019
Scheme of insurance - conventional products, administered by LIC	100%	100%

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2019
Estimate of amount of contribution in the immediate next year	4	3

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

Particulars	Valuation as at	
	March 31, 2020	March 31, 2019
Discount rate (p.a)	6.50%	7%
Expected rate(s) of salary increase (p.a)	9%	12%
Attrition rate (p.a)	8%	10%
Mortality	Indian Assured Lives Mortality (2006-08) Ult. Modified	

Defined contribution plans

The Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised expense of ₹ 6 million (Year ended 31st March, 2019 expense of ₹ 4 million) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Scheme.

Defined benefit plans

The Company sponsors funded defined benefit plans for qualifying employees. The defined benefit plans are administered by Life Insurance Corporation of India (LIC) and every year the required contribution amount is paid to LIC.

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The plans in India typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk:

1. Interest rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
2. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation
3. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

The expected benefits payments analysis of projected benefit obligation is as follows:

(₹ in million)

Particulars	Gratuity
As at March 31	
2021	4
2022	1
2023	2
2024	2
2025	2
March 31, 2026 to March 31, 2030	12

Sensitivity analysis: (₹ in million)

Particulars	Gratuity (Funded)	
	As at March 31, 2020	As at March 31, 2019
A. Discount Rate :		
Defined benefit obligation	19	19
Discount rate	6.50%	7%
1. Effect on DBO due to 0.5% increase in Discount Rate	(1)	(1)
2. Effect on DBO due to 0.5% decrease in Discount Rate	1	1
B. Salary Escalation Rate :		
Salary Escalation rate	9%	12%
1. Effect on DBO due to 0.5% increase in Salary Escalation Rate	0	0
2. Effect on DBO due to 0.5% decrease in Salary Escalation Rate	(0)	(0)
C. Withdrawal Rate :		
Attrition rate	8%	10%
1. Effect on DBO due to 5.00% increase in Withdrawal Rate	(0)	(1)
2. Effect on DBO due to 5.00% decrease in Withdrawal Rate	1	1

Method used for sensitivity analysis:

The sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

43 Related party disclosures

I Related party relationship, transactions and balances.

a. Names of the related parties and description of relationship

Relationship	Entity Name
Holding company	Nayara Energy Limited (formerly known as Essar Oil Limited)
Subsidiary	Enneagon Limited, Mauritius (Enneagon) [liquidated on 14th January 2020]
Associate	Coviva Energy Terminals Limited (CETL) (formerly known as Vadinar Liquid Terminals Limited)

b. Key Management Personnel

Relationship	Name
Whole Time Director	Capt. Alok Kumar
Director	Mr. Pramod Kumar Agrawal (upto. 26th November 2019)
	Mr. B.S. Kumar (upto 22nd September, 2018)
	Mr. Chakrapany Manoharan (upto 19th December, 2019)
	Mr. Mohanlal Ramgopal Sharma (upto 2nd December, 2019)
	Mr. Anup Ajit Vikal
	Mrs. Gayathri S
	Ms. Naina Lal Kidwai (w.e.f. August 5, 2019)
	Mr. Deepak Kapoor (w.e.f. August 5, 2019)

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

II. Transactions with related parties

(₹ in million)

Nature of transactions*	Holding Company		Associate Company		Total	
	2019-20	**2018-19**	**2019-20**	**2018-19**	**2019-20**	**2018-19**
Crude and petroleum products storage & handling revenue #	21,153	18,282	-	-	21,153	18,282
Recovery of expense	862	830	-	-	862	830
Receiving of services	864	696	-	-	864	696
Interest on lease liabilities	20	-	-	-	20	-
Lease expense	-	23	-	-	-	23
Purchase of goods	20	11	-	-	20	11
Inter corporate Deposit Given	-	-	342	-	342	-
Total	**22,919**	**19,842**	**342**	**-**	**23,261**	**19,842**

* Gross of taxes

The Company renders these services to its Holding Company pursuant to a contract denominated in USD. The Company treats USD element as embedded derivative requiring separation. After separation of embedded derivative, lease payments are recognised on a straight-line basis. During the year ended 31 March 2020, the Company recognised fixed lease income ₹ 13,119 million on a straight line basis which includes embedded derivative gain ₹ 794 million and ₹ 935 million lease income recognised on SLM basis under Ind AS 116.

Upon transition to Ind AS 116, the lease payment to Holding Company were reclassified to right of use assets amounting to ₹ 133 million.

Transactions with other classes of related parties

a) Key management personnel (remuneration)@

(₹ in million)

Name	2019-20	2018-19
Captain Alok Kumar	9	10

@ exclusive of provisions for liability in respect of leave earned and gratuity, since this is based on acturial valuation done on an overall basis for all employees. Performance bonus/incentive amount considered on payment basis. Also refer note 31.

b) Key management personnel (Director Commission)

(₹ in million)

Name	2019-20	2018-19
Mr. Deepak Kapoor	18	-
Ms. Naina Lal Kaidwai	19	-

c) Key management personnel (Director Sitting Fees)

(₹ in million)

Name	2019-20	2018-19
Mr. Deepak Kapoor	0	-
Ms. Naina Lal Kaidwai	0	0
Mr. Mohanlal Ramgopal Sharma	1	0
Mr. Pramod Kumar Agrawal	1	0

III. Balances with related parties : (₹ in million)

Nature of transactions	Holding Company		Associate Company		Total	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Assets						
Financial Assets						
Investments	-	-	**0**	0	**0**	0
Trade receivables (Refer terms below)	**3,348**	57	**-**	-	**3,348**	57
Total	**3,348**	**57**	**0**	**0**	**3,348**	**57**
Loans						
Inter Corporate Security Deposit - Given#	-	-	**342**	-	**342**	-
Other receivables	-	-	**-**	104	**-**	104
Total	**-**	**-**	**342**	**104**	**342**	**104**
Other Current Assets						
Advance Recoverable in Cash	**0**	-	-	-	**-**	-
Liabilities						
Other Financial Liabilities						
Trade Payable	**0**	-	-	-	**-**	-
Other Financial Liabilities						
Lease Liabilities	**221**	-	-	-	**221**	-
Total	**221**	**-**	**-**	**-**	**221**	**-**

Trade receivables are non interest bearing and are generally on terms of 0-30 days.

Company has given interest free Inter Corporate Deposit to its Associate Company which is repayable on demand (refer note 35)

Also refer note 20 for securities and guarantees provided by the holding company for loans taken by the Company.

44 Impact of COVID - 19

The outbreak of COVID-19 pandemic globally and in India is causing significant disturbance and slowdown of economic activity. On 24th March 2020, the Government of India ordered a nationwide lockdown for 21days which got further extended till 31st May 2020

The Company is in the business of storing and handling petroleum products which are considered as essential goods and was generally allowed to continue to carry on the operations with adequate safety measures. Hence, the lockdown did not have any material impact on operations of the Company for the financial year ended 31 March 2020. Company's significant revenue is generated from storage segment which is in fixed nature and have protected the Company's cash flows. The management believes that COVID-19 impact, if any, is short-term and there will be no medium to long-term impact on the Company or its financial position or financial performance.

Basis the above evaluation, the management has concluded that there is no significant impact on the operations and accordingly, no material adjustments are required in these standalone financial statements. However, the impact of the global health pandemic may be different from that estimated at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

45 The Company has not prepared consolidated financial statements as at March 31, 2020. The Company is exempted under Rule 6 of the Companies (Accounts) Rules, 2014 since its holding company, Nayara Energy Limited prepares consolidated financial statements which are available at its registered office. The registered office of the Parent Company is located at Devbhumi Dwarka, Gujarat, India. Further

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

the Company has duly intimated to shareholders of its decision of not preparing consolidated financial statements in pursuance of the rule mentioned above.

The Company does not hold any investment in subsidiaries, associates and joint ventures, except investment in an associate namely Coviva Energy Terminals Limited engaged in of development of marine liquid terminal facilities in India. During the year a wholly owned subsidiary namely Enneagon Limited, Mauritius, engaged in business of buying and selling of petroleum and coal products was liquidated on January 14, 2020 and the Company's investments therein have been derecognised. Coviva Energy Terminals Limited is yet to commence its operations and does not have any significant assets, liabilities, income or expense. Accordingly, the profits, equity and cash flows on consolidation of both these entities with the Company would remain consistent with the standalone financial statements.

Additional information as required under Schedule III to the Companies Act, 2013 of entities considered as subsidiary / associate is given below:

Name of the Entity in the Group and percentage of holding by Parent	Net assets, i.e. total assests minus total liabilities as at March 31, 2020		Share of profit or loss for the year ended March 31, 2020		Share in other comprehensive income/ (loss) for the year ended March 31, 2020		Share in Total comprehensive income/ (loss) for the year ended March 31, 2020	
	As % of Consolidated net assets	(₹ in million)	As % of Consolidated profit or loss	(₹ in million)	As % of Consolidated other comprehensive income/(loss)	(₹ in million)	As % of Consolidated total comprehensive income/(loss)	(₹ in million)
Parent								
Vadinar Oil Terminal Limited	100%	16,823	100%	9,950	100%	1	100%	9,951
Subsidiaries								
Foreign								
Enneagon Limited (100% holding)	-	-	-	-	-	-	-	-
Associate (Investment as per the equity method):-								
Indian								
Coviva Energy Terminals Limited (25% holding)	-	-	-	-	-	-	-	-
Grand Total	**100%**	**16,823**	**100%**	**9,950**	**100%**	**1**	**100%**	**9,951**

As per our report of even date

For S. R. Batliboi & Co. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

per Naman Agarwal
Partner
Membership No. 502405
New Delhi, June 26, 2020

For and on behalf of the Board of Directors

Capt. Alok Kumar
Whole Time Director
DIN:07151716
Devbhumi Dwarka, June 26, 2020

Anup Vikal
Director
DIN:03171808
Mumbai, June 26, 2020

Nihar Avasare
Company Secretary
Mumbai, June 26, 2020

Yogesh Kumar Sharma
Chief Financial Officer
Devbhumi Dwarka, June 26, 2020

VADINAR OIL TERMINAL LIMITED

NOTICE

NOTICE is hereby given that Twenty Seventh Annual General Meeting ("AGM") of the members of VADINAR OIL TERMINAL LIMITED will be held on Friday, August 28, 2020 at 2:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anup Vikal (DIN 03171808) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By order of the Board of Directors

Nihar Avasare
Company Secretary

Place: Mumbai
Date: June 26, 2020

Registered Office:

Nayara Energy Refinery Site, 39 KM Stone
Okha Highway (SH-25), Khambhalia
Dist.: Devbhumi Dwarka - 361 305, Gujarat, India
Corporate Identity Number: U35111GJ1993PLC053434
Phone: +91 2833 661444, Fax: +91 2833 662929
Email: votlcosec@nayaraenergy.com

Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted holding of the AGM through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. **Generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. In compliance with the MCA circulars, the Notice of AGM along with the Annual Report for the financial year 2019-20, is being sent by providing a weblink through electronic mode to all the members who have registered their email IDs with the depository participants (DP) / Share transfer agent (STA). Members may further note that Notice of AGM along with the Annual Report 2019-20 will also be available on the holding company's website www.nayaraenergy.com and at the website of the service provider providing remote e-voting platform i.e. https://www.evoting.nsdl.com for download.
4. Copies of the documents, stated in the Notice, will be available for inspection electronically. Members seeking to inspect such documents can send email at votlcosec@nayaraenergy.com.
5. As required under Secretarial Standard 2 specified by the Institute of Company Secretaries of India, the details of Mr. Anup Vikal, seeking re-appointment at this AGM, are appended at the end of this Notice.
6. Members are further requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers and update their Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective DPs (in case of electronically held shares) and Company's STA (in case of shares in physical form).
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Corporate members authorising its representatives to attend the Meeting through VC / OAVM are requested to send a scanned copy of duly certified Board Resolution authorising their representative(s) to attend through VC / OAVM and to vote through remote e-voting on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in and votlcosec@nayaraenergy.com.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Link Intime India Private Limited. The prescribed form in this regard may also be obtained from M/s. Link Intime India Private Limited.
10. In terms of Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018 ("Rules"), every shareholder of the Company who intends to transfer his / her shares held in physical form, needs to get such shares dematerialized before transfer. Accordingly, requests for effecting transfer of shares held in physical form are not being accepted by the Company. You are requested to get in touch with a DP and take necessary actions to dematerialize your physically held shares. ISIN for equity shares of the Company is – INE463G01019.
11. As informed to the members during the last AGM, in terms of the provisions of Section 129 of the Companies Act, 2013, read with Rule 6 of the Companies (Accounts) Rules, 2014, as amended from time to time, the Company has not prepared consolidated financial statements for FY 2019-20, as Coviva Energy Terminals Limited, an associate company, is yet to commence its operations and does not have any significant assets, liabilities, income or expenses. Accordingly the profits, equity and cash flows on consolidation of this entity with the Company would remain consistent with the standalone financial statements. Further Nayara Energy Limited, the holding company of the Company

has prepared consolidated financial statements in compliance with applicable accounting standards.

12. In terms of the provisions of Section 129 mentioned above, the Company does not propose to prepare consolidated financial statements of the Company for FY 2020-21, as Coviva Energy Terminals Limited, an associate company, is unlikely to commence its operations and would not have any significant assets, liabilities, income or expenses. Accordingly the profits, equity and cash flows on consolidation of this entity with the Company would remain consistent with the standalone financial statements. Members having objections to the proposal of not preparing the consolidated financial statements for FY 2020-21 may write to the Company.
13. Since the AGM is being held through VC / OAVM, the Route Map is not annexed to this Notice.

Procedure of registration of e-mail id

1. For shareholders holding shares in physical form

The members of the Company holding Equity Shares in physical form and who have not registered their e-mail addresses may get their email IDs registered by sending scanned copy of a request on plain paper signed by the shareholder (including joint holders, if any) to the STA of the Company, M/s Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in by providing:

(i) Folio No.;

(ii) Name of shareholder (including joint holders, if any);

(iii) Email ID to be registered; and

(iv) Mobile No. (Optional)

Along with scanned copy of the request, the following documents are required:

(i) Scanned copy of the share certificate (front and back);

(ii) Self-attested scanned copy of PAN card; and

(iii) Self-attested scanned copy of any one of Aadhar Card / passport / driving license / electricity bill (not older than 3 months)

Email ID shall be registered / updated by STA post verification of documents.

2. For shareholders holding shares in dematerialised form

The members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.

Voting through electronic means

1. Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company will provide remote e-voting facility to the members to exercise their right to vote on resolutions proposed to be considered at the AGM. All business to be transacted at the AGM can be transacted through the electronic voting system. The facility of casting the votes by the members using the electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. It may be noted that since the meeting is being held through VC / OAVM, this remote e-voting facility is not optional. Members can only vote through remote e-voting. The remote e-voting facility will be available at the link https://www.evoting.nsdl.com during the following voting period:

Commencement of remote e-voting	:	From 8.00 a.m. of August 23, 2020
End of remote e-voting	:	Up to 5.00 p.m. of August 27, 2020

Remote e-voting shall not be allowed beyond 5.00 p.m. of August 27, 2020. Further, those members, who will be present in the meeting through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. During the remote e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date may cast their vote electronically. The cut-off date for determining entitlement of members for casting votes through remote e-voting is August 21, 2020.

3. The Notice of AGM will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on July 31, 2020 and any recipient of the Notice whose name does not appear as a member in relation to the shares as on the aforesaid date should treat the same as an intimation only.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.
5. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. The members shall have one vote per equity share held by them. The facility of remote e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
7. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of August 21, 2020.
8. Any person, who acquires shares of the Company and become member after dispatch of the Notice and holding shares as of the cut-off date i.e. August 21, 2020 may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in. Members may also contact Mr. Pradeep Mokale of the STA i.e. Link Intime India Private Limited at 022 4918 6000 or send email at pradeep.mokale@linkintime.co.in.
9. The Board of Directors of the Company has appointed Mr. Mitesh Dhabliwala (Membership No. FCS – 8331 COP No. 9511) or failing him Ms. Sarvari Shah (Membership No. FCS – 9697, COP No. 11717) or failing her Ms. Jigyasa Ved (Membership No. FCS – 6488, COP No. 6018) of M/s Parikh Parekh and Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by the Board of Directors, who shall countersign the same and declare the result of the voting forthwith.
11. The results of the voting on the resolution at the AGM shall be declared by the Chairperson or his/her authorized representative or anyone of the Directors of the Company on/or after the date of the AGM within the prescribed time limits.
12. The result of the remote e-voting along with the report of scrutiniser will also be placed on the website of the holding company viz. www.nayaraenergy.com and on the website of NSDL.

13. The scrutinizer's decision on the validity of remote e-voting will be final.

INSTRUCTIONS FOR REMOTE E-VOTING

The instructions to equity shareholders for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com.

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

(i) 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.

(ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

(iii) 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 login credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

(v) 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 enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

• 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'.

(vi) 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.

b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

(i) 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.

(ii) After click on Active Voting Cycles, you will be able to see all the companies E-voting Event Number ("EVEN") in which you are holding shares and whose voting cycle is in active status.

(iii) Select "EVEN" 113227 of "Vadinar Oil Terminal Limited" for casting your vote.

(iv) Now you are ready for e-Voting as the Voting page opens.

(v) 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.

(vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

(i) 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 at cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.

(ii) 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 to reset the password.

(iii) 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

INSTRUCTIONS FOR E-VOTING AT THE AGM

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

Only those members, who will be present in the meeting through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

   Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.

3. Members who need assistance before or during the AGM, can contact NSDL on 1800 222 990 or contact Ms. Pallavi Mhatre of NSDL at 022 24994545 or send an e-mail at pallavid@nsdl.co.in.

4. Members are encouraged to join the Meeting through Laptops/ IPads connected through broadband for better experience. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at votlcosec@nayaraenergy.com from August 24, 2020 (9:00 a.m. IST) to August 26, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. The members who have queries on accounts or any matter to be approved at the AGM may send the same latest by Tuesday, August 25, 2020 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at votlcosec@nayaraenergy.com. These queries will be replied suitably either at the AGM or by e-mail.

DETAILS OF DIRECTOR, PURSUANT TO SECRETARIAL STANDARD 2 SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Particulars	Mr. Anup Vikal
Age	51
Qualification	Bachelor of Engineering (Mechanical) and MBA
Experience	Mr. Anup Vikal is currently working as Chief Financial Officer of Nayara Energy Limited. He is a seasoned business leader with over 28 years' of experience in various aspects of finance across large multinational and professionally run Indian companies. Mr. Vikal has been responsible for large turnarounds of multibillion dollar businesses through managing capital, helping business growth both organically and inorganically in complex business structures and operating environments. He had managed conflicted business stakeholders across different geographies, challenging regulatory, statutory environments including managing numerous government disputes. Prior to joining Nayara Energy, he was working as Group Chief Financial Officer and General Counsel of Snapdeal.
Terms and conditions of appointment/ re-appointment	Subject to retirement by rotation.
Remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Date of first appointment by the Board	January 22, 2018
Shareholding in the Company	Nil
Relationship with other directors, KMPs	Not related
Number of meetings of the Board attended during the year	5 out of 6
Other directorships	Coviva Energy Terminals Limited
Chairmanship of committee of other Boards	Nil
Membership of committee of other Boards	Nil