

CJ Darcl Logistics Limited

Regd. Office: - Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana-122003 Email- cs@cjdarcl.com, Website- www.cjdarcl.com
Phone No. – 9015202121,25-26, Fax- 91 124 4034162
CIN- U60222HR1986PLC068818

NOTICE TO THE MEMBERS

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Shareholders of **CJ Darcl Logistics Limited** will be held on Monday, the 31st day of July, 2023 at 11:30 A.M. at Darcl House, Plot No. 55P, Sector-44, Institutional Area, Gurugram, Haryana 122003 (6th Floor Conference room) or through video conferencing/ other audio video means to transact the following businesses:-

(A) Ordinary Business:

1. To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31st 2023 including Balance Sheet as at 31st March, 2023 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.
2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st 2023 including Balance Sheet as at 31st March, 2023 and the Profit and Loss Account for the year ended on that date along with the Auditors' Report.
3. To appoint a Director in place of Mr. Darshan Kumar Agarwal (DIN- 00151560), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Junghun Baig (DIN-09268841), who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Han Mae Lee (DIN -09566320), who retires by rotation and being eligible, offers himself for re-appointment;
6. To re-appoint S.R. Batliboi & Associates, LLP, Chartered Accountant as Statutory Auditors of the Company to hold office for a period 4(Four) consecutive financial years, for second term from the conclusion of the 36th Annual General Meeting of the Company until the conclusion of 40th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), S.R. Batliboi & Associates, LLP, Chartered Accountant, (Firm Registration No.: 101049W/E300004) be and are hereby reappointed as Statutory Auditor of the Company for the second term, to hold the office from the conclusion of 36th Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company in respect of the financial year beginning April 1, 2023 and ending March 31, 2027 at such remuneration as may be determined by the Board of Directors or as delegated by the Board of Directors in consultation with Auditors and reimbursement of out of pocket expenses incurred in connection with audit.”

(B) Special Business:

- 7. To appoint Mrs. Nidhi Aggarwal (DIN- 10218762) as an Independent Director of the Company.**
To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:-**

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, Mrs. Nidhi Aggarwal, (DIN-10218762) be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the “Board” or “Board of Directors”), who shall hold office for a term of two years from ensuing 36th Annual General Meeting of the Company, upto the 38th Annual General Meeting of the Company to be held in year 2025 and not be liable to retire by rotation. Mrs. Nidhi Aggarwal, (DIN-10218762) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman and Managing Director, Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mrs. Nidhi Aggarwal, as an Independent Director of the Company.”

- 8. To approve regularization of Mr. Subodh Kumar Goel (DIN- 09780754) as an Independent Director.**

To consider and if thought fit to pass with or without modification(s) the following Resolution as a **Special Resolution:-**

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable provisions thereof, if any, Mr. Subodh Kumar Goel (DIN- 09780754) be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the “Board” or “Board of Directors”), who shall hold office for a term of two years from ensuing 36th Annual General Meeting of the Company upto the 38th Annual General Meeting of the Company to be held in year 2025 and not be liable to retire by rotation. Mr. Subodh Kumar Goel (DIN- 09780754) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Krishan Kumar Agarwal, Chairman and Managing Director, Mr. Apoorva Kumar, Company Secretary and Ms. Aarti Bhargava, Joint Company Secretary be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Subodh Kumar Goel, as an Independent Director of the Company.”

- 9. To pass resolution for increase in borrowing powers from Rs. 1150 crores to Rs.1225 crores.**

To consider and if thought fit to pass with or without modification(s) the following Resolution as a **Special Resolution:-**

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at their meeting held on 31.01.2023, consent of the Members be and is hereby accorded pursuant to the provision of Section 180(1)(c) and any other applicable provision of the Companies Act, 2013 {including any statutory modification(s) thereof and any rules there under for the time being in force} authorized to borrow money from time to time up to a limit not exceeding in the aggregate Rs. 1,225 Crores (Rupees One Thousand Two

Hundred Twenty Five Crores Only) notwithstanding that money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution”.

10. To pass resolution approving the increase in remuneration of Mr. Puneet Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Puneet Agarwal, who is son of Mr. Krishan Kumar Agarwal, Chairman and Managing Director and holding the office of President (IT & Strategy) in the Company be and is hereby approved at Rs. 1,32,07,888/- per annum w.e.f. April 01, 2023 as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above fixed remuneration, Mr. Puneet Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Puneet Agarwal, President is also entitled to the Car with chauffeur for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

11. To pass resolution approving the increase in remuneration of Mrs. Mahima Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mrs. Mahima Agarwal, who is Daughter in law of Mr. Krishan Kumar Agarwal, Chairman and Managing Director and holding the office of President (HR) in the Company be and is hereby approved at Rs. 66,62,779/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mrs. Mahima Agarwal shall also be entitled to the incentive to be paid based on approval of the Board pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mrs. Mahima Agarwal, President is also entitled to the Car with chauffeur for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

12. To pass resolution approving the increase in remuneration of Mr. Vineet Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Vineet Agarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 1,23,23,028/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mr. Vineet Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Vineet Agarwal, President is also entitled to the Car with chauffer for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

13. To pass resolution approving the increase in remuneration of Mr. Nitesh Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Nitesh Agarwal, who is Son of Mr. Roshan Lal Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 1,23,23,028/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitesh Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitesh Agarwal, President is also entitled to the Car with chauffer for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

14. To pass resolution approving the increase in remuneration of Mr. Nitin Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Nitin Agarwal, who is Son of Mr. Darshan Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 89,99,085/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitin Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nitin Agarwal, President is also entitled to the Car with chauffer for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

15. To pass resolution approving the increase in remuneration of Mr. Nikhil Agarwal, President of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Nikhil Agarwal, who is Son of Mr. Narender Kumar Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 1,23,23,028/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mr. Nikhil Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Nikhil Agarwal, President is also entitled to the Car with chauffer for the purpose of Company’s business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard.”

16. To pass resolution approving the increase in remuneration of Mr. Ishant Agarwal, President of the company.

“RESOLVED THAT subject to the provisions of Section 188, rules thereunder and other applicable provisions, if any, of the Companies Act, 2013 and erstwhile Companies Act 1956, the revised fixed remuneration of Mr. Ishant Agarwal, who is Son of Mr. Roshan Lal Agarwal, Joint Managing Director and holding the office of President in the Company be and is hereby approved at Rs. 98,23,028/- per annum w.e.f. April 01, 2023, as recommended and approved by the Board of Directors at their meeting held on 28.06.2023.

RESOLVED FURTHER THAT in addition to the above, Mr. Ishant Agarwal shall also be entitled to the incentive to be paid based on approval of the Board of Directors pursuant to Incentive Policy as amended from time to time.

RESOLVED FURTHER THAT in addition to the above, Mr. Ishant Agarwal, President is also entitled to the Car with chauffer for the purpose of Company's business as per Car Policy of the Company as amended from time to time and all other facilities which are allowed to the employees of the Company as per the HR policy, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in this regard."

Regd. Office: -

Darcl House
Plot No. 55 P, Sector-44
Institutional Area
Gurugram-122003

Date: 09.07.2023

Place: Gurugram

By order of the Board of Directors of

CJ Darcl Logistics Limited

Sd/-

(Aarti Bhargava)

Joint Company Secretary

ACS-22992

NOTES: - 1 to 18 as under:-

1. As per MCA vide circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020 read with circular no. 22/2020 dated June 15, 2020, circular no. 33/2020 dated September 28, 2020, circular no. 39/2020 dated December 31, 2020, circular no. 10/2021 dated June 23, 2021 and circular no. 20/2021 dated December 08, 2021, circular no. 03/2022 dated May 05, 2022, circular no. 11/2022 dated December 28, 2022 has permitted the Companies to hold their EGM through Video Conferencing/other Audio Visual Means (OAVM) upto September 30, 2023
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. In the case of a Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting. Proxy to be received at least 48 hours prior to the meeting. The Proxy will not be accepted in case the meeting is held through Video conferencing or other audio visual means. However representative as per section 112 & 113 of the Act may be appointed for purpose of attending meeting through VCor OAVM.
3. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
4. Company has appointed M/s. Link Intime India Private Limited as its Registrar & Share Transfer Agent(RTA). Contact details of the RTA is as under:-

Link Intime India Private
Limited Noble Heights, 1st
Floor,

Plot No. NH 2, LSC, C-1
Block, Near Savitri Market,
Janakpuri, New Delhi-110058

Contact Person : Mr. Bharat Bhusan

Members are requested to correspond directly with RTA for any kind of share related matter like transfer /transmission of shares, issue of duplicate share certificate, consolidation, etc.

5. Company has availed facility for de-materialization of its equity shares from both NSDL and CDSL. Members holding physical share certificates are requested to de-materialize their equity shares.

6. Members holding shares in demat mode are requested to notify their change of particulars, if any, to their respective depository participants.
7. The Members as per register of members as on 30th June 2023, shared by RTA are entitled to receive the notice of the AGM and participate in the same.
8. Members may avail the nomination facility in respect of shares held by them in the Company.
9. Members are requested to send and get their e-mail registered with the Company for the purpose of future communication through e-mail as initiated by Ministry of Corporate Affairs vide Circular No. 18/2011 dated April 29, 2011.
10. Shareholders are requested to bring their copy of the Notice and Attendance Slip duly filled in at the Meeting. This will not be applicable in case meeting is held through VC or OAVM.
11. Notice is available on the website of the Company www.cjdarcl.com
12. Route Map of Venue is attached. However, in case meeting is required to be conducted through VC or OAVM, the same will be of no use.
13. Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement will be made available to members through electronic mode whenever asked for.
14. The Company will make available the facility of Video conference for its members to attend the meeting in case not feasible for members to attend the meeting in person to ensure smooth conduct of the meeting scheduled on 31st July, 2023. The facility to join the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after scheduled time.
15. The poll will be done by casting the vote on resolutions by sending e-mail by the members through their e-mail ids and be mailed at e-mail id cs@cjdarcl.com in case of attending meeting through VC, the designated e-mail address for the same.
16. In terms of Articles of Association of the Company, Meeting will be conducted based on Poll. Mr. Dhananjay Shukla & Associates has been appointed as Scrutinizer for smooth conduct of Poll during the meeting.
17. In case the counting of votes requires time, the meeting can be adjourned and called later to declare the results.
18. Members are requested to send their queries, if any, to the Company Secretary (cs@cjdarcl.com).

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CJ DARCL LOGISTICS LIMITED

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING SCHEDULED ON 31.07.2023. STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 7

The Board of Directors in their meeting held on June 28th, 2023 based on recommendation of Nomination and Remuneration Committee, subject to approval of shareholders approved the appointment of Mrs. Nidhi Aggarwal, (DIN- 10218762) as an Independent Director of the Company for a period of 2 years commencing from ensuing 36th Annual General Meeting of the Company upto the 38th Annual General Meeting of the Company to be held in year 2025 and recommended to the Shareholders for the same.

Mrs. Nidhi Aggarwal, (DIN- 10218762) is qualified as master’s in business administration and has handled investor relations portfolios at various positions in different listed companies. She is also a life and leadership coach. She is having experience of around 30 years in the relevant field. Her presence will be helpful for having diversified Board.

Thus item no. 7 is placed for your approval.

Except Mrs. Nidhi Aggarwal, (DIN- 10218762), no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 8.

The Board of Directors appointed Mr. Subodh Kumar Goel as an Additional Independent Director w.e.f 15th November 2022 with term upto the ensuing Annual General Meeting of the Company based on recommendation of Nomination and Remuneration Committee. Further the Board of Directors in their meeting held on June 28th, 2023, subject to approval of shareholders approved the appointment of Mr. Subodh Kumar Goel (DIN-09780754) as an Independent Director of the Company for a period of 2 years commencing from ensuing 36th Annual General Meeting of the Company upto the 38th Annual General Meeting of the Company to be held in year 2025 and recommended to the Shareholders for the same.

Thus item no. 8 is placed for your approval.

Mr. Subodh Kumar Goel (DIN-09780754) is interested in this resolution. Except him no other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution

Item No. 9

The Shareholders of the Company had passed Resolution on 31st January, 2023 authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 1,150 crore (Rupees One thousand One Hundred Fifty Crore Only) over and above the paid up capital of the Company and its free reserves, for the business of the Company. The overall borrowing level is near to the approved limit of Rs. 1150 Crore till now. However, in view of proposed business expansion, the company is planning to increase Capital expenditure and working capital limits, pursuant to which the borrowing limits will increase. Thus, it is required to have power to borrow money accordingly. Pursuant Section 180 (1) (C) of the Companies Act 2013 the Company need to take consent of the members byway of special resolution to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.

Your Board of Directors in Meeting held on 28.06.2023 has recommended to increase the current Borrowing Power limit from Rs. 1,150 Crore to Rs. 1,225 Crores (Rupees One Thousand Two Hundred and Twenty Five Crores Only) and pass the Resolution as Special Resolution.

Hence, the Special Resolution at Item No. 9 is intended for this purpose.

None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise in the resolution as set out in item no 9 of the Notice..

Item No. 10 to 16

As per the Shareholder Agreement executed by the Company with CJ Logistics Corporation and other Shareholders the following relatives of Promoters were identified as Key Promoter Employees. As per the agreement the remuneration was fixed w.e.f. 01.04.2017 to be fixed as the base salary, on the basis of which further annual increase of 6% per annum will be made effective to them based on the terms of the agreement for a period which is the earlier of: (i) 8 years from the Closing Date, or (ii) consummation of the Qualified IPO, and all increments thereafter shall be based on the annual consumer price index published by the Ministry of Statistics and Programme Implementation and shall be determined by the Board.

Further looking into the involvement of KPE's in the business and their roles and responsibilities the remuneration was reviewed. The Nomination and Remuneration committee in its meeting held on 27.06.2023 recommended the remuneration of KPE's for F.Y. 2023-24, which was reviewed by the Board of Directors in their meeting held on 28.06.2023. The Board of Directors reviewed and accordingly recommended in the meeting held on 28.06.2023 to the Shareholders for approval of increase in remuneration for F.Y. 2023-24 as under:

Name of KPE	Approval and recommendation of remuneration for KPE's for FY 2023-24
Mr. Puneet Agarwal	1,32,07,888
Mr. Vineet Agarwal	1,23,23,028
Mr. Nitesh Agarwal	1,23,23,028
Mr. Nikhil Agarwal	1,23,23,028
Mr. Ishant Agarwal	98,23,028
Mrs. Mahima Agarwal	66,62,779
Mr. Nitin Agarwal	89,99,085
Total	7,56,61,864

The Board in its meeting held on 28.06.2023 approved the proposed remuneration subject to the approval of Shareholders.

Thus, item at Srl. No. 10 to 16 is placed for your approval.

None of the directors/ KMP or their relatives, except Mr. Krishan Kumar Agarwal, Mr. Darshan Kumar Aggarwal, Mr. Roshan Lal Aggarwal and Mr. Narender Kumar Agarwal for their respective relatives, are in any way, concerned or interested in the said resolution. The interested Directors are interested to the extent of remuneration of their son or daughter in law.

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CIN- U60222HR1986PLC068818

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014)

Name of the member (s) :
Registered address:
Email Id:
Folio/ DP Id

I/We being the member(s) ofshares of the above named Company hereby appoint:

- (1) Name.....Address:.....
.....Email Id.....Signature..... or falling him;
- (2) Name.....Address:.....
.....Email Id.....Signature..... or falling him;
- (3) Name.....Address:.....
.....Email Id.....Signature..... or falling him;

as my/our proxy to attend and vote (on a poll) for me /us behalf at the 36th Annual General Meeting of the Company to be held on Monday, 31st day of July, 2023 at 11:30 AM at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	RESOLUTIONS	Optional*	
		For	Against
1	Adoption of Standalone Financial Statements for the year ended 31 st March, 2023		
2	Adoption of Consolidated Financial Statements for the year ended 31 st March, 2023.		
3	Re-appointment of Mr. Darshan Kumar Agarwal as Joint Managing Director.		
4	Re-appointment of Mr. Junghun Baig as Executive Director.		
5	Re-appointment of Mr. Han Mae Lee as Non-Executive Director.		
6	To re-appoint S.R. Batliboi & Associates LLP, as Statutory Auditors for 4 years		
7	Appointment of Mrs. Nidhi Aggarwal as an Independent Director.		
8	Regularize the appointment of Mr. Subodh Kumar Goel as Independent Director		
9	Increase in borrowing power from Rs. 1150 cr to Rs. 1225 cr		
10	Increase in remuneration of Mr. Puneet Agarwal, President		
11	Increase in remuneration of Mrs. Mahima Agarwal, President		
12	Increase in remuneration of Mr. Vineet Agarwal, President		
13	Increase in remuneration of Mr. Nitesh Agarwal, President		
14	Increase in remuneration of Mr. Nitin Agarwal, President		
15	Increase in remuneration of Mr. Nikhil Agarwal, President		
16	Increase in remuneration of Mr. Ishant Agarwal, President		

Signed this.....day of.....2023

Signature of shareholder.....
10

Affix Revenue Stamp not less than Rs. 1

Signature or Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in above box before submission.

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CIN- U60222HR1986PLC068818

ATTENDANCE SLIP

Folio No: _____

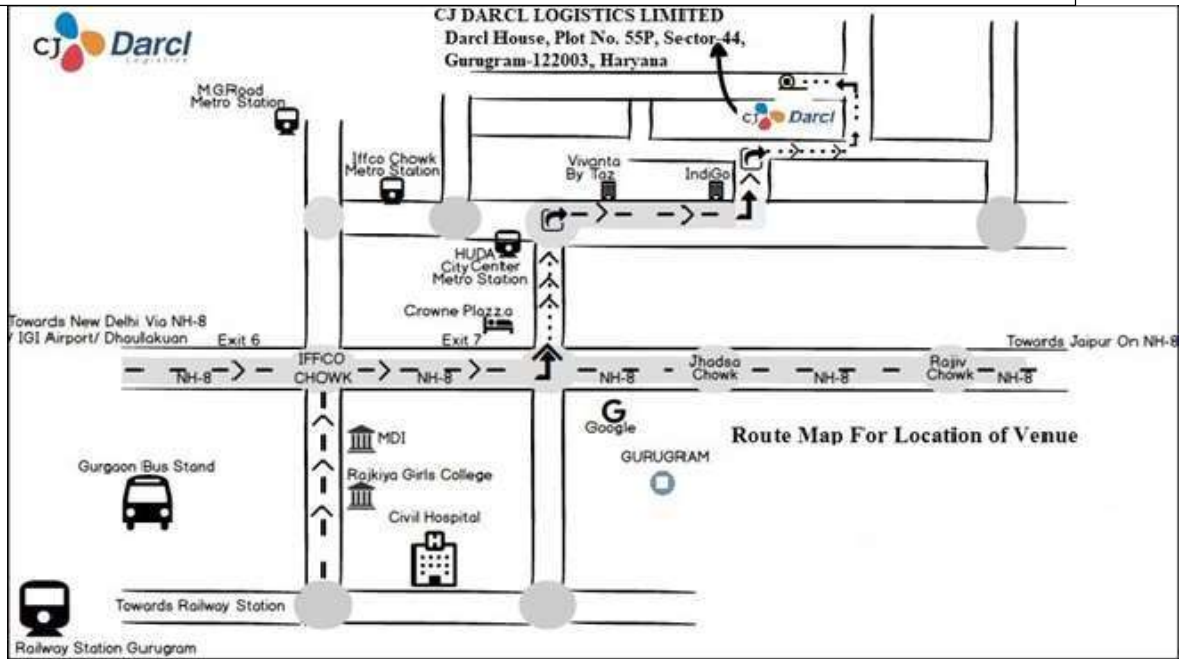
I hereby record my presence at the 36th Annual General Meeting of the Company held at 11:30 AM on Monday, the 31st day of July, 2023 at Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana 122003

.....
Member's/Proxy's name in block letters

.....
Member's/Proxy's signature

NOTE : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.

**ROUTE MAP FOR LOCATION OF VENUE FOR THE ANNUAL GENERAL MEETING
OF THE COMPANY:- CJ DARCL LOGISTICS LIMITED**



NAME OF THE COMPANY	CJ DARCL LOGISTICS LIMITED (U60222HR1986PLC068818)
MEETING VENUE	DARCL HOUSE, 55P, 6 TH FLOOR, SECTOR 44, INSTITUTIONAL AREA, GURUGRAM, HARYANA, INDIA, PINCODE-122003
DATE OF THE MEETING	31.07.2023 (MONDAY)
TIME OF THE MEETING	11:30 AM
LINK TO REACH	https://www.google.com/maps/place/CJ+Darcl+Logistics+Ltd./@28.4528015,77.0698358,15z/data=!4m5!3m4!1s0x0:0x2ef9ca181b7f906d!8m2!3d28.4528015!4d77.0698358

CJ DARCL LOGISTICS LIMITED
Darcl House, Plot No. 55 P, Sector-44, Institutional Area, Gurugram, Haryana

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the 36th Annual Report on the Business and Operations of your Company for the financial year ended March 31, 2023. The Consolidated Performance of your Company and its subsidiaries has been referred to wherever required.

FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(Rupees in Millions)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Freight Income (Turnover)	41,828.41	36,368.22	42158.26	36813.81
EBIDTA	1817.82	1538.20	1848.03	1545.77
Less: Interest	454.18	316.68	455.66	309.16
Profit before Depreciation, Amortization and Tax	1363.64	1221.52	1392.37	1236.60
Less: Depreciation /Amortization	521.02	433.58	524.78	436.46
Profit before Taxation	842.62	787.94	867.59	800.15
Less: Tax Provision (Net)	183.10	182.71	190.58	186.48
Net Profit for the year	659.52	605.23	677.01	613.67
Other Comprehensive Income	0.80	(6.97)	0.90	(6.92)
Total Comprehensive Income	660.32	598.26	677.91	606.75

FINANCIAL PERFORMANCE AND STATE OF THE COMPANY'S AFFAIRS

REVIEW OF PERFORMANCE

During the year under report, there has been business towards total logistics comprising Road, Rail, Project Logistics, Warehousing and Distribution, Barge Movement, Air freight etc, The Company focuses on cost effective and reliable services to the satisfaction of its esteemed customers

STANDALONE:

On a standalone basis, the Revenue of the Company is increased to Rs. 41,828.41 Million as compared to Rs. 36,368.22 Million in the previous year with growth of nearly 15%, while Profit before Tax stood at Rs. 842.62 Million as compared to Rs. 787.93 million in the previous year.

CONSOLIDATED:

On a consolidated basis, Revenue remained at Rs. 42158.26 Million as compared to Rs. 36813.89 Million for the F.Y. 2022-23. Profit before Tax on a consolidated basis remained at Rs.867.59 Million as compared to Rs 800.19 Million of previous year.

The consolidated EBITDA grew by 19.55% from Rs. 1545.77 million for the previous financial year to Rs. 1848.03 million for the financial year 2022-23. The consolidated PAT grew by 10.32% to Rs. 677.01 million for the financial year 2022-23 as compared to Rs. 613.67 million for the previous financial year.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the provisions of Companies Act, 2013 the Consolidated Financial Statement of CJ Darcl as provided is in accordance with the applicable Accounting Standard 'CONSOLIDATED FINANCIAL STATEMENTS'. The Consolidated Financial Statements includes Financial Results of Subsidiary Companies of CJ DARCL. Pursuant to Section 129 (3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries for the year ended 31st March, 2023 in form AOC-1 is included along with the financial statement in this Annual Report.

SUBSIDIARY COMPANIES

The Company has four Wholly Owned Subsidiaries namely, Transrail Logistics Limited, Darcl Logistics Nepal Private Limited, Fr8ology Private Limited and CJ Korea Express India Private Limited. The operating and financial performance of the Subsidiary Companies is as provided below:-

Transrail Logistics Limited

Transrail Logistics Limited commenced its business operations in Year 2009, post incorporation in Year 2008. The Company is engaged in transportation through both road and rail operation on asset light basis. Subsidiary Company achieved the Turnover (Income from Operations) of Rs. 41828.41 Million during F.Y. 2022-23 as against last year Turnover of Rs. 36368.22 Million. There is profit before tax of Rs. 842.62 Million in F.Y. 2022-23 against last year profit of Rs. 787.94 Million.

Darcl Logistics Nepal Private Limited.

As reported in previous years report, your Company has incorporated the Subsidiary Company at Nepal. During the Financial Year under report the Company Business operation commenced from 1st April 2013. The Financial year in Nepal is from 16th July to 15th July. Audit of F.Y. for the period 16.07.2022 to 15.07.2023 is in progress. For the purpose of consolidation of accounts of your Company the financial of Darcl Logistics Nepal Pvt. Ltd. for the period April 2021 to March 2022 has been reviewed by the Auditor at Nepal. The Company has recorded very marginal revenue during the period April 2022 to March 2023. Nepal is largely dependent on Import and thus there is regular movement of cargo from various countries including India to Nepal. Your Company has been appointed as an Agent by your Subsidiary Company for execution of business operation in India while transporting from India to Nepal to execute the Work order received by the Subsidiary Company for movement from India to Nepal.

Fr8ology Private Limited

The Company was incorporated on 17.03.2017 with the main objective of carry on the business of technology based logistics solution and products domestically and internationally including aggregation of transport, vehicle tracking solution for providing customers with a platform, in the physical and/or electronic form, by way of facsimile, electronic-mail (e-mail), internet, intranet, e-commerce, m-commerce, mobile applications and/or any other means enabling the transactions of hiring of all types of Fleets comprising trucks, trailers, lorries, containers, cars, taxies or any other motor vehicles for consideration, commission, service fee, introduction fee and to act as a facilitator, advisor, consultant, platform, agent and service provider. The Company is yet to be operational in full pace. The revenue and profit/loss recorded in the books for period ended 31.3.2022 is very nominal. The scheme of Amalgamation filed by the Company to Hon'ble NCLT for merger of the Company along with Holding Company. The order of the said scheme is reserved by the Hon'ble NCLT on 24th May 2023. Final order is awaited.

CJ Korea Express India Private Limited

The Company acquired CJ Korea Express India Private Limited from CJ Logistics Corporation on 31st October, 2019 as wholly owned Subsidiary. The revenue of the Company has been down strategically for FY 2023.

OVERALL BUSINESS OPERATION

Your Company is one of the leading domestic multimodal logistics solutions companies in India, with market leadership in full truck load. The Company follows an efficient Asset Light Model with a Fleet of around 1000 owned Heavy Vehicles and over 10,000 associated vehicles. Your Company also owns 3 BLL rakes of 40 wagons each and 1347 containers as at year end, further 125 heavy vehicles and 306 containers were added till date during current Financial Year.

The logistics services provided by your company with multimodal capabilities across verticals include (i) road/FTL transportation; (ii) rail/multimodal transportation; (iii) air transportation; and (iv) shipping/coastal transportation. Additionally, we offer project logistics, warehousing and distribution (“W&D”) and freight forwarding solutions to customers.

Your Company is committed towards reflecting high standards of environment, social and governance (“ESG”) corporate behaviour as we believe that it enables long term sustainable growth.

FUTURE OUTLOOK

The Company expects to grow at a faster pace in coming years due to various factors including monetary policy easing, lower inflationary expectations, monetary and regulatory reforms. Your Company is in vantage position to grow exponentially with lots of economic reforms by the Government, it is expected to boost the economy which will propel the logistics business.

Digital transformation leads to productivity and efficiency, which also plays a key role for better logistics services. Technology is being used to streamline operations, track shipments, and improve communication between different stakeholders. Your Company is moving towards the direction of digitalization and having the thrust to create digital transformation with technology.

INDUSTRY OVERVIEW AND TRENDS

As per a study titled ‘India E-commerce Logistics Market Performance and Future Outlook to 2027’, the size of the Indian logistics market is expected to grow at a CAGR of 5% from 2022-27, generating market revenue of USD 633.6 billion by 2027. The new Government policies, enhanced connectivity, dedicated freight corridors are fueling the current growth momentum.

The backbone of India's international trade is logistics, which aids in the diversification of not only the country's exports but also of products manufactured in the countries. The NLP thus aims to promote seamless movement of goods and enhances the competitiveness of Indian industries. Also, it seeks to reduce the logistics cost from 16 per cent of Gross Domestic Product (GDP) to a global average of 8 per cent by 2030. Further, as per the estimates, the worth of the Indian logistics market will be around \$ 215 Bn in the next two years compared to \$ 160 Bn. Investment Information and Credit Rating Agency of India Limited (ICRA) estimates that the sector will develop at a Compound Annual Growth Rate (CAGR) of 10.5 per cent through 2025 after growing at a CAGR of 7.8 per cent over the past five years.

OVERVIEW OF THE INDIAN ECONOMY

India continues to open up its economy, businesses are increasingly looking to expand their operations beyond its borders. This has created a huge demand for logistics services that can facilitate cross-border trade. There are a number of factors that make India an attractive destination for businesses looking to set up shop. Firstly, the country has a large and growing population that provides a vast potential market for products and services. Secondly, India's infrastructure is improving rapidly, making it easier to move goods around the country. Finally, the Indian government is becoming increasingly business-friendly, providing tax breaks and other incentives to encourage investment. All of these factors are coming together to make the logistics industry in India one of the most exciting and fastest growing in the world.

If you're thinking of starting a business in this sector, now is the time to get on board. With the rise of e-commerce in India, and this is having a major impact on the logistics industry. Online shopping is growing at an incredible rate, and this is leading to a huge increase in demand for logistics services. The growth of online grocery shopping along with e-commerce, online grocery shopping is also growing rapidly in India. This is another area where logistics companies are seeing a big increase in demand for their services. The rise of last-mile delivery: Last-mile delivery is becoming increasingly important in the logistics industry, as companies strive to get orders delivered to customers as quickly and efficiently as possible. The sector employs around 22 million people and is expected to create another 1.2 million jobs by 2025.

The government's focus on infrastructure development, FDI reform, and the implementation of the Goods and Services Tax (GST) are some of the key drivers of growth in the sector. The government's initiatives such as Make in India and Digital India are also expected to boost the growth of the logistics industry in the country.

Overview of the Global economy

The value of world commercial services trade increased 15% in 2022 to US\$ 6.8 trillion. Digitally delivered services exports were worth US\$ 3.82 trillion in the same year. *The global logistics market size reached a value of almost USD 9.96 trillion in the year 2022. The logistics market is further expected to grow at a CAGR of 6.3% between 2023 and 2028 to reach a value of almost USD 14.37 trillion by 2028.* The global logistics market is driven by the significant growth in the online retail sector globally. The Asia Pacific is the leading regional market for logistics across the globe. The advancements in technology constituting automated material handling equipment, GPS, and biometrics are helping organizations and businesses to work competently, thereby stimulating the growth of the logistics market in the region. The market is estimated to witness a healthy growth in the forecast period of 2023-2028 to reach about USD 14.37 trillion by 2028. The value of world merchandise trade rose 12% to US\$ 25.3 trillion in 2022, inflated in part by high global commodity prices.

DIVIDEND

The Board of Directors has not recommended final dividend for the year.

HUMAN RESOURCES MANAGEMENT

The Human Resource function has ensured that it has driven process excellence by digitizing work processes in tandem with policy changes so that technology-driven engagement, efficiency, simplicity, scalability and empowerment could be achieved. With the great belief that people are our greatest asset, the employer-employee relationship can be characterized as fair, trusting and caring.

Your Company organized various in house training programs on Operational Efficiency, Quality Service, HR policies and Claim Risk Management for employees at all levels Senior Management Personnel participated in various Management Development Programs with special reference to the Logistics; organized by reputed institutions. Your Company has always viewed human resource development as a critical activity for achieving its business goals.

Your Company has been Certified 2nd year in row as a Great Place to Work in the month of June-2023-June-2024, whereby it was evaluated on the basis of survey to understand the relationship an employee shares with the organization, own job, and colleagues at work.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT

Your Company has adopted a policy for prevention, prohibition and redressal of sexual harassment. As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, your Company has complied with the provisions related to the constitution of Internal Complaints Committee (ICC).

The Company has taken several initiatives across the organization to build awareness amongst employees about the Policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act.

During the year, no complaint with allegations of sexual harassment has been received by the Internal Complaints Committee of the Company.

CREDIT RATING

While CRISIL re-affirmed Long term Credit Rating of **A- (minus)/Stable** during the F.Y. 2022-23 for total bank loan facilities of Rs. 600 Crores rated by it and re-affirmed short term credit rating from **A2+**, **upon fresh review during June 2023, outlook has been revised from Stable to Positive.** Your Company also got credit rating of Fixed Deposit from CRISIL. It has assigned credit rating of **A-/Stable** with Stable business outlook.

INTEGRATED MANAGEMENT SYSTEMS (IMS)

Your Company is certified under Quality Management ISO 9001:2015; Health & Safety Management ISO 45001:2018 and Environmental Management ISO 14001:2015. Your company is a member of SEDEX after qualifying SMETA audit & has awarded a bronze medal in recognition of Sustainability achievement by EcoVadis (world's largest business sustainability rating platform to assess corporate social responsibility & sustainable procurement). Towards environmental sustainability, the Company has developed its interim decarbonization strategy. Company has voluntarily shared its commitment to implement universal sustainability principles supporting UN Goals related to Global Compact. The Company has also implemented the Information Security Management System and is looking forward for ISO 27001:2013 certification. These systems triggered an Environment, Health, Safety and Quality process-based approach in the organization, which will have a long and everlasting favourable impact on the Company sustainable supply chain. Efforts on all these systems and compliance consciousness and continuous process developments are going on.

BANKING FACILITIES:

Your Company is presently enjoying regular working capital facility of Rs.575.00 crores from SBI Led Consortium comprising of Fund-based credit facility of Rs.450.00 crore and Non-fund based credit facility of Rs.125.00 crore. SBI Led Consortium comprises five member banks including Axis Bank, HDFC Bank, IDFC First Bank, Shinhan Bank. Besides this, the company is also having working capital facility on an unsecured basis from ANZ Bank, KEB Hana Bank, Kotak Bank and some of the consortium banks have also additionally sanctioned working capital facilities outside the consortium on an unsecured basis. Further, your Company has from time to time been taking term loans from various Banks/FI's to meet its requirement of vehicle & container purchase and margin for working capital. Your Directors take this opportunity to sincerely thank all the Banks/ FI's for their continued support which has helped your Company's constant endeavour of business growth.

AWARDS AND RECOGNITIONS

Your Company received various appreciation from customers during the year under report and awards have also been conferred like National Logistics Excellence award received in June 2022. Appreciation includes in area of CSO 100 Award under category of Topmost Technology leader, India Supply chain Leaders Senate 2023 under category of Transformational Logistics Leader, 2023.

IBA RECOMMENDATION

Your Company is an approved transporter by the Indian Banks' Association since July 05, 1989 and since then its registration has been periodically renewed. IBA has renewed their recommendation to your Company for a further period of 3 years w.e.f. August 01, 2022 valid till July 31, 2025.

ESOP SCHEME

Your Company has maintained a corpus of 12 lac equity shares through TCG ESOP Trust for issue of ESOP to eligible employees of the Company. The Share Holder Agreement (SHA) with CJ Logistics Corporation (which holds 50% shareholding), inter-alia, requires the Company to cancel the shares held in this ESOP trust by obtaining prior approval from NCLT (National Company Law Tribunal). The Company has filed the petition with Hon'ble NCLT Chandigarh for cancelation of shares held by TCG ESOP Trust in July 2021 under the terms of SHA entered with CJ Logistics Corporation. Pursuant to hearing dated 24th May, 2023 the order against the petition has been reserved by Hon'ble NCLT, final order is yet to be received.

SCHEME OF ARRANGEMENT

The Company has filed application with Hon'ble National Company Law Tribunal on 18 July 2021 seeking sanction of the Scheme of Arrangement among amongst CJ Darcl Logistics Limited ('Transferee Company' or 'CJDL'), ASM (India) Investments Private Limited ('Transferor Company 1' or 'ASM'), Gargo Investments Private Limited ('Transferor Company 2' or 'GIPL') and Fr8ology Private Limited ('Transferor Company 3' or 'FPL'), and their respective shareholders and creditors (hereinafter referred to as the 'Scheme'), for a. the amalgamation of ASM, GIPL, FPL into and with CJDL with effect from the Appointed Date as mentioned in the Scheme.

b. the reduction of the paid up share capital of CJDL by cancellation of 12,00,000 fully paid up equity shares of INR 10 each of the Company held by TCG ESOP Trust without payment of any consideration to TCG ESOP Trust.

Appointed date is opening hours of business on 1 April 2021 and Effective Date will be pursuant to Order of Hon'ble NCLT.

The order has been reserved by the Hon'ble NCLT Chandigarh in hearing dated 24th May, 2023. Final order towards scheme is yet to be received from Hon'ble NCLT.

EXTRACT OF ANNUAL REPORT

The extract of Annual Return as provided under sub-section (3) of Section 92 of Companies Act, 2013 read with Rule 12 of companies (management & administration rules) 2014 as prescribed in Form MGT-9 is set out as **Annexure- I** to this Report and is also available on the web link <https://www.cjdarcl.com/Investor-Relations.php>

COMPOSITION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Disclosure of composition of the Corporate Social Responsibility Committee, contents of the CSR Policy and the format as provided under section 135 of Companies Act, 2013 read along with Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in **Annexure- II** to this Report.

PARTICULARS OF CONTRACTS/ARRANGEMENT WITH RELATED PARTIES

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its approval and the particulars of contracts entered during the year as per **Form AOC-2** is given as **Annexure- III**.

FIXED DEPOSITS

The total deposits as on 31.03.2023 were Rs.25.66 Crores, out of which Rs.17.53 Crores (including interest) is repayable within one year. The amount of unclaimed deposits as on 31.03.2023 was 42.22 lakhs out of which Rs. 41.88 lakhs is still pending.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

BOARD OF DIRECTORS

The composition of Board of Directors of your company is in conformity with the Companies Act, 2013. As at the end of the Financial Year, the Board comprised of 12 Directors including Three Non-Executive and Four Independent Directors. Brief Profile of the Directors on the Board is as under:-

S. No.	Name	Designation	DIN	Date of appointment	Qualification	Experience (Years)
1	Mr. Krishan Kumar Agarwal	Chairman and Managing Director	00151179	10.12.1986	B.Com	48
2	Mr. Darshan Kumar Aggarwal	Joint Managing Director	00151560	10.12.1986	Undergraduate	46
3	Mr. Roshan Lal Aggarwal	Joint Managing Director	00151657	10.12.1986	Undergraduate	45
4	Mr. Narender Kumar Agarwal	Joint Managing Director	00052456	10.12.1986	B.Com	42
5	Mr. Junghun Baig	Executive Director	09268841	25.08.2021	Degree of Engineering	14
6	Mrs. Rajni Gupta	Independent Director	02135443	17.09.2018	B.com, C.A. & CMA	28
7	Mr. Do Young Kim	Independent Director	08204199	17.09.2018	Doctorate in English	35
8	Mr. Chul Moon Park	Non-Executive Director	07875018	25.08.2021	Bachelors degree of science	21
9	Mr. Han Mae Lee	Non-Executive Director	09566320	12.04.2022	Master of Business Administration	19
10	Mr. Young Ho Ko	Non-Executive Director	09629467	06.06.2022	Master of Business Administration	13
11	Mr. Wonchan Lee	Independent Director	09691345	11.08.2022	Master in law	12
12	Mr. Subodh Kumar Goel	Independent Director	09780754	15.11.2022	B.E. Hons, M. Tech, Diploma in Business	36

					Management (ICFAI)	
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Appointments & Resignation of Directors during the year

S.No.	Name & DIN	Appointment/Resignation	Effective date of Appointment/Resignation
1	Mr. Han Mae Lee, (DIN: 09566320)	Appointment	12 th April, 2022
2	Mr. Young Ho Ko, (DIN: 09629467)	Appointment	6 th June, 2022
3	Mr. Wonchan Lee (DIN:09691345)	Appointment	11 th August,2022
4	Further Mr. Subodh Kumar Goel (DIN:09780754)	Appointment	15 th November,2022
5	Mr. Sang Hyun Yoon (DIN:08791522)	Resignation	12 th April, 2022
6	Mr. Jonathan Park (DIN:08389524)	Resignation	6 th June, 2022
7	Mr. Euy Don Park (DIN:02763067)	Completion of Term	11 th August, 2022
8	Mr. Sachchida Nand Agrawal (DIN:08194608)	Resignation	20 th August, 2022

The Board takes on record the association, valuable inputs and contribution of Board members who resigned from the Board during the year under review.

Retirement by Rotation

In accordance with the provisions of section 152 of the Companies Act, 2013 Mr. Darshan Kumar Agarwal (DIN00151560), Joint Managing Director, Mr. Junghun Baig (DIN 09268841), Executive Director and Mr. HanMae Lee (DIN 09566320), Non-Executive Director, retires by rotation and being eligible, has offered themselves for re-appointment. The Board of Directors of your Company recommends their re-appointment.

DECLARATION BY INDEPENDENT DIRECTOR(S)

All Independent Directors have given a declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Rules made thereunder.

MEETING OF DIRECTORS

During the financial year 2022-23, Board of Directors of your Company met five (5) times on the following dates:-

Sr. No.	No. of Board Meeting	Date of Board Meeting	No. of Directors Present
1	374 th	12.04.2022	10
2	375 th	05.08.2022	9
3	376 th	04.11.2022	8
4	377 th	22.12.2022	12
5	378 th	06.03.2023	11

Attendance of Directors at the Board meetings held during the financial year 2022-2023 are as under:-

Sr. No.	Director	Designation	No. of Board meeting attended
1	Mr. Krishan Kumar Agarwal	Chairman and Managing Director	5
2	Mr. Darshan Kumar Aggarwal	Joint Managing Director	5
3	Mr. Roshan Lal Aggarwal	Joint Managing Director	3
4	Mr. Narender Kumar Agarwal	Joint Managing Director	5
5	Mr. Sachchida Nand Agrawal	Independent Director	2
6	Mr. Junghun Baig	Executive Director	5
7	Mr. Euy Don Park	Independent Director	2
8	Mrs. Rajni Gupta	Independent Director	4
9	Mr. Do Young Kim	Independent Director	4
10	Mr. Jonathan Park	Non-Executive Director	1
11	Mr. Chul Moon Park	Non- Executive director	4
12	Mr. Sang Hyun Yoon	Non-Executive Director	0
13	Mr. Han Mae Lee	Non- Executive Director	2
14	Mr. Young Ho Ko	Non –Executive Director	3
15	Mr. Wonchan Lee	Independent Director	3
16	Mr. Subodh Kumar Goel	Additional Independent Director	2

Mr. Sang Hyun Yoon (DIN:08791522) has resigned from the Board w.e.f. 12th April,2022 and Mr. Jonathan Park (DIN:08389524) has resigned from the Board w.e.f 6th June,2022 and Mr. Euy Don Park (DIN:02763067) completed his tenure on. 11th August, 2022 and Mr. Sachchida Nand Agrawal (DIN:08194608) has resigned from the Board w.e.f. 20th August, 2022.

AUDIT COMMITTEE

Composition

In order to widen the Committee taking expertise of Director your Company has appointed three new members in the Audit Committee. The Audit Committee constituted under Section 177 of the Companies Act, 2013 comprises of the following members:

1. Mrs. Rajni Gupta, Independent Director, Chairman;
2. Mr. Narender Kumar Agarwal, Joint Managing Director, Member;
3. Mr. Do Young Kim, Independent Director, Member
4. Mr. Subodh Kumar Goel, Additional Independent Director, Member

Mr. Junghun Baig and Mr. Puneet Agarwal, President IT, will be permanent invitee for the meeting

Company Secretary as Secretary of the Committee.

Statutory Auditors and Internal Auditors with non-voting rights.

MEETINGS OF AUDIT COMMITTEE

During the financial year 2022-23, Audit Committee of the Board of Directors of your Company met 2 times on the following dates:-

S. No.	No of meeting	Date of Meeting	No. of Directors Present
1	66 th	03.08.2022	3
2	67 th	03.03.2023	4

Attendance of Members at the Audit Committee meetings held during the financial year 2022-23 are as under:-

Sr. No.	Name of Director	Designation	No. of Meetings Attended
1	Mr. Narender Kumar Agarwal	Joint Managing Director	2
2	Mr. Euy Don Park	Independent Director	1
3	Mrs. Rajni Gupta	Independent Director	2
4	Mr. Do Young Kim	Independent Director	1
5	Mr. Subodh Kumar Goel	Additional Independent Director	1

Mr. Euy Don Park resigned during the year w.e.f. 11th August,2022.

Mr. Subodh Kumar Goel appointed during the year w.e.f. 15th November,2022.

NOMINATION & REMUNERATION COMMITTEE & POLICY RELATING TO REMUNERATION OF DIRECTOS, KEY MANAGERIAL PERSONNEL

The Nomination and Remuneration Committee (NRC) constituted under Section 178 of the Companies Act, 2013 comprises of the following members:-

1. Mr. Do Young Kim, Independent Director, (Chairman)
2. Mrs. Rajni Gupta, Independent Director, Member,
3. Mr. Wonchan Lee, Independent director, Member
4. Mr. Subodh Kumar Goel, Additional Independent Director, Member

The scope of NRC is to identify the persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the laid down criteria, recommend to the Board

their appointment and renewal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Committee formulates the criteria for determining qualifications, positive attributes and independence of a Director and recommends to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Remuneration policy for selection and appointment of Directors including determining qualifications, independence of Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under section 178(3) of the Companies Act, 2013 has been framed by NRC and approved by the Board.

MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2022-23, Remuneration Committee of the Board of Directors of your Company met once on the below date:-

Srl. No.	No of meeting	Date of Meeting	No. of Directors Present
1	15 th	03.08.2022	3
2	16 th	03.03.2023	4

Attendance of Members at the Nomination and Remuneration Committee meetings held during the financial year 2022-23 are as under:-

Sr. No.	Name of Director	Designation	No. of Meetings attended
1	Mr. Euy Don Park	Independent Director	1
2	Mrs. Rajni Gupta	Independent Director	2
3	Mr. Do Young Kim	Independent Director	1
4	Mr. Sachchida Nand Agarwal	Independent Director	1
5	Mr. Wonchan Lee	Independent Director	1
6	Mr. Subodh Kumar Goel	Additional Independent Director	1

Mr. Euy Don Park resigned during the year w.e.f. 11th August, 2022.

Mr. Wonchan Lee appointed during the year w.e.f. 11th, August, 2022

Mr. Sachchida Nand Agarwal resigned during the year w.e.f. 20th, August, 2022

Mr. Subodh Kumar Goel appointed during the year w.e.f. 15th, November, 2022.

INDEPENDENT DIRECTOR MEETING

For the Financial Year 2022-23, 01 (one) separate meeting of the Independent Directors was held on Friday, 03rd Day of March, 2023. All Independent Directors i.e. Mrs. Rajni Gupta, Mr. Do Young Kim, Mr. Wonchan Lee and Mr. Subodh Kumar Goel attended the meeting.

BOARD ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance and the Directors individually. A discussion was done considering the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties and governance. For the Board and committees, the process seems usually to involve questionnaires devised in house. The result of the process is then reported to the Chairman of the Board.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on the parameters such as level of leadership, Interpersonal skills, Board contribution, strategic thinking etc. The performance evaluation of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The performance evaluation of the Chairman, Non Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 & RULES MADE THEREUNDER

There are no loans, guarantee or investments under section 186 of the Companies Act, 2013 and rules made thereunder during the year under review.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Audit Committee and Board of Directors of your Company has framed and implemented the Vigil Mechanism/ whistleblower policy:-

1. To encourage the employees to report to the Audit Committee about suspected unethical behaviours, malpractices, wrongful conduct, fraud violation of the company's policy including code of ethics and conduct, violation of law or questionable accounting or auditing matters by any employees/Director in the company without any fear of retaliation.
2. To build and strengthen a culture of transparency and trust in the organization.
3. Disclosure of alleged wrongful conduct to the team members of the whistle blower policy.

Mr. JaeHee Lee, CFO has been appointed by the Board as Nodal Officer. Any person can send information as per the policy at the mail id: whistleblower@cjdarcl.com .

The Company affirms that no employee/director of the Company has been denied access to the Audit Committee.

Complaint received under Whistle Blower Policy/Vigil Mechanism was attended and the status update was placed in the Audit Committee for suitable advice. The Board has also reviewed and has taken suitable action wherever required.

RISK MANAGEMENT

Effective risk management is an intrinsic part of the operations of the Company. Your Company adopts a comprehensive system of Risk Management. The Company adopted Risk Management Policy. It ensures that all risks are defined and mitigated in accordance with the well structures risk Management Process. The risk management framework is periodically reviewed by the Board and the Audit committee. Risk evaluation and management is an ongoing process. As a diversified enterprise, the Company continues to focus on a system based approach to business risk management.

INTERNAL CONTROL SYSTEMS AND INTERNAL FINANCIAL CONTROL

The Company has an internal control system including financial controls, commensurate with the size, scale and complexity of its operations for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information & these are sufficient and are functioning efficiently. The efficacy of the internal control systems is verified by the Internal and Statutory Auditors of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

MATERIAL CHANGE IN NATURE OF BUSINESS

There was no material change in the nature of Company's business during the year under review.

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5 (2) of COMPANIES (APPOINTMENT AND REMUNERATION OF KEY MANAGERIAL PERSONNEL) RULES, 2014

List of Top 10 employees in terms of remuneration in FY 2022-23

S.No.	Name	Qualification	DOB	Designation	Remuneration in INR Millions	Experience in years
1	KRISHAN KUMAR AGARWAL	B.com	05.06.1954	CMD	26.74	48
2	BAIG JUNGHUN	Degree of Engineering	21.10.1977	Deputy CEO	32.77	15
3	DARSHAN KUMAR AGARWAL	Undergraduate	15.05.1956	JMD	21.23	46
4	ROSHAN LAL AGARWAL	Undergraduate	02.05.1957	JMD	21.21	45
5	NARENDER KUMAR AGARWAL	B.Com	01.09.1959	JMD	21.21	42
6	JAEHEE LEE	CPA	28.05.1968	CFO	16.34	25
7	SUNGWOOK JUNG	Master's degree in Engineering	07.01.1975	Co-Coo	15.89	23
8	DAEWON SEO	Graduate	13.09.1982	Global Business Executive	13.89	18
9	VINEET AGGARWAL	B.Com, MBA	02.01.1982	President	12.86	17
10	PUNEET AGARWAL	B.Com (H), M.Sc	14.09.1978	President	12.19	18

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

INVESTOR SERVICES

Dematerialization of Shares

Equity Shares of the Company has been admitted into the depository system of both NSDL and CDSL, the two depositories in India, thereby enabling the shareholders of the Company to make scrip-less

transaction in shares ensuring speedy processing and cost efficient share transfer. The ISIN No. allotted to the equity shares of your Company for transaction in dematerialization mode is INE088I01010. More than 95% of Shares of the Company have been dematerialized.

REGISTRAR AND TRANSFER AGENT

Contact detail of the Registrar and Transfer Agent is:

Link Intime India Private Limited	Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,	Noble Heights. 1 st Floor, Plot No NH-2
L.B.S. Marg, Bhandup (West),	C-1 Block, LSC, Near Savitri Market
Mumbai - 400 078	Janakpuri, New Delhi-110058
Phone: 022-25963838	Telephone:- 011-41410592/93/94
Fax: 022-25946969	Fax :- 011-41410591
Email: rnt.helpdesk@linkintime.co.in	Contact person:- Mr. Bharat Bhusan
Contact Person: Mr. Haren N Modi	

For investor services related to change of address, change in Bank Mandate, transfer of shares, Mandate for ECS etc., investors may contact the Registrar and Transfer Agent at either of the above addresses.

For any grievance, Investors may contact Mr. Apoorva Kumar, Company Secretary or Mrs. Aarti Bhargava, Joint Company Secretary and Compliance Officer, at the following address, for early resolution of their grievances:

CJ Darcl Logistics Limited

Darcl House, Plot No. 55P,
Sector-44, Institutional Area, Gurugram (Gurgaon)-122003
Phone: 9015202121, 25-26
Fax: 0124-4034162
E-mail: investorgrievance@cjdarcl.com

AUDITORS

STATUTORY AUDITORS AS PER SEC 141(3)(G) OF COMPANIES ACT 2013

Pursuant to Companies Act, 2013, your company has Appointed Statutory Auditors S.R. Batliboi & Associates LLP to hold office from the Conclusion of 31st AGM till the Conclusion of 36th AGM.

The Board of Directors has recommended the re-appointment of Statutory Auditors for further period of 4 years i.e. till the conclusion of 40th AGM of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year, the company has duly complied with all the applicable Secretarial Standards as issued by ICSI from time to time.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 & rules made thereunder, the Company has appointed Mr. Dhananjay Shukla, practicing Company Secretary as Secretarial Auditor to undertake Secretarial Audit of the Company for the Financial Year 2022-23.

The Report of the Secretarial Audit is annexed herewith as **Annexure- IV**

COST AUDITORS

Central Government has not specified Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the services of the Company and accordingly such accounts and records are not made and maintained

AUDITORS OBSERVATION AND MANAGEMENT EXPLANATION THERETO

Management has taken corrective and proactive action to strengthen internal control system in the Company during the year under report in respect of CARO reporting and Auditors overall report.

SEGMENT DATA

Your Company has not shown segmental data as not applicable.

PARTICULARS REQUIRED TO BE FURNISHED UNDER SECTION 134(3) (M) OF COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

- A. **Conservation of Energy** : Reasonable efforts are made for conservation of electric energy used in office, increase fuel efficiency of vehicles deployed by the Company.
- B. **Technology Absorption** : Company has installed GPS and GPRS enabled devices in the owned vehicles carrying the goods to track their movement.
- C. **Foreign Exchange Earnings & Outgo**
- | | | |
|---------------------------|---|--------------------|
| Foreign Exchange Earnings | : | Rs. 110.39 million |
| Foreign Exchange Outgo | : | Rs. 409.20 million |

The amount of foreign exchange earning is mainly from customers on account of revenue. The amount spent in foreign exchange is majorly for Ocean freight expense.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 134(3)(C.) read with Section 134(5) of Companies Act, 2013, with respect to Directors' responsibility statement, it is hereby confirmed:-

- (i) that in the preparation of annual financial statements for the financial year ended March 31, 2023, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the accounts for the financial year ended March 31, 2023 on a going concern basis.
- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(vi) 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.

ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks and appreciation to Government authorities, Regulatory bodies and all stakeholders including Banks, Financial institutions, Customers, Agents, Truck suppliers / operators, of the company.

Your Directors also take this opportunity to express their gratitude for the valuable services rendered by the employees at all levels towards the continuous growth of the Company.

Regd. Office: -

Darcl House, Plot No. 55 P
Institutional Area, Sector-44
Gurugram, Haryana-122003

On behalf of the Board of Directors of
CJ Darcl Logistics Limited

Krishan Kumar Agarwal
(Chairman & Managing Director)
DIN-00151179

Junghun Baig
(Executive Director)
DIN-09268841

Date: 28.06.2023

Place: Gurugram

Annexure-I to Directors Report

Form No. MGT-9

Extract of Annual Returns of the Financial Year Ended on 31.03.2023

[Pursuant to section 92(30) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

	CIN	U60222HR1986PLC068818
i	Registration Date	10.12.1986
ii	Name of the Company	CJ DARCL LOGISTICS LIMITED
iii	Category / Sub-Category of the Company	Public company limited by Shares

iv	Address of the Registered office and contact details	Darcl House, Plot No. 55 P, Institutional Area, Sector-44, Gurugram, Haryana
v	Whether listed company	No
vi	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited, Noble Heights, 1 st Floor, Plot Nt. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi -110058. Telephone:- 011-41410592/93/94

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	Road Transport Services	996511	100.00%

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.	Transrail Logistics Limited	U74210HR2008PLC068824	Subsidiary	100%	2(86) (ii)
2.	Darcl Logistics Nepal Private Limited	NA	Subsidiary	100%	2(86) (ii)
3.	Fr8ology Private Limited	U60232HR2017PTC068204	Subsidiary	100%	2(86) (ii)
4.	CJ Korea Express India Private Limited	U63000DL2011FTC218913	Subsidiary	100%	2(86) (ii)

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

i. Category-wise Share Holding

g) FII's									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)	-	-	--	-					-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	5477094	1805275	7282369	30.52%	6082369	1200000	7282369	30.52%	0%
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	53900	-	53900	0.23%	65400	-	65400	0.23%	0%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3226632	-	3226632	13.52%	3215132	-	3215132	13.52%	0%
c) Others (Specify)									
Sub-total (B)(2)	8757626	1805275	10562901	44.27%	9362901	1200000	10562901	44.27%	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	8757626	1805275	10562901	44.27%	9362901	1200000	10562901	44.27%	0%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	22056867	1805275	23862142	100%	22662142	1200000	23862142	100%	-

i. Shareholding of Promoters

Sr · N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumb ered to total shares	No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumbe red to total shares	
1.	Mr. Krishan Kumar Agarwal	396832	1.66%	0	396832	1.66%	0	0
2.	Mr. Darshan Kumar Agarwal	162050	0.68%	0	162050	0.68%	0	0
3.	Mr. Roshan Lal Agarwal	278391	1.17%	0	278391	1.17%	0	0
4.	Mr. Narender Kumar Agarwal	530897	2.22%	0	530897	2.22%	0	0
5.	CJ Logistics Corporation	1193107 1	50.00%	0	11931071	50.00%	0	0
	Total	1329924 1	55.73%	0	13299241	55.73%	0	0

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

Sr · no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Krishan Kumar Agarwal At the beginning of the year	396832	1.66%	396832	1.66%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	396832	1.66%	396832	1.66%

2.	Mr. Darshan Kumar Agarwal At the beginning of the year	162050	0.68%	162050	0.68%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	162050	0.68%	162050	0.68%
3.	Mr. Roshan Lal Aggarwal At the beginning of the year	278391	1.17%	278391	1.17%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	278391	1.17%	278391	1.17%
4.	Mr. Narender Kumar Agarwal At the beginning of the year	530897	2.22%	530897	2.22%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	530897	2.22%	530897	2.22%
5.	CJ Logistics Corporation At the beginning of the year	11931071	50.00%	11931071	50.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	11931071	50.00%	11931071	50.00%

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

Srl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	ASM (India) Investments Private Limited	3311564	13.88	3311564	13.88
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	3311564	13.88	3311564	13.88
2	Gargo Investments Private Limited	2770805	11.61	2770805	11.61
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	2770805	11.61	2770805	11.61
3	TCG ESOP Trust	1200000	5.03	1200000	5.03
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	1200000	5.03	1200000	5.03
4	Puneet Agarwal	629676	2.64	629676	2.64
	At the beginning of the year				
	Date wise increase/(decrease)				
	At the end of the year	629676	2.64	629676	2.64
5	Sushma Agarwal	320000	1.34	320000	1.34
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	320000	1.34	320000	1.34
6	Tek Chand Agarwal (HUF)	286480	1.20	286480	1.20
	At the beginning of the year				
	Date wise increase/(decrease)				
	At the end of the year	286480	1.20	286480	1.20
7	Krishan Kumar Agarwal & Sons	252420	1.06	252420	1.06
	At the beginning of the year				
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	252420	1.06	252420	1.06

8	Nitesh Agarwal At the beginning of the year	201000	0.84	201000	0.84
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	201000	0.84	201000	0.84
9	Vibha Gupta At the beginning of the year	162430	0.68	162430	0.68
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	162430	0.68	162430	0.68
10	Ishant Agarwal At the beginning of the year	160000	0.67	160000	0.67
	Date wise increase/(decrease)	-	-	-	-
	At the end of the year	160000	0.67	160000	0.67

IV Shareholding of Directors and Key Managerial Personnel:

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	For Each of the Directors and KMP				
1	Mr. Krishan Kumar Agarwal, CMD At the beginning of the year	396832	1.66%	396832	1.66%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	396832	1.66%	396832	1.66%
2	Mr. Darshan Kumar Aggarwal, JMD At the beginning of the year	162050	0.68%	162050	0.68%
	Date wise Increase /Decrease in Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	162050	0.68%	162050	0.68%
	Mr. Roshan Lal Aggarwal, JMD At the beginning of the year	278391	1.17%	278391	1.17%
	Date wise Increase /Decrease in Share	-	-	-	-

3	Holding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ Sweat equity etc):				
	At the end of the year	278391	1.17%	278391	1.17%
4	Mr. Narender Kumar Agarwal, JMD	530897	2.22%	530897	2.22%
	At the beginning of the year				
	Date wise Increase / Decrease in Share Holding during the Year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc):				
	At the end of the year	530897	2.22%	530897	2.22%

V.INDEBTEDNESS

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

<i>Particulars</i>	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4119899956	887119170	297234878	5304254004
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	3888324	128517	30053004	34069845
Total (i+ii+iii)	4123788280	887247687	327287882	5338323849
Change in Indebtedness during the financial year				
- Addition	2218078602	226662241	114527491	2559268334
- Reduction	-1004235508	-623979302	-154767275	-1782982085
Net Change	1213843094	-397317061	-40239784	776286249
Indebtedness at the end of the financial year				
i) Principal Amount	5333743050	489802109	255980296	6079525455
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	20812366	113569	25141755	46067690
Total (i+ii+iii)	5354555416	489915678	281122051	6125593145

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Directors/Whole Time Directors

Name of Directors	Gross Salary	Others	Total Amount
Mr.K.K.Agarwal	2,67,41,276	-	2,67,41,276
Mr.D.K. Agarwal	2,12,28,620	-	2,12,28,620
Mr. R.L. Agarwal	2,12,14,186	-	2,12,14,186
Mr. N.K. Agarwal	2,12,14,186	-	2,12,14,186
Mr.Junghun Baig	2,34,92,713	92,78,201	3,27,70,914

Note- Apart from above remuneration, the company has also given perquisite like Car with chauffer facility and other facilities as per Company policy.

B. Remuneration to other directors:

(Part – I)

Particulars of Remuneration							Total
	Mrs. Rajni Gupta (Independent Director)	Mr. Euy Don Park (Independent Director)	Mr. Do Young Kim (Independent Director)	Mr. Sachchida Nand Agrawal (Independent Director)	Mr. Wonchan Lee (Independent Director)	Mr. Subodh Kumar Goel (Additional Independent Director)	
· Fee for attending board committee meetings	2,59,600	1,18,000	1,65,200	70,800	1,41,600	1,18,000	8,73,200
· Commission	3,54,000	1,27,833	3,54,000	1,37,667	2,26,167	1,32,750	13,32,422
· Others, please specify							
Total (1)	6,13,600	24,5,833	5,19,200	2,08,467	3,67,767	2,50,750	22,05,622
Overall Ceiling as per the Act	-	-	-				-

*Sitting fees and Commission is including GST of 18% under Reverse Charge Mechanism.

Mr. Euy Don Park resigned w.e.f. 10th August,2022 and Mr. Sachchida Nand Agrawal resigned w.e.f. 20th August, 2022. Mr. Wonchan Lee appointed w.e.f. 11th August, 2022 and Mr. Subodh Kumar Goel appointed w.e.f. 15th November,2022.

B. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Name of KMP	Gross Salary	Commission	Stock Option/sweat equity	Others	Total Amount
Mr. Jaehee Lee (CFO)	1,40,85,214	-	-	22,60,895	1,63,45,109
Mr. Apoorva Kumar (CS)	37,25,662	-	-	2,38,632	39,64,294
Ms. Aarti Bhargava (JCS)	18,79,875	-	-	1,19,316	19,99,191

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

Annexure-II to the Directors Report

[Pursuant to section 135 of the Companies Act, 2013 and rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

Disclosure of composition of the Corporate Social Responsibility Committee and contents of the CSR Policy in the form of an annual report on CSR as per Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the CSR Policy of the Company, including overview of projects or programs proposed to be undertaken.

Corporate Social Responsibilities (CSR) activities at CJ Darcl Logistics Limited is recognized as integrating social, environmental and ethical responsibilities into the governance of businesses which ensures the long term success, competitiveness and sustainability.

Further, CSR makes a business sense as companies with effective CSR, have image of socially responsible companies, achieve sustainable growth in their operations in the long run and their products and services are preferred by the customers.

The main objective of CSR policy is to make CSR a key business process for sustainable development of the society. CJ Darcl Logistics Limited will act as a good corporate citizen and aims at supplementing the role of Government in enhancing the welfare measures of the society within the framework of its policy.

The CSR Policy of the Company is also available on www.cjdarcl.com/regulatory-compliance/CSR.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee eligible to attend	Number of meetings of CSR Committee attended during the year
i.	Mr. Krishan Kumar Agarwal	Chairman and Managing Director (Chairperson)	2	2
ii.	Mr. Narender Kumar Agarwal	Joint Managing Director (Member)	2	2
iii.	Mr. Rajni Gupta	Independent Director (Member)	2	2
iv.	Mr. Wonchan Lee	Independent Director (Member)	1	1
v.	Mr. Junghun Baig	Executive Director (Member)	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

The details of the CSR policy, projects and programmes are available on the website of the Company on www.cjdarcl.com/regulatory-compliance/CSR.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial

year, if any:

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in `million)	Amount required to be set-off for the financial year, if any (in million`)
1.	2022-23	13.08	10.80

6. Average net profit of the company as per section 135(5) (in million): 536.07

7. (a) Two percent of average net profit of the company as per section 135(5) (Rs. million.) : 10.80

Surplus arising out of the CSR projects or programmes or activities of the previous financial years (Rs. million.) : 13.08

(b) Amount required to be set off for the financial year, if any : Nil

(c) Total CSR obligation for the financial year (7a+7b). (Rs. million.): 10.80

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

Total Amount Spent for the Financial Year. (in Rs million.)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount (in ` million.)	Date of transfer	Name of the Fund	Amount	Date of transfer
7.04	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year. (Rs.million) : NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year. List attached as Annexure-I (Rs.million.) :7.04

(d) Amount spent in Administrative Overheads (Rs million) :NIL

(e) Amount spent on Impact Assessment, if applicable (Rs. million) :NIL

(f) Total amount spent for the financial year (8b+8c+8d+8e) (` million) :7.04

(g) Excess amount for set off, if any in subsequent years (Rs million) :9.32

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

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year.

- a. Date of creation or acquisition of capital asset(s) : None
- b. Amount of CSR spent for creation or acquisition of capital asset (` Cr.) : NIL
- c. Details of the entity or public authority or beneficiary under whose Name such capital asset is registered, their address etc. :
- d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).
Not Applicable.

Sd/-
Krishan Kumar Agarwal
Chairman & Managing Director & Chairman CSR Committee
DIN: 00151179

Date: 28.06.2023

Details of CSR amount spent against other than ongoing projects for the financial year 2022-23:-

S.No	Name of the Project	Item from the list of Activities in Schedule VII to the act.	Location (Yes/No.)	Location of the Project State, District	Amount Spent in for the project (in million.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
							Name	CSR Registration No.
1	Contribution for Animal Welfare	IV	Yes	Haryana, Agroha	4.80	No	Shree Vaishnav Agarsain <i>Gaushala</i>	CSR00005409
2	Promoting education to unprivileged children	II	Yes	Delhi, New Delhi	2.14	Yes	Direct Implementation by Company	Not applicable
3	Preventive Healthcare	I	Yes		0.10	No	Anubhuti Shree Foundation	CSR00013340
	TOTAL				7.04			

Annexure –III to Directors Report**Form No. AOC-2****[Pursuant to section 134(3)(n) of the Companies Act, 2013 and rule 8(2) of the Companies (Accounts) Rules, 2014]****1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has no contracts or arrangements or transactions which are not at arm's length basis.

(a) Name(s) of the related party and nature of relationship:

Sr. No	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which special resolution was passed in General meeting u/s 188(1)
NIL								

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which resolution was passed in General meeting u/s 188(1)
1	TCG Media Limited	Advertisement of Company in publication of TCG Media Limited	01.04.2022-31.03.2023	The advertisement of the Company is published in monthly magazine of Publication	For branding of the Company as it is logistics magazine.	12.04.2022	1584000 plus taxes	-
2	Mr. D.K. Agarwal, WTD	Lorry hire services upto Rs18crores	01.04.2022-31.03.2023	Lorry hire charges for F.Y. 2022-23		12.04.2022	-	-
3	S.Dayal Construction Private Limited	Rent upto Rs. 1.30 crores plus taxes	01.04.2022-31.03.2023	Rent for warehouse and workshop	The site is near to customer premises so	12.04.2022		-

					convenient to use.			
4	Fretron LLP	Purchase of services at Rs. 19.00 lakhs.	01.04.2022-31.03.2023	GPS device and tracking	For tracking services	12.04.2022 & 28.06.2023	-	-
5	Fretron LLP	AMC services of TMS software for Rs. 62.80 lacs plus taxes	01.04.2022-31.03.2023	TMS AMC service	For Maintenance of software	22.12.2022	-	-

Regd. Office: -

Darcl House,
Directors of Plot No. 55P, Institutional Area
Sector-44, Gurugram
Haryana.

On behalf of the Board of
CJ Darcl Logistics Limited

Sd/-

Krishan Kumar Agarwal
(Chairman & Managing Director)
DIN 00151179

Sd/-

Jung Hun Baig
(Whole Time Director)
DIN- 09268841

Date: 28.06.2023

Place: Gurugram

Annexure-IV to the Directors' Report

dhananjay shukla & associates
company secretaries

House No.-23, Basement, Sector-30, Gurugram (Hr.), India-122001
Mobile: +91 9873347280, Tel: +91-124-2382323/3693773
Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

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

To,

The Members,

M/s CJ DARCL LOGISTICS LIMITED

Regd. Off.: DARCL House, Plot No. 55 P,

Sector-44, Institutional Area,

Gurugram-122003 (Haryana).

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s CJ Darcl Logistics Limited** (hereinafter called "**the Company**"), which is an Unlisted Public Company. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances for expressing our opinion thereon.

Based on our verification, the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act), as amended from time to time and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; **(Not Applicable to the Company)**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The 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 Borrowing;
- 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)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company)**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Company)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not Applicable to the Company)**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ; **(Not Applicable to the Company)** and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ;
(Not Applicable to the Company)

- vi. **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - a. The Motor Vehicles Act, 1988 and rules made there under
 - b. The Carriage by Road Act, 2007
 - c. The Multi Modal Transportation of Goods Act, 1993
 - d. The Motor Transport Workers Act, 1961
 - e. The Food Safety and Standard Act, 2006 read with FSS (Licensing and Registration of Food Business) Regulation, 2011

Compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not Applicable to the Company)**

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

We further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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. During the year under audit, Mr. Sang Hyun Yoon resigned from the position of Non-Executive Director w.e.f. 12th April 2022, Mr. Jonathan Park had resigned from the position of Director W.e.f. 06th June 2022 and Mr. Sachidanand Aggarwal resigned from the position of Independent Director w.e.f. 20th August 2022. Further, Mr. Hanmae Lee has been appointed as the Additional Director under the category of Non-Executive Director of the Company w.e.f. 12th April 2022 and he was regularized as Director in Annual General Meeting of the company held on 5th September 2022. Mr. Wonchan Lee was appointed as an Independent Director of the Company w.e.f. 11th August 2022 and he was regularized at Annual General Meeting of the company held on 5th September 2022. Mr. Subodh Kumar Goel was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 15th November 2022.

Adequate notice has been given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, the Company has held some Board/committee meetings at Shorter Notice in due compliance with the provisions of the Companies Act, 2013 and Secretarial Standards-I.

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

We further report that, based on the information provided by the Company, its officers and Authorized Representatives during the conduct of the Audit and also on the review of Quarterly Compliance Reports given by the Company Secretary and taken on record by the Board of Directors of the Company, in our opinion adequate systems, processes and control mechanism exist in the company commensurate with the size and operations of the Company to monitor and ensure

compliances with applicable laws, rules, regulations and guidelines as mentioned above in this report including General Laws like Labour laws and Environmental laws as applicable to the company.

We further report that during the Audit period, the company has undertaken the following major activities/corporate actions in pursuance of the above referred laws rules, regulations, guidelines etc.:-

- I. The company has filed a Composite Scheme of Arrangement amongst CJ Darcl Logistics Limited (“Transferee Company” or “CJDL”), ASM (India) Investments Private Limited (“Transferor Company 1” or “ASM”), Gargo Investments Private Limited (“Transferor Company 2” or “GIPL”) and Fr8ology Private Limited (“Transferor Company 3” or “FPL”) before the Hon’ble NCLT Bench , Chandigarh during the Financial Year 2021-22 and after hearing of both 1st and 2nd motions, order has been reserved as per last hearing outcome dated 24th May, 2023.
- II. The Company had approved for raising of Capital through an Initial Public Offering in the Financial Year 2021-22 which has been informed by the Management that it has been put on hold for the time being.
- III. The company has entered into various Related Party Transactions with different related parties pursuant to Section 177 and 188 of the Companies Act with the Approval of the Audit Committee and Board of Directors and various agreements entered between the parties.
- IV. The company has renewed /accepted Deposits u/s 73 and u/s 76 of the Companies Act from public.

We further report that following Special Resolutions were passed by the Shareholders of the company in their two Extra Ordinary General Meetings (EGMs) and Annual General Meeting (AGM) held during the audit period:

- I. In supersession of earlier resolution passed by the members at their meeting held on 20.02.2022, the company has obtained the consent of its Members, pursuant to the provision of Section 180(1)(C) of the Companies Act , 2013 to borrow money from time to time up to a limit not exceeding in the aggregate Rs. 1,150 Crores (Rupees One Thousand One Hundred and Fifty Crores Only) notwithstanding that money to borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of paid-up Capital, free reserves and Security premium of the Company and its reserves, that is to say, reserves not set apart for any specific purpose.
- II. Pursuant to Sections 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013, if any, the company has passed separate Special Resolutions with requisite majority for re-appointment for five years w.ef 1st April 2023 and increase in remuneration of Mr. Krishan Kumar Agarwal (DIN: 00151179), the Chairman and Managing Director, Mr. Darshan Kumar Aggarwal (DIN: 00151560), Joint Managing Director, Mr. Roshan Lal Aggarwal (DIN 00151657), Joint Managing Director and Mr. Narender Kumar Agarwal (DIN 00052456), Joint Managing Director of the Company.
- III. Pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, if any, the company has passed a Special Resolution with requisite majority for payment of Commission upto 1% of net profit to Non-Executive Directors for FY 2022-23 in Annual General Meeting held on 05.08.2022.

- IV. Pursuant to the Provision of section 149, 152, 161 and Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Wonchan Lee (DIN -09691345) has been appointed as an Independent Director on the Board of Directors of the Company for a term of three years w.e.f 11th August, 2022 or up to the Annual General Meeting of the Company to be held in year 2025, whichever is earlier and not be liable to retire by rotation.
- V. Pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, if any, the company has passed a Special Resolution with requisite majority for payment of Commission upto 1% of net profit to Non-Executive Directors for FY 2023-24 in Extra Ordinary General Meeting held on 30.03.2023.

For Dhananjay Shukla & Associates
Company Secretaries

Sd/-

Dhananjay Shukla
Proprietor
FCS-5886, CP No. 8271

Place: Gurugram
Date: 28.06.2023

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms integral part of this report.

Enclosures: Annexure-A

To,
The Members,
M/s CJ DARCL Logistics Limited
Regd. Off.: DARCL House, Plot No. 55 P,
Sector-44, Institutional Area,
Gurugram- 122003(Haryana).

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records and other relevant records as maintained by the company. Our Report is based on the online verification of the documents/records supplied by the company, its officers and Authorized representatives on email and information available on the websites of the company/Ministry of Corporate Affairs. Physical verification of the records/documents could not be carried out due to the Covid-19 pandemic. Further the verification was done on test basis to ensure that correct facts are reflected in secretarial records and other relevant records. We believe that the processes and practices we followed and the audit evidences we have obtained are sufficient and appropriate to 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. We have not examined the compliance by the company with applicable financial laws like Direct and Indirect Tax Laws, since the same has been subject to review by the Statutory and other Audit and by other designated professionals.
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 procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dhananjay Shukla & Associates
Company Secretaries

Sd/-

Dhananjay Shukla
Proprietor
FCS-5886, CP No. 8271

Place: Gurugram
Date: 28.06.2023

INDEPENDENT AUDITOR'S REPORT

To the Members of CJ Darcl Logistics Limited

Report on the Audit of the standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of CJ Darcl Logistics Limited ("the Company"), which comprise the Balance sheet as at 31 March 2023, 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 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 31 March 2023, 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.

Responsibilities 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 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 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 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to 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 31 March 2023 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; and
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 39 to the standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. No dividend has been declared or paid during the year by the Company.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. 1 April 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Yogesh Midha
Partner
Membership Number: 094941
UDIN: 23094941BGWQGT9464
Place of Signature: New Delhi
Date: 28 June 2023

Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: CJ Darel Logistics Limited (‘the Company’)

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

- (i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the financial statements are held in the name of the Company except one immovable properties as indicated in the below mentioned cases; as at 31 March 2023 for which title deeds were not available with the Company and hence we are unable to comment on the same:

Description of Property	Gross carrying value (in INR Mn)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of Company
Building in West Bengal	0.16	Roshan Lal Agarwal	Yes	Since November 22, 2001	The Company is in the process of getting the title deed registered in its name

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31 March 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies were noticed on such physical verification of 10% or more in aggregate for each class of inventory.
- (b) As disclosed in note 17 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

- iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) In respect of deposits accepted or amounts which are deemed to be deposits, directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules made there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) 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) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, professional tax, labour welfare fund, income-tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, professional tax, labour welfare fund, income-tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of the Statute	Nature of dues	Amounts of dues (Rs in Mn)	Period to which the amount relates	Due Date	Date of payment	Remarks, if any
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund	0.24	FY 2022-23	15 May 2022 to 15 September 2022	15 April 2023	
		0.09	FY 2022-23		13 June 2023	
		0.09	FY 2022-23		Not paid	

- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues, have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amounts of dues (Rs In Mn)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	14.30	2015-16 to 2017-18	Commissioner of Income tax (Appeals)
Sales Tax Act / Value Added Tax	Sales Tax / Value Added Tax	22.33	2007-08, 2010-11, 2012-13 to 2017-18	Upto Commissioners level
Sales Tax Act / Value Added Tax	Sales Tax/Value Added Tax	32.29	2008-09 to 2017-18	Commercial tax tribunal
Sales Tax Act / Value Added Tax	Sales Tax/Value Added Tax	8.66	2007-08 to 2009-10, 2012-13, 2013-14 , 2015-16 and 2017-18	High Court
Goods and Service tax Act, 2017	Goods and Services tax	5.19	2019-20 to 2022-23	Upto Commissioners level
Goods and Service tax Act, 2017	Goods and Services tax	1.24	2018-19 to 2020-21	High Court
Employees State Insurance Act, 1948	Employee State Insurance	11.6	Upto March 2017	Employee State Insurance Tribunal

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

- (xi) (a) No fraud by the Company or no material fraud on the Company (read along with note 49 to the financial statements) has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) The Group has total 2 Core Investment Company as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 52 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance

that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 43 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 43 to the financial statements.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per **Yogesh Midha**
Partner
Membership Number: 094941
UDIN: 23094941BGWQGT9464
Place of Signature: New Delhi
Date: 28 June 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CJ DARCL LOGISTICS LIMITED

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

We have audited the internal financial controls with reference to standalone financial statements of CJ Darcl Logistics Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness

exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2023, 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.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Yogesh Midha

Partner

Membership Number: 094941

UDIN: 23094941BGWQGT9464

Place of Signature: New Delhi

Date: 28 June 2023

CJ Darel Logistics Limited
Standalone Balance Sheet as at 31 March 2023
(All amounts in INR millions, unless stated otherwise)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	3a	3,282.19	2,128.90
Right-of-use assets	42	793.47	508.12
Capital work in progress	3ai	129.65	44.25
Intangible assets	4	65.02	37.68
Intangible assets under development	4a	3.65	9.81
Investment properties	5	43.40	45.44
Non-current investments	7	185.18	185.18
Financial assets			
i. Other financial assets	8	96.25	82.60
Non current tax assets (net)	6	1,063.00	645.66
Other non-current assets	9	28.36	32.18
Total non-current assets (A)		5,690.17	3,719.82
Current assets			
Inventories	10	36.77	15.99
Contract assets	24	357.45	345.53
Financial assets			
i. Investments	11	1.01	11.33
i. Trade receivables	12	7,565.42	7,631.47
ii. Cash and cash equivalents	13	56.61	17.47
iii. Bank balances other than (ii) above	14	68.63	78.41
iv. Other financial assets	8	317.67	241.56
Current tax assets (net)	6	-	-
Other current assets	9	581.39	555.05
Total current assets (B)		8,984.95	8,896.81
Assets classified as held for sale (C)	3b	20.40	79.60
Total Assets (A+B+C)		14,695.52	12,696.23
Equity and liabilities			
Equity			
Equity share capital	15	226.62	226.62
Other equity	16	5,440.94	4,780.60
Total equity (A)		5,667.56	5,007.22
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	17	2,347.28	960.55
ii. Lease liabilities	42	648.41	386.98
iii. Other financial liabilities	18	36.53	35.13
Employee benefit obligations	19	109.70	119.28
Deferred tax liabilities (net)	20	120.15	78.71
Total non-current liabilities (B)		3,262.07	1,580.65
Current liabilities			
Contract liabilities	24	14.06	28.14
Financial liabilities			
i. Borrowings	17	3,729.28	4,341.02
ii. Lease liabilities	42	164.56	99.33
iii. Trade payables	21		
-Dues to micro and small enterprises		-	-
-Dues to enterprises other than micro and small enterprises		1,379.60	1,207.57
iv. Other financial liabilities	18	100.61	55.21
Provisions	22	20.00	20.00
Employee benefit obligations	19	83.42	77.85
Other current liabilities	23	274.36	279.24
Total current liabilities (C)		5,765.89	6,108.36
Total equity and liabilities (A+B+C)		14,695.52	12,696.23
Summary of significant accounting policies			
2			

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Darel Logistics Limited

per Yogesh Midha
Partner
Membership No. 094941

Sd/
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/
Jahee Lee
(Chief Financial Officer)

Sd/
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

CJ Darcl Logistics Limited
Standalone Statement of Profit and Loss for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
Income			
Revenue from contracts with customers	24	41,828.42	36,368.22
Other income	25	214.19	139.41
Total income (I)		42,042.61	36,507.63
Expenses			
Cost of services	26	38,119.15	33,227.65
Employee benefit expenses	27	1,609.41	1,295.31
Finance cost	28	455.38	316.68
Depreciation and amortisation expense	29	520.98	433.58
Other expenses	30	495.06	446.47
Total expenses (II)		41,199.98	35,719.69
Profit before tax for the year (III = I - II)		842.63	787.94
Income tax expense	31		
- Current tax expense		141.91	170.36
- Deferred tax charge		41.18	12.35
Total Income tax expense (IV)		183.09	182.71
Profit for the year (V = III - IV)		659.54	605.23
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement (loss)/gain of post employment benefit obligations	38	1.07	(9.31)
Income tax relating to these items	20	(0.27)	2.34
Other comprehensive (loss)/ income for the year, net of tax (VI)		0.80	(6.97)
Total comprehensive income for the year (VII=V+VI)		660.34	598.26
Earnings per equity share			
Basic earnings per equity share (INR)	32	29.10	26.71
Diluted earnings per equity share (INR)		29.10	26.71
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Darcl Logistics Limited

per Yogesh Midha
Partner
Membership No. 094941

Sd/
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/
Jahee Lee
(Chief Financial Officer)

Sd/
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

CJ Darcl Logistics Limited
Standalone Cash Flow Statements for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Operating activities		
Profit before tax	842.63	787.94
Adjustments for :		
Depreciation and amortisation expense	521.02	433.58
Profit on sale of properties classified as assets held for sale (net)	(65.21)	(3.76)
Profit on sale of property, plant and equipment other than asset held for sale (net)	(21.41)	(26.67)
Loss on discard of plant and equipment other	0.83	0.89
Interest income	(11.56)	(10.22)
Profit on termination of lease contracts	(1.24)	(3.44)
Liabilities / provisions no longer required written back	(60.10)	(7.72)
Provision for doubtful trade receivables, advances, claims and other assets	2.70	61.18
Bad debts, advances & claims written off	4.99	5.46
Fair valuation of investments	(0.01)	(0.33)
Profit on sale of investments (net)	(0.62)	(0.03)
Interest income on - unwinding of security deposits	(1.20)	(1.60)
Finance costs	455.38	316.68
Operating profit before working capital changes	1,666.20	1,551.96
Changes in working capital :		
Decrease / (Increase) in trade receivables	90.78	(1,717.29)
(Increase) in contract assets	(11.91)	(44.50)
(Increase) in inventories	(20.79)	(6.69)
(Increase) in other financial assets	(44.51)	(3.38)
Decrease / (Increase) in other assets	25.63	(243.21)
Increase in trade payables	179.85	304.58
(Decrease) / Increase in other contract liability	(14.08)	15.56
Increase in other financial liabilities	6.69	6.62
(Decrease) / Increase in other liabilities	(4.89)	171.83
Increase in provisions for contingencies	-	5.00
(Decrease) / Increase in employee benefit obligations	(2.93)	30.07
Cash generated from operations	1,870.04	70.55
Net income tax paid (net of refund)	(559.27)	(369.69)
Net cash flow from / (used in) operating activities (A)	1,310.77	(299.14)
Investing activities		
Purchase of property plant and equipment and Intangible assets (Including CWIP)	(1,690.30)	(602.97)
Proceeds from property plant and equipment	189.65	51.68
Loans Taken from subsidiary Company	-	507.50
Loan repaid to subsidiary Company	-	(507.50)
Purchase of mutual fund	(881.00)	(81.33)
Proceeds from sale of mutual fund	891.65	70.03
Interest received	11.53	9.70
Net investment in fixed deposits with Banks having maturity of 3 to 12 months	(6.35)	(16.16)
Net cash flows used in investing activities (B)	(1,484.82)	(569.05)
Financing activities		
Proceeds from long-term borrowings	2,263.23	785.88
Repayment for long-term borrowings	(622.10)	(555.82)
(Repayment) / Proceed from short-term borrowings (net)	(864.66)	924.19
Payment of lease liability (refer note 42)	(170.95)	(83.71)
Payment of interest and finance charges	(392.33)	(292.22)
Net cash from financing activities (C)	213.19	778.32
Net increase / (decrease) in cash and cash equivalents (A + B + C)	39.14	(89.87)
Cash and cash equivalents at the beginning of the year	17.47	107.34
Cash and cash equivalents at the end of the year (refer note 13)	56.61	17.47

CJ Darcl Logistics Limited
Standalone Cash Flow Statements for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Non- cash investing activities		
Acquisition of Right of use Assets (refer note 42)	464.84	388.79

Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Borrowings (including interest accrued)	Lease Liabilities
Balance as at 1 April 2021	4,176.24	191.05
Non cash movement	-	362.94
Finance cost accrued	215.30	16.03
Net proceeds/(repayment) of borrowings	1,154.25	-
Payment of lease liability	-	(83.71)
Payment of interest*	(207.42)	-
Balance as at 31 March 2022	5,338.37	486.31
Balance as at 01 April 2022	5,338.37	486.31
Non cash movement	-	446.75
Finance cost accrued	361.51	50.87
Net proceeds/(repayment) of borrowings	776.47	-
Payment of lease liability	-	(170.95)
Payment of interest*	(353.72)	-
Balance as at 31 March 2023	6,122.63	812.97

* Excluding interest considered as part of repayment in hire purchase contracts

Summary of significant accounting policies

2

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For S.R. Batliboi & Associates LLP
Firm Registration no: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors
CJ Darcl Logistics Limited

per **Yogesh Midha**
Partner
Membership No. 094941

Sd/
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN - 00151179

Sd/
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/
Jahee Lee
(Chief Financial Officer)

Sd/
Apoorva Kumar
(Company Secretary)
FCS-4905

Place: New Delhi
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

CJ Darcl Logistics Limited
Standalone statement of Changes in Equity
(All amounts in INR millions, unless stated otherwise)

A) Equity share capital (refer note 15)

Particulars	Number of Shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
As at 1 April 2021	22,662,142	226.62
Add: Issued during the year	-	-
As at 31 March 2022	22,662,142	226.62
As at 1 April 2022	22,662,142	226.62
Add: Issued during the year	-	-
As at 31 March 2023	22,662,142	226.62

B) Other equity (refer note 16)

Particulars	General reserve [refer note 16 ⁽¹⁾]	Securities premium [refer note 16 ⁽²⁾]	Capital redemption reserve [refer note 16 ⁽³⁾]	Retained earnings [refer note 16 ⁽⁴⁾]	Total
As at 1 April 2021	951.87	1,137.91	54.00	2,038.56	4,182.34
Profit for the year	-	-	-	605.23	605.23
Other comprehensive (loss) (net of tax) for the year	-	-	-	(6.97)	(6.97)
As at 31 March 2022	951.87	1,137.91	54.00	2,636.82	4,780.60
As at 01 April 2022	951.87	1,137.91	54.00	2,636.82	4,780.60
Profit for the year	-	-	-	659.54	659.54
Other comprehensive income for the year, net of tax	-	-	-	0.80	0.80
As at 31 March 2023	951.87	1,137.91	54.00	3,297.16	5,440.94

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Darcl Logistics Limited

per Yogesh Midha
Partner
Membership No. 094941

Sd/
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/
Jaehee Lee
(Chief Financial Officer)

Sd/
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

3a Property, plant and equipment

Description of assets	Gross Block					Accumulated Depreciation				Net block
	As at 1 April 2022	Additions	Deletion/ Adjustments	Transfer from Investment properties	As at 31 March 2023	As at 1 April 2022	Charge for the year	Deletion/ Adjustments	As at 31 March 2023	As at 31 March 2023
Land - Freehold(1)	101.41	3.30	-	-	104.71	-	-	-	-	104.71
Buildings(1)(2)(3)	217.72	-	-	-	217.72	21.32	3.95	0.27	25.00	192.72
Plant and machinery (Flat wagons)	218.89	1.08	-	-	219.97	123.22	20.75	-	143.97	76.00
Rail containers	238.61	436.14	2.37	-	672.38	65.66	26.45	0.15	91.96	580.42
Plant and machinery (Others)	21.01	-	-	-	21.01	14.00	6.51	-	20.51	0.50
Furniture and fittings	100.39	49.29	1.35	-	148.33	37.73	11.92	0.79	48.86	99.47
Office equipment	167.83	52.75	16.05	-	204.53	101.69	26.14	13.13	114.70	89.83
Computers	73.62	36.76	11.32	-	99.06	35.09	21.44	9.20	47.33	51.73
Trucks (including Puller and Axle)(3)	2,248.56	827.26	50.09	-	3,025.73	960.90	206.19	37.47	1,129.62	1,896.11
Other vehicles	148.61	102.05	14.88	-	235.78	62.36	20.97	11.69	71.64	164.14
Leasehold improvements	30.94	17.56	0.54	-	47.96	16.73	5.21	0.54	21.40	26.56
Total	3,567.59	1,526.19	96.60	-	4,997.18	1,438.70	349.53	73.24	1,714.99	3,282.19
Capital Work in Progress	44.25	176.23	90.83	-	129.65	-	-	-	-	129.65

Description of assets	Gross Block					Accumulated Depreciation				Net block
	As at 1 April 2021	Additions	Deletion/ Adjustments	Transfer from Investment properties(refer note 5)	As at 31 March 2022	As at 1 April 2021	Charge for the year	Deletion/ Adjustments	As at 31 March 2022	As at 31 March 2022
Land - Freehold(1)	135.50	-	34.09	-	101.41	-	-	-	-	101.41
Buildings(1)(2)(3)	215.01	2.71	-	-	217.72	17.25	4.07	0.00	21.32	196.40
Plant and machinery (Flat wagons)	218.89	-	-	-	218.89	102.68	20.54	-	123.22	95.67
Rail containers	162.17	76.51	0.07	-	238.61	48.55	17.14	0.03	65.66	172.95
Plant and machinery (Others)	16.84	4.18	-	-	21.01	12.57	1.43	-	14.00	7.01
Furniture and fittings	90.47	10.64	0.72	-	100.39	29.04	9.10	0.41	37.73	62.66
Office equipment	158.90	19.88	10.95	-	167.83	83.31	25.99	7.61	101.69	66.15
Computers	54.45	26.58	7.41	-	73.62	26.00	14.61	5.52	35.09	38.53
Trucks (including Puller and Axle)(3)	1,915.06	374.83	41.33	-	2,248.56	749.07	237.27	25.44	960.90	1,287.66
Other vehicles	134.08	18.37	3.84	-	148.61	49.17	15.71	2.52	62.36	86.25
Leasehold improvements	30.31	0.88	0.25	-	30.94	14.20	2.78	0.25	16.73	14.21
Total	3,131.68	534.58	98.66	-	3,567.59	1,131.84	348.64	41.78	1,438.70	2,128.90
Capital Work in Progress	0.45	44.45	0.65	-	44.25	-	-	-	-	44.25

(1) The title deeds for land and other properties at New Delhi, West Bengal, Haryana, Gujarat, Chhattisgarh, Rajasthan, Maharashtra, Jharkhand, Uttar Pradesh, Orissa, Andhra Pradesh and Karnataka are in the former name of the Company i.e. Delhi Assam Roadways Corporation Limited.

(2) Includes title deed of the building amounting as at 31 March 2023 to INR 0.07 million (31 March 2022: INR 0.07 million) is pending for registration in the name of the Company. The said building is registered in the name of a director of the Company.

(3) Refer note 17 for assets pledged as securities towards funded and non-funded facilities.

(4) For detail in respect of carve out assets please refer note 46

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

3b Assets held for sale

As per the terms of Shareholder agreement dated 5 June 2017 entered into by the Company with CJ Logistics Corporation among other parties, certain properties have been agreed to be carved out from the Company (refer note 46). The details relating to gross block and accumulated depreciation of aforementioned assets as at 31 March 2023 are included in the table below:

Description of assets	Gross Block				Accumulated Depreciation				Net block
	As at 1 April 2022	Additions	Deletion/ Adjustments	As at 31 March 2023	As at 1 April 2022	Charge for the year	Deletion/ Adjustments	As at 31 March 2023	As at 31 March 2023
Assets Held for Sale									
Land - Freehold	68.54	21.32	73.26	16.60		-	-	-	16.60
Buildings	12.08	-	8.28	3.80	1.02	-	1.02	(0.00)	3.80
Total Assets held for sale	80.62	21.32	81.54	20.40	1.02	-	1.02	(0.00)	20.40

Description of assets	Gross Block				Accumulated Depreciation				Net block
	As at 1 April 2021	Additions	Deletion/ Adjustments	As at 31 March 2022	As at 1 April 2021	Charge for the year	Deletion/ Adjustments	As at 31 March 2022	As at 31 March 2022
Assets Held for Sale									
Land - Freehold	34.45	34.09	-	68.54	-	-	-	-	68.54
Buildings	15.06	-	2.98	12.08	1.05	-	0.03	1.02	11.06
Total Assets held for sale	49.51	34.09	2.98	80.62	1.05	-	0.03	1.02	79.60

4 Intangible assets

Description of assets	Gross block				Accumulated amortisation				Net block
	As at 1 April 2022	Additions	Deletion/ Adjustments	As at 31 March 2023	As at 1 April 2022	Charge for the year	Deletion/ Adjustments	As at 31 March 2023	As at 31 March 2023
Railway license	63.81	-	-	63.81	30.00	5.00	-	35.00	28.81
Software license fees	14.71	34.12	-	48.83	10.84	1.78	-	12.62	36.21
Total intangible assets	78.52	34.12	-	112.64	40.84	6.78	-	47.62	65.02
Intangible assets under development	9.81	25.16	31.32	3.65	-	-	-	-	3.65

Description of assets	Gross block				Accumulated amortisation				Net block
	As at 1 April 2021	Additions	Deletion/ Adjustments	As at 31 March 2022	As at 1 April 2021	Charge for the year	Deletion/ Adjustments	As at 31 March 2022	As at 31 March 2022
Railway license	63.81	-	-	63.81	25.00	5.00	-	30.00	33.81
Software license fees	12.17	2.64	0.10	14.71	9.45	1.49	0.10	10.84	3.87
Total intangible assets	75.98	2.64	0.10	78.52	34.45	6.49	0.10	40.84	37.68
Intangible assets under development	7.17	4.63	1.99	9.81	-	-	-	-	9.81

CJ Darel Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

*(All amounts in INR millions, unless stated otherwise)***3ai) Capital work in progress ageing schedule**

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
As at 31 March 2022					
Projects in progress	44.25	-	-	-	44.25
Projects temporarily suspended	-	-	-	-	-
	44.25	-	-	-	44.25
As at 31 March 2023					
Projects in progress	126.00	3.65	-	-	129.65
Projects temporarily suspended	-	-	-	-	-
	126.00	3.65	-	-	129.65

There are no projects on each reporting year where activity has been suspended. Also there are no projects as on the reporting year which has exceeded cost as compared to its original plan or where completion is overdue.

CJ Darc Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR millions, unless stated otherwise)***4a) Intangible assets under development schedule ageing**

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
As at 31 March 2022					
Projects in progress	4.63	5.18	-	-	9.81
Projects temporarily suspended	-	-	-	-	-
	4.63	5.18	-	-	9.81
As at 31 March 2023					
Projects in progress	3.65	-	-	-	3.65
Projects temporarily suspended	-	-	-	-	-
	3.65	-	-	-	3.65

1. There are no projects on each reporting year where activity has been suspended.
2. The project has been overdue as at March 31, 2023, it is expected to be completed in the next year.

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

5. Investment properties

Particulars	Building	Office equipment	Furniture and fittings	Total
Gross carrying value				
As at 01 April 2021	38.88	4.08	9.30	52.26
Additions during the year	-	-	-	-
As at 31 March 2022	38.88	4.08	9.30	52.26
Additions during the year	-	-	-	-
As at 31 March 2023	38.88	4.08	9.30	52.26
Accumulated depreciation				
As at 01 April 2021	2.58	0.84	1.36	4.78
Charge for the year	0.61	0.54	0.89	2.04
As at 31 March 2022	3.19	1.38	2.25	6.82
Charge for the year	0.61	0.54	0.89	2.04
As at 31 March 2023	3.80	1.92	3.14	8.86
Net carrying value				
At 31 March 2022	35.69	2.70	7.05	45.44
At 31 March 2023	35.08	2.16	6.16	43.40

a) Amounts recognised in statement of profit or loss for investment properties

Particulars	As at	
	31 March 2023	31 March 2022
Rental income	16.63	19.43
Direct operating expenses from property that generated rental income	(5.10)	(5.84)
Profit from investment properties before depreciation	11.53	13.59
Depreciation	(2.04)	(2.04)
Profit from investment properties	9.49	11.55

b) Fair value

The fair value of the Company's investment properties are set out in the table below:

Particulars	As at	
	31 March 2023	31 March 2022
Investment properties	134.53	126.89

c) Estimation of fair value

The Company obtains independent valuations for its investment properties on annual basis. The fair valuation is done basis on the current prices in an active market for similar properties. There were no changes made during the year in valuation method or processes to determine classification of the level.

Fair valuation of the investment property is based on the valuation done by the registered valuer as defined under Rule (2) of Companies (Registered Valuers and Valuation) Rules, 2017.

15 Equity Share Capital

Particulars	As at 31 March 2023	As at 31 March 2022
Authorized equity share capital	450.00	450.00
45,000,000 (31 March 2022: 45,000,000) equity shares of INR 10 each	450.00	450.00
Issued, subscribed and fully paid up equity shares		
23,862,142 (31 March 2022: 23,862,142) equity shares of INR 10 each	238.62	238.62
Less: Shares held by ESOP Trust at the year end	(12.00)	(12.00)
	226.62	226.62

Notes:

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

Particulars	31 March 2023		31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
At the beginning of the year	22,662,142	226.62	22,662,142	226.62
Add: shares issued during the year end	-	-	-	-
Outstanding at the end of the year end	22,662,142	226.62	22,662,142	226.62

(b) Terms/rights attached to equity shares

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

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

(c) Details of shareholders holding more than 5% equity shares in the Company*

Particulars	31 March 2023		31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares with voting rights				
CJ Logistics Corporation	11,931,071	50.00%	11,931,071	50.00%
ASM (India) Investments Private Limited	3,311,564	13.88%	3,311,564	13.88%
Gargo Investments Private Limited	2,770,805	11.61%	2,770,805	11.61%
TCG ESOP Trust	1,200,000	5.03%	1,200,000	5.03%

* The disclosure is based on the legal ownership of the shares held as at the year end.

(d) Shares reserved for issue under options

1,200,000 shares (31 March 2022: 1,200,000) shares of INR 10 each are outstanding towards employee stock options which is currently being held by TCG ESOP Trust. The Share Holder Agreement (SHA) with CJ Logistics Corporation (which holds 50% shareholding), inter-alia, requires the Company to cancel the shares held in this ESOP trust by obtaining prior approval from NCLT (National Company Law Tribunal). The Company has filed the petition to NCLT for cancellation of these shares on 18 July 2021. Pursuant to hearing dated 24 May 2023 the NCLT has reserved the order pursuant to cancellation of shares held by TCG ESOP Trust. The order is awaited. (Refer note 41).

(e) Disclosure of shareholding of promoters

Particulars	Shares held by Promoter at the end of the year				% change during the year
	S.No	Promoter Name	No. of shares	% of total shares	
As at 31 March 2023	1	Mr. Krishan Kumar Agarwal	396,832	1.66%	0.00%
	2	Mr. Darshan Kumar Agarwal	162,050	0.68%	0.00%
	3	Mr. Roshan Lal Aggarwal	278,391	1.17%	0.00%
	4	Mr. Narender Kumar Agarwal	530,897	2.22%	0.00%
	5	CJ Logistics Corporation	11,931,071	50.00%	0.00%

Particulars	Shares held by Promoter at the end of the year				% change during the year
	S.No	Promoter Name	No. of shares	% of total shares	
As at 31 March 2022	1	Mr. Krishan Kumar Agarwal	396,832	1.66%	0.42%
	2	Mr. Darshan Kumar Agarwal	162,050	0.68%	-0.13%
	3	Mr. Roshan Lal Aggarwal	278,391	1.17%	0.00%
	4	Mr. Narender Kumar Agarwal	530,897	2.22%	0.00%
	5	CJ Logistics Corporation	11,931,071	50.00%	0.00%

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CJ Darel Logistics Limited
Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)

6 Tax assets (net)		
Particulars	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision for taxation)	1,063.00	645.66
	1,063.00	645.66
Breakup of the above		
Non-current	1,063.00	645.66
Current	-	-
	1,063.00	645.66
7 Non-current investments		
Particulars	As at 31 March 2023	As at 31 March 2022
Investment in subsidiaries		
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
17,894,875 (31 March 2022: 17,894,875) equity shares of Transrail Logistics Limited	178.95	178.95
100,000 (31 March 2022: 100,000) equity shares of DARCL Logistics Nepal Private Limited	1.63	1.63
460,020 (31 March 2022: 460,020) equity shares of Fr8ology Private Limited	4.60	4.60
58,870,403 (31 March 2022: 58,870,403) equity shares of CJ Korea Express India Private Limited	0.00	0.00
	185.18	185.18
Aggregate amount of unquoted investments	185.18	185.18
Aggregate amount of impairment in value of investments	-	-

(This space has been intentionally left blank)

CJ Darcl Logistics Limited
Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)
8 Other financial assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Unsecured considered good, unless otherwise stated		
Non current		
Security deposits - considered good	38.95	40.90
Security deposits - credit impaired	1.00	1.00
	<u>39.95</u>	<u>41.90</u>
Less: Security deposits - credit impaired	(1.00)	(1.00)
	<u>38.95</u>	<u>40.90</u>
Deposits with banks as margin money*	56.85	40.91
Interest accrued on fixed deposits	0.45	0.79
	<u>96.25</u>	<u>82.60</u>
Current		
Security deposits - considered good	154.79	101.13
Security deposits - credit impaired	9.23	9.23
	<u>164.02</u>	<u>110.36</u>
Less: Security deposits - credit impaired	(9.23)	(9.23)
	<u>154.79</u>	<u>101.13</u>
Claims receivable - considered good	15.45	25.25
Claims receivable - credit impaired	15.87	44.34
	<u>31.32</u>	<u>69.59</u>
Less: Claims receivable - credit impaired	(15.87)	(44.34)
	<u>15.45</u>	<u>25.25</u>
Receivable against sale of assets	13.50	1.68
Deposits with banks as margin money*	56.87	56.68
Interest accrued on fixed deposits	2.52	2.13
Receivable from related party (Refer note 37)	72.24	33.09
Other receivable - considered good #	2.30	21.60
Other receivable - credit impaired	28.41	28.41
	<u>30.71</u>	<u>50.01</u>
Less: Other receivable - credit impaired	(28.41)	(28.41)
	<u>2.30</u>	<u>21.60</u>
	<u>317.67</u>	<u>241.56</u>

* The Company has pledged these deposits as margin money with various banks to fulfil collateral requirements against bank guarantees, public deposits, overdraft and others.

Other receivables primarily includes recoverable on account of various skill development programmes undertaken by the Company.

9 Other assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Unsecured considered good, unless otherwise stated		
Non-current		
Prepaid expenses	18.88	9.62
Balance with government authorities - considered good	9.48	22.56
Balance with government authorities - credit impaired	18.00	18.00
	<u>27.48</u>	<u>40.56</u>
Less: Balance with government authorities - credit impaired	(18.00)	(18.00)
	<u>9.48</u>	<u>22.56</u>
	<u>28.36</u>	<u>32.18</u>
Current		
Capital advances	89.56	31.77
Prepaid expenses*	123.76	101.29
Advances to employees	37.05	40.20
Less: provision for advance to employees	(1.64)	-
Contract cost	110.52	143.40
Advances to vendors	225.27	241.52
Less: provision for advance to vendors	(3.13)	(3.13)
	<u>222.14</u>	<u>238.39</u>
	<u>581.39</u>	<u>555.05</u>

*Including expenses incurred till 31 March 2023, in relation to proposed Initial Public Offerings (IPO) amounting to INR 19.99 million (31 March 2022: INR 18.70 million) by the Company. Portion of these expenses are recoverable from selling Shareholders. The recoverable amount will be determined on the completion of IPO.

10 Inventories

Particulars	As at	As at
	31 March 2023	31 March 2022
Tyres, tubes and other spare parts	36.77	15.99
	<u>36.77</u>	<u>15.99</u>

11 Current investment

Particulars	As at	As at
	31 March 2023	31 March 2022
Investment in mutual funds - Quoted (measured at FVTPL)		
Nil (31 March 2022: 999,950) units of SBI Balance Advantage Fund Regular - Growth	-	10.30
Nil (31 March 2022: 99,995) units of SBI Multicap Fund Regular Plan - Growth	-	1.03
99,995 (31 March 2022: nil) units of SBI Dividend Yield Fund Regular Plan - Growth	1.01	-
Total	<u>1.01</u>	<u>11.33</u>
Total current investments		
Aggregate book value of quoted investments	1.00	11.00
Aggregate market value of quoted investments	1.01	11.33

12 Trade receivables

Particulars	As at	
	31 March 2023	31 March 2022
Trade receivables \$	7,558.72	7,629.24
Receivable from related parties (refer note 37b)	6.70	2.23
	7,565.42	7,631.47
Break up for above:		
Trade receivables		
Unsecured, considered good	7,565.42	7,631.47
Trade Receivables-credit impaired	75.16	106.92
	7,640.58	7,738.39
Impairment allowance (allowance for bad and doubtful debts)*		
Trade Receivables-credit impaired	(75.16)	(106.92)
	(75.16)	(106.92)
	7,565.42	7,631.47

\$ Trade receivables includes unbilled revenue amounting to INR 1,402.82 million (31 March 2022: INR 1,771.66 million).

*For allowance for doubtful debts account as on 31 March 2023 and 31 March 2022 and changes during the year (refer note 47)

Trade receivable ageing schedule

Particulars	Outstanding as at 31 March 2023 from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,753.22	1,689.81	79.35	31.95	11.09	-	7,565.42
(ii) Undisputed Trade Receivables – credit impaired	-	-	16.72	21.97	11.09	25.38	75.16
	5,753.22	1,689.81	96.07	53.92	22.18	25.38	7,640.58
Less : Credit impaired	-	-	(16.72)	(21.97)	(11.09)	(25.38)	(75.16)
	5,753.22	1,689.81	79.35	31.95	11.09	-	7,565.42
Particulars	Outstanding as at 31 March 2022 from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,599.99	1,924.19	80.42	16.52	10.35	-	7,631.47
(ii) Undisputed Trade Receivables – credit impaired	-	-	37.97	33.15	19.10	16.70	106.92
	5,599.99	1,924.19	118.39	49.67	29.45	16.70	7,738.39
Less : Credit impaired	-	-	(37.97)	(33.15)	(19.10)	(16.70)	(106.92)
	5,599.99	1,924.19	80.42	16.51	10.35	-	7,631.47

1) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively, in which any director is a partner, a director or a member.

2) Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

3) Refer note 17 for the current assets pledged as securities towards secured borrowings.

13 Cash and cash equivalents

Particulars	As at	
	31 March 2023	31 March 2022
Cash in hand	5.09	4.88
Balances with banks		
- in current accounts	50.47	12.59
- in deposits accounts (having original maturity less than 3 months)	1.05	-
	56.61	17.47

For the purpose of the components of cash flow, cash and cash equivalents are the following:

Cash in hand	5.09	4.88
Balances with banks:		
- in current accounts	50.47	12.59
- in deposits accounts (having original maturity less than 3 months)	1.05	-
Bank Overdraft	-	(0.18)
	56.61	17.29

14 Bank balances other than Cash and cash equivalents

Particulars	As at	
	31 March 2023	31 March 2022
Fixed deposits with banks having original maturity of 3 to 12 months*	68.63	78.41
	68.63	78.41

* The Company has pledged INR 66.86 million (31 March 2022: INR 76.63 million) of its deposits as margin money with banks to fulfil collateral requirements.

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16 Other Equity

Particulars	As at 31 March 2023	As at 31 March 2022
General reserve (1)		
Balance at the beginning of the year	951.87	951.87
Closing balance (A)	951.87	951.87
Securities premium (2)		
Balance at the beginning of the year	1,137.91	1,137.91
Closing balance (B)	1,137.91	1,137.91
Capital redemption reserve (3)		
Balance at the beginning of the year	54.00	54.00
Closing balance (C)	54.00	54.00
Retained Earnings (4)		
Balance at the beginning of the year	2,636.82	2,038.56
Add: Profit for the year	659.54	605.23
Add: Other comprehensive income / (loss) for the year (net of tax)	0.80	(6.97)
Closing balance (D)	3,297.16	2,636.82
Total other equity (A+B+C+D)	5,440.94	4,780.60

(1) General reserve

Under the erstwhile Companies Act 1956, General reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

(2) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(3) Capital redemption reserve

The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

(4) Retained Earning

Retained earnings are the profit / loss that the Company has incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to standalone statement of Profit and Loss. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

17 Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
Non Current		
Secured loan		
Term loan from banks (refer note A)	2,505.94	1,137.45
Term loan from financial institution (refer note B)	339.59	-
Unsecured		
Term loan from banks (refer note C)	63.14	97.12
Deposits (refer note D)	189.46	223.73
	3,098.13	1,458.30
Less: Current maturities of long-term borrowings		
Secured loan		
Term loan from banks	611.37	408.25
Term loan from financial institution	36.49	-
Unsecured		
Term loan from banks	18.58	17.55
Deposits	84.41	71.95
	750.85	497.75
Total long term borrowings	2,347.28	960.55
Current		
Secured		
Working capital loan (refer note E)	2,488.21	2,982.27
Overdraft (refer note F)	-	0.18
Current maturities of long-term borrowings (secured)	647.87	408.26
Unsecured		
Working capital loan (refer note G)	200.00	790.00
Bill discounting (refer note H)	226.66	-
Deposits (refer note I)	63.55	70.81
Current maturities of long-term borrowings (refer above)	102.99	89.50
Total short term borrowings	3,729.28	4,341.02

Secured term loan from banks

A) Term loan amounting to INR 2,130.49 million (31 March 2022: INR 859.54 million) relates to rupee term loans from banks towards asset purchased under hire purchase/financing arrangement and are secured by way of hypothecation of the respective assets. These term loans carry fixed interest rates ranging from 6.86% to 9.25% per annum (31 March 2022: 6.86% to 9.72% per annum) and are repayable in balance monthly instalments ranging from 5 to 72 (31 March 2022: 1 to 66) with monthly instalment ranging from INR 0.01 million to INR 2.57 million (31 March 2022: INR 0.01 million to INR 0.24 million).

INR Nil (31 March 2022: INR 22.93 million) relates to rupee term loan from bank towards working capital and is secured by first pari-passu charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. This is further secured by way of personal guarantee of some of the directors of the Company. As at 31 March 2022, this term loan carries floating interest rates 7.00% per annum and was repayable in 3 monthly instalments of INR 11.47 million.

INR 278.86 million (31 March 2022: INR 130.00 million) relates to rupee term loan from bank towards working capital and is secured by second charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. This loan is further secured by way of guarantee by National Credit Guarantee Trustee Company Limited. This term loan carries floating interest rates of 9.25% per annum (31 March 2022: 7.30%) and is repayable in 36 (31 March 2022: 48) equal monthly instalments INR 7.76 million (31 March 2022: Nil) started from 1 May 2022.

INR 96.59 million (31 March 2022: INR 124.98 million) relates to rupee term loan from bank towards working capital and is secured by specific charge against one property. This is further secured by way of personal guarantee of some of the Directors of the Company. This term loan carries floating interest rate of 9.40% per annum (31 March 2022: 6.90%) and is repayable in 34 balance (31 March 2022: 46) monthly instalment ranging from INR 1 million to INR 2.11 million (31 March 2022: INR 1 million to INR 2.11 million).

Secured term loan from NBFC

B) Term loan amounting to INR 339.59 million (31 March 2022: Nil) relates to rupee term loan from NBFC towards asset purchased under hire purchase/financing arrangement and are secured by way of hypothecation of the respective assets. These term loans carry fixed interest rates of 8.45% per annum (31 March 2022: Nil) and is repayable in 70 (31 March 2022: Nil) with monthly instalment ranging from INR 0.07 million to INR 0.09 million (31 March 2022: Nil) starting from 2 June 2023.

Unsecured term loan from bank

C) Term loan amounting to INR 63.14 million (31 March 2022: INR 97.12 million) relates to unsecured rupee term loan from bank. This loan carries floating interest rate of 9.40% per annum (31 March 2022: 6.90% per annum) and is repayable in 46 balance (31 March 2022: 58) monthly instalment of INR 1.98 million (31 March 2022: INR 1.98 million).

Unsecured Public Deposit

D) INR 189.46 million (31 March 2022: INR 223.73 million) relates to Deposits from Public and carry interest rate ranging from 6.25% to 8.25% per annum (31 March 2022: 6.25% to 8.25% per annum) (including 0.50% per annum extra interest to senior citizens) and are repayable after period ranging from 1 month to 36 months (31 March 2022: 1 month to 36 months) from the respective dates of deposit.

Secured short term borrowings

E) Working capital loans amounting to INR 2,488.21 million (31 March 2022: INR 2,982.27 million) from banks are secured by first pari-passu charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of Credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. The said loans are further secured by way of personal guarantee of some of the Directors of the Company. These loans are renewed at the end of one year or any extension given by the banks from the date of respective sanctions and carries fixed interest rate ranging 7.60% to 8.15% per annum (31 March 2022: 4.95% to 8.15% per annum).

F) Overdraft from banks amounting to INR Nil (31 March 2022: INR 0.18 million) are secured by way of pledge of some of the fixed deposits with the banks. These overdrafts carries respective fixed interest rate.

Unsecured short term borrowings

G) Working capital demand loans INR Nil (31 March 2022: INR 300.00 million) from bank was backed by Corporate Guarantee by CJ Logistics Corporation Korea. This demand loan had bullet repayment within 12 months from the date of disbursement and carried fixed interest rate of 5.05% per annum.

Working capital demand loans INR 200.00 million (31 March 2022: INR Nil) from bank is backed by Corporate Guarantee by CJ Logistics Corporation Korea. This loan is renewed at the end of one year from the date of respective sanctions and carries fixed interest rate 7.50 per annum (31 March 2022: Nil).

Working capital demand loans INR Nil (31 March 2022: INR 490.00 million) from bank is unsecured. This demand loan had bullet repayment within 3 months from the date of disbursement and carried interest rate ranging from 5.05% to 5.18% per annum.

H) This is a 'with recourse' bill discounting arrangement of INR 226.66 million (31 March 2022: INR Nil) with the banks, with no cost to the Company.

I) Deposits amounting to INR 63.55 million (31 March 2022: INR 70.81 million) from public carry interest rate ranging from 5.50% to 7.25% per annum (31 March 2022 5.50% to 7.00% per annum) (including 0.50% per annum extra interest to senior citizens) and are repayable after period ranging from 1 months to 12 months (31 March 2022: 1 months to 12 months) from the respective dates of deposit.

Notes:

The Company has filed quarterly returns/statement of current assets with banks and financial institutions and these are in agreement with books of accounts for the year ended 31 March 2023 and year ended 31 March 2022.

18 Other financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Non-current		
Security deposit#	28.52	23.51
Interest accrued but not due on borrowings	8.01	11.62
	36.53	35.13
Current		
Interest accrued but not due on borrowings	38.06	22.45
Unclaimed matured deposits and interest accrued thereon	4.17	2.69
Payable for capital expenditure	28.69	2.06
Security deposits#	19.80	14.47
Others	9.89	13.54
	100.61	55.21

Includes deposits received from related parties as at 31 March 2023 of INR 24.36 million (31 March 2022: INR 9.66 million). Refer note 37.

19 Employee benefit obligations

Particulars	As at 31 March 2023	As at 31 March 2022
Non-current		
Gratuity (refer note 38)	109.70	119.28
	109.70	119.28
Current		
Compensated absences	83.42	77.85
	83.42	77.85

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20 Deferred tax liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Items leading to creation of deferred tax liabilities		
Property, plant and equipment and Intangibles assets- impact of difference between tax and books depreciation/amortisation	239.77	186.65
Right-of-use assets	199.69	127.88
Others	-	-
Total (A)	439.46	314.53
Items leading to creation of deferred tax assets		
Employee benefit obligations	50.92	46.60
Provision for doubtful debt & advances	49.70	58.35
Lease liabilities	204.61	122.40
Expenses allowed as deduction on payment basis	14.08	8.47
Total (B)	319.31	235.82
Net deferred tax liabilities (A-B)	120.15	78.71

Movement in deferred tax liabilities (net)

Particulars	Property, plant and equipment and Intangibles	Right-of-use assets	Others	Employee benefit obligations	Provision*	Lease liabilities	Expenses allowed as deduction on payment basis	Total
As at 1 April 2021	188.20	44.77	1.08	(39.63)	(49.73)	(48.08)	(27.90)	68.71
Charged / (credited):								
- to profit or loss	(1.55)	83.11	(1.08)	(4.63)	(8.62)	(74.32)	19.43	12.34
- to other comprehensive income/loss	-	-	-	(2.34)	-	-	-	(2.34)
As at 31 March 2022	186.65	127.88	(0.00)	(46.60)	(58.35)	(122.40)	(8.47)	78.71
Charged/(credited):								
- to profit or loss	53.12	71.81	-	(4.59)	8.65	(82.21)	(5.61)	41.17
- to other comprehensive income/loss	-	-	-	0.27	-	-	-	0.27
As at 31 March 2023	239.77	199.69	-	(50.92)	(49.70)	(204.61)	(14.08)	120.15

* it includes provision for doubtful debt, advances, claims receivable, security deposits and other receivables.

21 Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Dues to Micro and Small Enterprises *	-	-
Dues to enterprises other than Micro and Small Enterprises	1,363.41	1,189.10
Payables to related parties (refer note 37)	16.19	18.47
	1,379.60	1,207.57

* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

Trade payable ageing schedule

Particulars	Outstanding as at 31 March 2023 from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,277.49	76.80	24.43	0.88	1,379.60
	1,277.49	76.80	24.43	0.88	1,379.60
Particulars	Outstanding as at 31 March 2022 from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,128.25	65.85	6.31	7.16	1,207.57
	1,128.25	65.85	6.31	7.16	1,207.57

There are no disputed dues as at 31 March 2023 and 31 March 2022.

22 Provisions

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Provision for contingencies	20.00	20.00
	20.00	20.00

The Company has recorded a provision of INR 20.00 million as at 31 March 2023 (31 March 2022: INR 20.00 million) against contingent liabilities as a matter of abundance caution (refer note 39).

23 Other liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Advance against sale of assets*	41.79	64.60
Statutory dues	232.57	214.64
	274.36	279.24

* Includes advance received from related parties of INR Nil (31 March 2022: INR 15.11 million). Refer note 37.

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

24 Revenue from contracts with customers

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rendering of services (Services transferred over time)		
Transportation of goods	41,343.92	36,127.81
Other services	484.50	240.41
	41,828.42	36,368.22
Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
Revenue as per contracted price	41,914.75	36,431.46
Adjustments		
Incentives and penalties	(86.33)	(63.24)
Revenue from contracts with customers	41,828.42	36,368.22

Revenue from rendering of services is earned primarily from customers within India.

Revenue recognised in the current year that was included in the opening contract liability balance is INR 28.14 million (31 March 2022: INR 12.58 million). Revenue related to performance obligation satisfied in current year are INR Nil (31 March 2022: Nil).

The transaction price allocated to the remaining performance obligation (partially unsatisfied) as at 31 March 2023 is INR 428.05 million (31 March 2022: 454.12 million). Such remaining performance obligation are expected to be recognised within one year.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from customers

Particulars	As at 31 March 2023	As at 31 March 2022
Trade Receivables \$	7,565.42	7,631.47
Contract assets (refer note 1 below) *	357.45	345.53
Contract liabilities (refer note 2 below) #	14.06	28.14

\$ Trade receivables includes unbilled revenue amounting to INR 1,402.82 million (31 March 2022: INR 1,771.66 million).

* Contract assets of INR 345.53 million (31 March 2022: INR 301.03 million) recognised at the beginning of the year has been transferred to trade receivables.

Net decrease by INR 14.08 million (31 March 2022: INR 15.56 million decrease) is on account of cash received excluding revenue recognised during the year from contract liability as the beginning of the year.

Notes:

- The contract assets primarily relate to the Company's rights to consideration for work partially completed and not billed at reporting date. The contract assets are transferred to the receivables on completing performance obligation and when the rights become unconditional.
- Contract liabilities relates to payments received in advance of performance and unearned revenue against which amount has been received from customer but services are yet to be rendered on the reporting date either in full or in parts. Contract liabilities are recognized evenly over the year of service, being performance obligation of the Company.

25 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income on		
- Bank deposits carried at amortised cost	11.56	10.22
- Income tax refund	-	1.20
Interest income on - unwinding of security deposits	1.20	1.60
- Others	1.96	6.17
Rental income	16.87	22.09
Profit on sale of properties classified as assets held for sale (net)	65.21	3.76
Profit on sale of property, plant and equipment other than asset held for sale (net)	21.41	27.56
Profit on sale of investments (net)	0.62	0.03
Bad debts earlier written off, now recovered	0.57	18.46
Liabilities/provisions no longer required written back	60.10	7.72
Net gain on financial assets measured at fair value through profit or loss	0.01	0.33
Profit on termination of lease contract	1.24	3.44
Miscellaneous income	33.44	36.83
	214.19	139.41

CJ Darcl Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR millions, unless stated otherwise)***26 Cost of services***

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Lorry hire, haulage and other ancillary cost	37,488.16	32,698.62
Vehicles' taxes	44.93	41.62
Repairs and maintenance	120.92	106.83
Consumption of tyres, tubes and other spare parts	190.09	162.81
Vehicle and marine insurance	98.50	87.87
Claims for losses and damage (net)	16.63	2.45
Commission to agents	11.71	8.00
Other charges	148.21	119.45
	38,119.15	33,227.65

*includes expenses incurred on running of trucks and rail container owned by the Company.

27 Employee benefit expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salary, wages and bonus	1,435.41	1,158.90
Gratuity expenses (refer note 38)	29.49	26.14
Contribution to provident and other funds (refer note 38)	101.72	81.64
Workmen and staff welfare expenses	42.79	28.63
	1,609.41	1,295.31

28 Finance cost

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense:		
- borrowings at amortised cost #	361.51	215.30
- on lease liabilities (refer note 42)	50.87	16.03
- on others - delayed payment of TDS / GST	-	0.00
Other finance charges*	43.00	85.35
	455.38	316.68

underlying borrowings are carried at amortised cost.

* Includes forward premium as at 31 March 2023 of INR 22.96 million (31 March 2022: INR 67.69 million), paid to bank.

29 Depreciation and amortization expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation of property, plant and equipment* (refer note 3 and 5)	351.57	350.68
Amortisation of intangible assets (refer note 4)	6.78	6.49
Depreciation of right-to-use assets (refer note 42)	162.63	76.41
	520.98	433.58

*including depreciation of INR 2.04 million (31 March 2022: INR 2.04 million) on building classified as investment

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

*(All amounts in INR millions, unless stated otherwise)***30 Other expenses**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Non-executive directors' commission	1.33	1.42
Directors sitting fee	0.87	0.85
Rent	48.12	37.99
Rates and taxes	13.84	21.71
Communication	29.20	28.70
Legal and professional	74.64	63.21
Commission	4.88	6.25
Advertisement and publicity	15.09	8.89
Business promotion and entertainment	15.08	7.69
Travelling and conveyance	47.39	23.33
Printing and stationery	14.30	10.89
Insurance	8.38	4.57
Vehicles running and maintenance	30.67	24.26
Repairs and maintenance (others)	58.20	33.21
Electricity and water	28.64	18.89
Payments to auditors (refer details below)	7.22	11.84
Donations	4.74	2.80
Expenditure on corporate social responsibility (refer note 43)	7.04	14.72
Provision for doubtful trade receivables, advances, claims, security deposits, other assets and provision for contingencies:	2.70	61.18
Bad debts, advances and claims written off	13.99	8.96
Less: Adjusted from provision for doubtful debts and advances	(9.00)	(3.50)
Loss on discard of assets	0.83	0.89
Loss on theft and embezzlement	-	0.01
Outsourced manpower expenses	16.11	12.81
Miscellaneous expenses	60.80	44.90
	495.06	446.47
Payments to auditors comprises:		
As auditor:		
Audit fee	4.85	3.50
Certification fees	0.49	1.01
Other Services	1.50	6.91
Reimbursement of expenses	0.38	0.42
	7.22	11.84

Note: Above amount for FY 2021-22, is excluding of INR 4.50 million on account of services provided w.r.t. proposed IPO of the Company. This amount is outstanding under prepaid expenses 31 March 2023 and expensed off on the completion of IPO. Portion of these expenses are recoverable from selling Shareholders. The recoverable amount will be determined on the completion of IPO.

31 Income tax expense

The major components of income tax expense for the year ended 31 March 2023 and 31 March 2022 are:

(a) Profit or loss section

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax		
- current tax on profits for the year	152.98	207.19
- adjustment for tax for earlier years	(11.07)	(36.83)
Deferred tax charge		
- Relating to (reversal) / addition of temporary difference	41.18	(9.88)
- Relating to temporary difference of earlier years	-	22.23
Total tax expense	183.09	182.71
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	(0.27)	2.34

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

*(All amounts in INR millions, unless stated otherwise)***(b) Other comprehensive income (OCI section)**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Deferred tax related to items recognized in OCI during in the year:		
Net gain/(loss) on remeasurements of defined benefit plans	1.07	(9.31)
Income tax charged to OCI	(0.27)	2.34
Deferred tax charged to OCI	0.80	(6.97)

(c) Reconciliation of tax expense and the accounting profit

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before income tax expense	842.63	787.94
Tax at the Indian tax rate of 25.168% (Year ended 31 March 2022 – 25.168%)	212.07	198.31
Adjustments :		
Expense not allowable under income tax as deductible expense	(7.84)	5.97
Additional benefits allowable as per income tax for the expenses incurred under section 80 JJAA	(9.88)	(7.65)
Adjustments in respect of deferred tax/current income tax of previous years	(11.07)	(14.60)
Others	(0.19)	0.68
Income tax expense reported in the statement of profit and loss	183.09	182.71

32 Earnings per share

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

For the purpose of calculating diluted EPS, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

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

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity holders of the Company	659.54	605.23
Effect of dilution	-	-
Profit attributable to equity holders for the effect of dilution	659.54	605.23
Weighted average number of equity shares in calculating basic EPS	22,662,142	22,662,142
Effect of dilution	-	-
Weighted average number of equity shares in calculating diluted EPS	22,662,142	22,662,142
Basic earning per share (INR)	29.10	26.71
Diluted earning per share (INR)	29.10	26.71

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33 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. 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. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

A. Judgements

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

Determining the lease term of the contract with renewal and termination option - Company as a lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

Operating lease commitments – Company as a lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

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 reporting financial year, are described below. The Company based its assumptions and estimates on parameters available when the 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. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

i) Revenue from contracts with customers

• Determining method to estimate variable consideration

Certain contracts for the transportation of goods include incentives or penalties, that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled. The Company determined that the expected value method is the appropriate method to use in estimating the variable consideration for the transportation of goods with incentives or penalties, given the large number of customer contracts that have similar characteristics.

• Estimating number of days for application of percentage of completion method

The Company records revenue by estimating the total number days the vehicle will take to deliver the goods. Number of days usually begin from the date of preparation of consignment note, to either actual delivery date or expected date of delivery agreed with customer.

ii) Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies for further details refer note 31.

iii) Defined benefit plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in note 38.

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iv) Provision for trade receivable

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. For the purpose of measuring the expected credit loss for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts & circumstances. For details of allowance for doubtful debts please refer note 12.

v) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting year to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. There is no indicator of impairment of non financial assets as at 31 March 2023.

vi) Provisions and Contingent liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 39 for further details about Contingent liabilities and related provisions.

vii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 34 and 35 for further disclosures.

viii) Useful life of Property, Plant and Equipment and Intangibles.

The useful life to depreciate property, plant and equipment and intangibles is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation is derived after considering the expected residual value at end of the useful life. The residual values, useful lives and methods of depreciation of property, plant and equipment and intangibles are reviewed by the management at each financial year end and adjusted prospectively, if appropriate. Further details about property, plant and equipment are given in note 3 and 4.

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34 Fair value measurements

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.

a) The carrying value of financial instruments by category

The carrying amount of all financial assets and liabilities appearing in the financial statements is reasonable approximation of fair values as disclosed below:

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial assets						
Investments	1.01	-	-	11.33	-	-
Trade receivables	-	-	7,565.42	-	-	7,631.47
Cash and cash equivalents	-	-	56.61	-	-	17.47
Bank balances other than Cash and cash equivalents	-	-	68.63	-	-	78.41
Other financial assets ⁽¹⁾	-	-	413.92	-	-	324.16
Total financial assets	1.01	-	8,104.58	11.33	-	8,051.51
Financial liabilities						
Borrowings ^{(3) (4)}	-	-	6,122.63	-	-	5,335.63
Trade payables	-	-	1,379.60	-	-	1,207.57
Other financial liabilities ⁽²⁾	-	-	91.07	-	-	56.28
Lease Liabilities	-	-	812.97	-	-	486.31
Total financial liabilities	-	-	8,406.27	-	-	7,085.79

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings

(3) Borrowings for the year ended 31 March 2023 includes borrowings of INR 438.59 million (31 March 2022: 375.03 million) carrying floating interest rates.

(4) Borrowings includes interest accrued but not due of Rs. 46.07 million (31 March 2022: 34.07 million)

(b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath.

i) Assets and liabilities which are measured at amortized cost for which fair values are disclosed below:

As at 31 March 2023	Carrying value	Level 1	Level 2	Level 3	Total
Financial assets					
Trade receivables	7,565.42	-	-	7,565.42	7,565.42
Cash and cash equivalents	56.61	-	-	56.61	56.61
Bank balances other than Cash and cash equivalents	68.63	-	-	68.63	68.63
Other Financial Assets ⁽¹⁾	413.92	-	37.38	376.49	413.87
Total financial assets	8,104.58	-	37.38	8,067.15	8,104.53
Financial liabilities					
Borrowings ^{(3) (4)}	6,122.63	-	6,134.35	-	6,134.35
Trade payables	1,379.60	-	-	1,379.60	1,379.60
Other financial liabilities ⁽²⁾	91.07	-	28.79	62.33	91.12
Total financial liabilities	7,593.30	-	6,163.14	1,441.93	7,605.07

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings

(3) Borrowings for the year ended 31 March 2023 includes borrowings of INR 438.59 million carrying floating interest rates.

(4) Borrowings includes interest accrued but not due of Rs. 46.07 million.

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CJ Darcl Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR millions, unless stated otherwise)*

	Carrying value	Level 1	Level 2	Level 3	Total
As at 31 March 2022					
Financial assets					
Trade receivables	7,631.47	-	-	7,631.47	7,631.47
Cash and cash equivalents	17.47	-	-	17.47	17.47
Bank balances other than Cash and cash equivalents	78.41	-	-	78.41	78.41
Other Financial Assets ⁽¹⁾	324.16	-	54.58	269.53	324.11
Total financial assets	8,051.51	-	54.58	7,996.88	8,051.46
Financial liabilities					
Borrowings ^{(3) (4)}	5,335.63	-	5,359.73	-	5,359.73
Trade payables	1,207.57	-	-	1,207.57	1,207.57
Other financial liabilities ⁽²⁾	56.28	-	18.62	38.17	56.79
Total financial liabilities	6,599.48	-	5,378.35	1,245.74	6,624.09

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings

(3) Borrowings for the year ended 31 March 2022 includes borrowings of 375.03 million carrying floating interest rates.

(4) Borrowings includes interest accrued but not due of Rs. 34.07 million

Valuation technique used to determine fair value

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

- The fair values of the quoted investments traded in active market are determined by reference to quotes from the financial institutions; for example NAV for investment in mutual funds declared by mutual funds house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfer of levels during the year.

As of 31 March 2023 and 31 March 2022 the fair value of cash and cash equivalents and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

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35 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to provide finance to the Company to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior and top management oversees the management of these risks. The Company's senior and top management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company's senior management is supported by a Risk Management Policy adopted by the Board of Directors that advises on financial risk and appropriate financial risk governance framework for the Company. It is Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors review the policies periodically for managing each of these risks, which are summarized below.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The major exposure to the credit risk at the reporting date is from trade receivables and other receivables. The Company is also exposed to credit risk from deposits with banks and financial institutions and foreign exchange transactions.

(i) Trade Receivables

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. Trade receivables and contract assets are typically unsecured and are derived from revenue earned through customers. Customer credit risk is managed by the Company subject to the credit policy, procedures and control relating to customer credit risk management. Credit to each customer is given based on its credit rating score. Outstanding customer receivables are regularly monitored in the receivable review committee for any expected default in repayment. An impairment analysis is performed at each reporting date on an individual basis for all customers. Trade receivables are non-interest bearing and are generally on 30 to 120 days' credit terms.

The Company follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables (including lease receivables). A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Company, based on past trends and age based provision policy of the Company, recognizes allowance for trade receivables. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. The Company evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several industries and operates in largely independent markets.

Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Statement of Profit and Loss. Refer Note 12 for the carrying amount of credit exposure on Trade receivables in the Balance Sheet date. There is no credit exposure on contract assets.

Expected credit loss for trade receivables (other than receivables against exchange of services) under simplified approach**As at 31 March 2023:**

Ageing	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	5,753.22	1,689.81	96.07	53.92	22.18	25.38	7,640.58
Expected loss rate	0.00%	0.00%	17.40%	40.75%	50.00%	100.00%	13.66%
Expected credit losses (Loss allowance provision)	-	-	16.72	21.97	11.09	25.38	75.16
Carrying amount of trade receivables (net of impairment)	5,753.22	1,689.81	79.35	31.95	11.09	-	7,565.42

As at 31 March 2022:

Ageing	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	5,599.99	1,924.19	118.39	49.67	29.45	16.70	7,738.39
Expected loss rate	0.00%	0.00%	32.07%	66.74%	64.86%	100.00%	17.48%
Expected credit losses (Loss allowance provision)	-	-	37.97	33.15	19.10	16.70	106.92
Carrying amount of trade receivables (net of impairment)	5,599.99	1,924.19	80.42	16.52	10.35	-	7,631.47

Reconciliation of loss allowance provision - Trade receivables**Particulars****Life-time expected credit losses (simplified approach)**

Loss allowance as at 1 April 2021	69.96
Amounts written off	(3.50)
Changes in loss allowance	40.46
Loss allowance as at 31 March 2022	106.92
Amounts written off	(9.00)
Changes in loss allowance	(22.76)
Loss allowance as at 31 March 2023	75.16

(ii) Financial Instruments & Cash Deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within Board assigned limits. Counterparty limits are reviewed by the Company's Board of Directors throughout the year subject to the recommendation of the Company's Management Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 as it's carrying amounts as disclosed in notes 8, 11, 13 and 14.

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CJ Darcl Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR millions, unless stated otherwise)***(B) Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain continuity of optimum levels of liquidity to meet its fund requirements. The Company closely monitors its liquidity position and maintains adequate source of financing through the use of cash credit facility, demand loans, commercial credit cards, vehicle refinance, unsecured loan, public deposit. Processes and policies related to such risks are overseen by the Company's treasury department under guidance of the senior management. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Besides debt, with the recent infusion of equity, there is sufficient liquidity to meet the financial liabilities in the foreseeable future.

(i) Maturities of financial liabilities

The maturity profile of the Company's financial liabilities based on contractual undiscounted payments is given in the table below:

Particulars	As on 31 March 2023	As on 31 March 2022
On Demand		
Borrowings	2,914.87	3,772.45
Upto 1 year		
Borrowing (including current maturities of long term borrowing)	1,021.86	646.16
Trade payable	1,379.60	1,207.57
Other financial liabilities	62.54	32.76
Lease liabilities	214.95	127.79
More than 1 year but less than 5 years		
Borrowing	2,500.42	1,028.42
Other financial liabilities	28.52	23.51
Lease liabilities	548.08	419.76
More than 5 years		
Borrowing	203.63	24.12
Lease liabilities	254.24	34.11

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022. The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2023. The analyses exclude the impact of movements in market variables on the carrying values of gratuity, pension obligation and other post-retirement obligations and provisions. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31 March 2023 and 31 March 2022.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company operates on very selective intermational destinations and is somewhat exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the trade payables. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The Company has major foreign currency risk in USD.

The Company's net exposure to foreign currency risk at the end of the reporting period is INR 1.29 million net payable (31 March 2022: INR 43.21 million net payable). These outstanding balances are unhedge as at the year end.

Particulars	Change in forex rates by 5%	Effect on profit before tax
As at 31 March 2023		
Foreign currency exposure	+ 5%	(0.06)
	- 5%	0.06
As at 31 March 2022		
Foreign currency exposure	+ 5%	(2.16)
	- 5%	2.16

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(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and working capital facilities.

Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ (decrease) in basis points	Effect on profit before tax
As at 31 March 2023*		
Borrowings	+0.50%	(2.19)
	-0.50%	2.19
As at 31 March 2022*		
Borrowings	+0.50%	(1.88)
	-0.50%	1.88

*The Company has INR 438.59 million (31 March 2022: INR 375.03 million) outstanding borrowings/working capital facilities with floating interest rate as at 31 March 2023.

36 Capital management**(a) Risk management**

For the purposes of the Company's capital management, Capital includes equity and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximizes shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company's endeavor is to maintain the gearing ratio below 200%.

The Company monitors capital using net debt to equity ratio, which is net debt (as reduced by Cash and cash equivalents) divided by total equity.

Particulars	As at 31 March 2023	As at 31 March 2022
Borrowings including lease liabilities (refer note 17 and 42)	6,889.53	5,787.88
Cash and cash equivalents (refer note 13)	(56.61)	(17.47)
Net debt	6,832.92	5,770.41
Equity	5,667.56	5,007.22
Net debt to equity ratio	120.56%	115.24%

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2023 and 31 March 2022.

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

37 Related party disclosures:

The related parties where control and significant influence exists are subsidiaries. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

(a) Name of related party and related party relationship

Subsidiary companies

Transrail Logistics Limited
DARCL Logistics Nepal Private Limited
Fr8ology Private Limited
CJ Korea Express India Private Limited

Key management personnel

Krishan Kumar Agarwal (Chairman and Managing Director)
Darshan Kumar Aggarwal (Joint Managing Director)
Roshan Lal Aggarwal (Joint Managing Director)
Narender Kumar Agarwal (Joint Managing Director)
Hyoung Gun Kang (Whole Time Director & Deputy CEO) [upto 24 August 2021]
JungHun Baig (Whole Time Director and Deputy CEO [with effect from 25 August 2021]
Jaehee Lee (Chief Financial Officer) [with effect from 1 June 2021]
Apoorva Kumar (Company Secretary)
Aarti Bhargava (Joint Company Secretary) [with effect from 18 October 2021]

Relatives of key management personnel

Sushma Agarwal
Yogesh Agarwal
Puneet Agarwal
Vineet Agarwal
Nitin Agarwal
Nitesh Agarwal
Nikhil Agarwal
Ishant Agarwal
Mahima Agarwal
Usha Bansal
Shweta Gupta
Vibha Agarwal

Enterprises owned/significantly influenced by key management personnel or their relatives

Tek Chand & Sons (HUF)
ASM (India) Investments Private Limited
Gargo Investments Private Limited
Daffodil Software Private Limited
TCG ESOP Trust
TCG Media Limited
J B T A Logistics Private Limited
Autoload Solutions LLP
Fretron Private Limited
S. Dayal Construction Private Limited
TCG Apex LLP

Enterprises having significant influence

CJ Logistics Corporation

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

(a) Details of related party transactions during the year ended 31 March 2023 and balances outstanding as at 31 March 2023

Balance as at year end	Subsidiary Companies		Key Management Personnel		Enterprises owned/significantly influenced by key management personnel or their relatives		Relatives of Key Management Personnel		Enterprises having significant influence		Total	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
Trade receivable												
Transrail Logistics Limited	-	0.08	-	-	-	-	-	-	-	-	-	0.08
Darcl Logistics Nepal Private Limited*	3.37	1.04	-	-	-	-	-	-	-	-	3.37	1.04
CJ Logistics Corporation	-	-	-	-	-	-	-	-	3.33	1.11	3.33	1.11
Security deposits paid												
S. Dayal Construction Private Limited	-	-	-	-	4.88	7.88	-	-	-	-	4.88	7.88
J B T A Logistics Private Limited	-	-	-	-	0.34	0.34	-	-	-	-	0.34	0.34
Sushma Agarwal	-	-	-	-	-	-	0.34	0.34	-	-	0.34	0.34
Trade payable												
Krishan Kumar Agarwal	-	-	0.45	0.75	-	-	-	-	-	-	0.45	0.75
Darshan Kumar Aggarwal	-	-	0.96	0.86	-	-	-	-	-	-	0.96	0.86
Roshan Lal Aggarwal	-	-	1.05	0.79	-	-	-	-	-	-	1.05	0.79
Narender Kumar Agarwal	-	-	0.90	0.86	-	-	-	-	-	-	0.90	0.86
Baig Junghun	-	-	1.38	0.78	-	-	-	-	-	-	1.38	0.78
Jaehee Lee	-	-	0.97	0.84	-	-	-	-	-	-	0.97	0.84
Apoorva Kumar	-	-	0.31	0.26	-	-	-	-	-	-	0.31	0.26
Aarti Bhargava	-	-	0.15	0.38	-	-	-	-	-	-	0.15	0.38
Puneet Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.35	0.44	-	-	0.35	0.44
Vineet Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.45	0.46	-	-	0.45	0.46
Nitesh Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.66	0.56	-	-	0.66	0.56
Nitin Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.47	0.05	-	-	0.47	0.05
Nikhil Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.24	0.50	-	-	0.24	0.50
Mahima Agarwal {refer footmote (iii)}	-	-	-	-	-	-	0.32	0.34	-	-	0.32	0.34
Ishant Agarwal {refer footnote (iii)}	-	-	-	-	-	-	0.49	0.41	-	-	0.49	0.41
Transrail Logistics Limited	0.35	0.12	-	-	-	-	-	-	-	-	0.35	0.12
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	1.03	-	-	-	-	-	1.03	-
CJ Logistics Corporation	-	-	-	-	-	-	-	-	5.67	10.08	5.67	10.08

*The above trade receivable has been provided INR 0.61 million (31 March 2022 INR 1.04 million)

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CJ Darcl Logistics Limited (Formerly known as Darcl Logistics Limited)
Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in Rupees million, unless stated otherwise)

(a) Details of related party transactions during the year ended 31 March 2023 and balances outstanding as at 31 March 2023

Balance as at year end	Subsidiary Companies		Key Management Personnel		Enterprises owned/significantly influenced by key management personnel or their relatives		Relatives of Key Management Personnel		Enterprises having significant influence		Total	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
Security deposits payable												
Krishan Kumar Agarwal	-	-	-	1.31	-	-	-	-	-	-	-	1.31
Roshan Lal Aggarwal	-	-	0.78	3.38	-	-	-	-	-	-	0.78	3.38
Narender Kumar Agarwal	-	-	-	1.66	-	-	-	-	-	-	-	1.66
Puneet Agarwal	-	-	-	-	-	-	5.64	-	-	-	5.64	-
Vineet Agarwal	-	-	-	-	-	-	6.61	0.60	-	-	6.61	0.60
Nitesh Agarwal	-	-	-	-	-	-	7.20	0.39	-	-	7.20	0.39
Nikhil Agarwal	-	-	-	-	-	-	1.75	-	-	-	1.75	-
Mahima Agarwal	-	-	-	-	-	-	0.66	0.09	-	-	0.66	0.09
Nitin Agarwal	-	-	-	-	-	-	0.66	-	-	-	0.66	-
Ishant Agarwal	-	-	-	-	-	-	-	1.18	-	-	-	1.18
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	1.05	1.05	-	-	-	-	1.05	1.05
Other financial liabilities												
Tek Chand Agarwal HUF	-	-	-	-	-	15.11	-	-	-	-	-	15.11
Other recoverable												
Darcl Logistics Nepal Private Limited	0.29	0.29	-	-	-	-	-	-	-	-	0.29	0.29
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	0.28	0.17	-	-	-	-	0.28	0.17
CJ Logistics Corporation	-	-	-	-	-	-	-	-	71.67	32.63	71.67	32.63
Vendor Advances												
Darcl Logistics Nepal Private Limited	1.57	1.23	-	-	-	-	-	-	-	-	1.57	1.23

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

Transactions during the year	Subsidiary Companies		Key Management Personnel		Enterprises owned/significantly influenced by key management personnel or their relatives		Relatives of Key Management Personnel		Enterprises having significant influence		Total	
	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from operations												
Transrail Logistics Limited	0.55	1.83	-	-	-	-	-	-	-	-	0.55	1.83
Darecl Logistics Nepal Private Limited	2.26	1.11	-	-	-	-	-	-	-	-	2.26	1.11
CJ Logistics Corporation	-	-	-	-	-	-	-	-	4.54	3.42	4.54	3.42
S. Dayal Construction Private Limited	-	-	-	-	-	0.03	-	-	-	-	-	0.03
Other income												
Rental income												
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	3.44	2.53	-	-	-	-	3.44	2.53
Management Fee												
CJ Logistics Corporation	-	-	-	-	-	-	-	-	0.15	11.71	0.15	11.71
Income from resource sharing												
Transrail Logistics Limited	4.59	4.25	-	-	-	-	-	-	-	-	4.59	4.25
CJ Korea Express India Private Limited	0.06	0.06	-	-	-	-	-	-	-	-	0.06	0.06
Interest paid												
Transrail Logistics Limited	-	8.37	-	-	-	-	-	-	-	-	-	8.37
Daffodil Software Pvt. Limited	-	-	-	-	-	2.57	-	-	-	-	-	2.57
Purchase of services												
-Cost of Services-Lorry Hire, haulage and other ancillary cost												
Transrail Logistics Limited	3.48	1.67	-	-	-	-	-	-	-	-	3.48	1.67
CJ Korea Express India Private Limited	-	0.01	-	-	-	-	-	-	-	-	-	0.01
Darecl Logistics Nepal Private Limited	0.41	1.21	-	-	-	-	-	-	-	-	0.41	1.21
Autoload Solutions LLP	-	-	-	-	-	0.74	-	-	-	-	-	0.74
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	7.29	1.15	-	-	-	-	7.29	1.15
Darshan Kumar Aggarwal	-	-	73.16	254.53	-	-	-	-	-	-	73.16	254.53
CJ Logistics Corporation	-	-	-	-	-	-	-	-	10.28	27.40	10.28	27.40
Advertisement Paid												
TCG Media Limited	-	-	-	-	1.68	1.68	-	-	-	-	1.68	1.68
Manpower Support												
CJ Logistics Corporation	-	-	-	-	-	-	-	-	4.48	2.80	4.48	2.80
-Rent												
Krishan Kumar Aggarwal	-	-	0.12	-	-	-	-	-	-	-	0.12	-
Darshan Kumar Aggarwal	-	-	0.12	-	-	-	-	-	-	-	0.12	-
Roshan Lal Aggarwal	-	-	0.12	-	-	-	-	-	-	-	0.12	-
Narender Kumar Aggarwal	-	-	0.12	-	-	-	-	-	-	-	0.12	-
Sushma Agarwal	-	-	-	-	-	-	1.35	1.35	-	-	1.35	1.35
Puneet Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Tek Chand & Sons (HUF)	-	-	-	-	1.75	0.45	-	-	-	-	1.75	0.45
Yogesh Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Shweta Gupta	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Vibha Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Vineet Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Nitin Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Nitesh Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Ishant Agarwal	-	-	-	-	-	-	-	0.04	-	-	-	0.04
Nikhil Agarwal	-	-	-	-	-	-	-	0.15	-	-	-	0.15
J B T A Logistics Private Limited	-	-	-	-	1.35	1.35	-	-	-	-	1.35	1.35
S. Dayal Construction Private Limited	-	-	-	-	10.66	12.85	-	-	-	-	10.66	12.85

CJ Darcl Logistics Limited
Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR millions, unless stated otherwise)

Transactions during the year	Subsidiary Companies		Key Management Personnel		Enterprises owned/significantly influenced by key management personnel or their relatives		Relatives of Key Management Personnel		Enterprises having significant influence		Total	
	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
-Employee benefit expense												
Krishan Kumar Agarwal	-	-	24.56	33.12	-	-	-	-	-	-	24.56	33.12
Darshan Kumar Aggarwal	-	-	19.98	28.97	-	-	-	-	-	-	19.98	28.97
Roshan Lal Aggarwal	-	-	19.97	28.99	-	-	-	-	-	-	19.97	28.99
Narender Kumar Agarwal	-	-	19.97	28.96	-	-	-	-	-	-	19.97	28.96
Hyoung Gun kang	-	-	-	5.60	-	-	-	-	-	-	-	5.60
Baig Junghun	-	-	33.57	11.68	-	-	-	-	-	-	33.57	11.68
Jaehye Lee	-	-	16.42	10.93	-	-	-	-	-	-	16.42	10.93
Apoorva Kumar	-	-	3.96	3.35	-	-	-	-	-	-	3.96	3.35
Aarti Bhargava	-	-	2.00	0.68	-	-	-	-	-	-	2.00	0.68
Puneet Agarwal	-	-	-	-	-	-	12.02	10.97	-	-	12.02	10.97
Vineet Agarwal	-	-	-	-	-	-	12.05	11.51	-	-	12.05	11.51
Nitin Agarwal	-	-	-	-	-	-	9.46	8.71	-	-	9.46	8.71
Nitesh Agarwal	-	-	-	-	-	-	10.88	10.12	-	-	10.88	10.12
Mahima Agarwal	-	-	-	-	-	-	6.47	5.76	-	-	6.47	5.76
Nikhil Agarwal	-	-	-	-	-	-	15.86	16.30	-	-	15.86	16.30
Ishant Agarwal	-	-	-	-	-	-	7.70	7.04	-	-	7.70	7.04
Usha Bansal	-	-	-	-	-	-	-	40.00	-	-	-	40.00
Purchase of property plant and equipment												
Transrail Logistics Limited	0.02	-	-	-	-	-	-	-	-	-	0.02	-
CJ Korea Express India Pvt. Ltd.	-	1.08	-	-	-	-	-	-	-	-	-	1.08
Purchase of intangibles												
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	28.30	4.63	-	-	-	-	28.30	4.63
Sale of property plant and equipment												
Transrail Logistics Limited	-	12.03	-	-	-	-	-	-	-	-	-	12.03
Tek Chand & Sons (HUF)	-	-	-	-	23.60	-	-	-	-	-	23.60	-
TCG Apex LLP	-	-	-	-	61.31	-	-	-	-	-	61.31	-
Advance Received for sale of Property												
Tek Chand & Sons (HUF)	-	-	-	-	-	0.11	-	-	-	-	-	0.11
Expenses incurred on behalf of related party												
Transrail Logistics Limited	0.12	0.10	-	-	-	-	-	-	-	-	0.12	0.10
Fr8ology Private Limited	0.00	-	-	-	-	-	-	-	-	-	0.00	-
Fretron Private Limited (Formerly known as Fretron LLP)	-	-	-	-	0.09	0.07	-	-	-	-	0.09	0.07
CJ Logistics Corporation	-	-	-	-	-	-	-	-	119.86	61.48	119.86	61.48
Expenses incurred by related party on our behalf												
Darcl Logistics Nepal Private Limited	6.86	1.98	-	-	-	-	-	-	-	-	6.86	1.98
S. Dayal Construction Private Limited	-	-	-	-	0.42	0.16	-	-	-	-	0.42	0.16

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

Transactions during the year	Subsidiary Companies		Key Management Personnel		Enterprises owned/significantly influenced by key management personnel or their relatives		Relatives of Key Management Personnel		Enterprises having significant influence		Total	
	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Loan taken												
Transrail Logistics Limited	-	507.50	-	-	-	-	-	-	-	-	-	507.50
Loan repaid by the Company												
Transrail Logistics Limited	-	507.50	-	-	-	-	-	-	-	-	-	507.50
Daffodil Software Pvt. Limited	-	-	-	-	-	100.00	-	-	-	-	-	100.00
Security deposits paid												
Sushma Agarwal	-	-	-	-	-	-	-	0.34	-	-	-	0.34
J B T A Logistics Private Limited	-	-	-	-	-	0.34	-	-	-	-	-	0.34
Security deposits received												
Puneet Agarwal	-	-	-	-	-	-	5.64	-	-	-	5.64	-
Vineet Agarwal	-	-	-	-	-	-	6.00	-	-	-	6.00	-
Nitin Agarwal	-	-	-	-	-	-	0.66	-	-	-	0.66	-
Nitesh Agarwal	-	-	-	-	-	-	7.20	-	-	-	7.20	-
Mahima Agarwal	-	-	-	-	-	-	0.66	-	-	-	0.66	-
Nikhil Agarwal	-	-	-	-	-	-	1.75	-	-	-	1.75	-
Security deposits received back												
S. Dayal Construction Private Limited	-	-	-	-	3.00	2.00	-	-	-	-	3.00	2.00
Security deposits given back												
Roshan Lal Aggarwal	-	-	2.60	-	-	-	-	-	-	-	2.60	-

Terms and Condition of transaction with related party

(i) The sales to and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivable or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes:

- The above particulars do not include working capital loans and corporate term loans availed from banks, which are further secured by way of personal guarantee of some of the directors, relatives and some of their related entities.
- Does not include INR 33.90 million (31 March 2022: 1.50 million) provision for incentive to be distributed among relatives of KMP.
- Amount outstanding on account of provision for expense accrued are not disclosed in balance as at 31 March 2023 and 31 March 2022
- As Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included in employee benefits expenses to KMP.
- Security deposits payables represents the undiscounted value of the security deposits received.

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38 Gratuity and other post-employment benefits plan**A. Defined benefit plan (Gratuity)**

The Company has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of INR 2.00 million. The scheme is funded with an insurance Company in the form of qualifying insurance policy. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Company.

Regulatory framework, funding arrangement and governance of the Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Company is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India.

Inherent risks

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarize the components of net benefit expense recognized in the standalone statement of profit and loss and amounts recognized in the balance sheet for Gratuity Plan.

Standalone Statement of Profit and Loss for the year**Net employee benefit expense recognized in employee cost:**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	21.93	20.07
Interest on net defined benefit liability /(assets)	7.56	6.07
	29.49	26.14

Remeasurement of (Gain)/loss recognized in other comprehensive income (OCI):

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial changes arising from changes in		
- financial assumptions	(5.55)	(3.41)
- experience adjustments	4.45	13.27
Return on plan assets (excluding amounts included in employee cost)	0.03	(0.56)
	(1.07)	9.30

Changes in obligation

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening defined benefit obligation	184.78	153.74
Current service cost	21.93	20.07
Interest cost	12.47	10.38
Actuarial (gain) / loss	(1.10)	9.87
Benefits paid	(13.33)	(9.28)
Present value of obligation as at year	204.75	184.78

Changes in plan assets

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Fair value of plan assets as at the beginning of the year	65.50	69.91
Interest income	4.91	4.31
Return on plan assets	(0.03)	0.56
Contributions by employer	38.00	-
Benefits paid	(13.33)	(9.28)
Fair value of plan assets as at the end of the year	95.05	65.50

CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

Net assets / liabilities recognized in the balance sheet as at 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
Present value of obligation at the end of the year	204.75	184.78
Fair value of plan assets at the end of the year	95.05	65.50
Net liabilities / (assets) recognized in the balance sheet	109.70	119.28
Net Asset/(liability) recognised in Balance Sheet is bifurcated as:		
- Non current provision	109.70	119.28
- Current provision	-	-

Investment details

Particulars	As at 31 March 2023	As at 31 March 2022
Insurance policies	100%	100%

Principle actuarial assumptions

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate (per annum)	7.50%	6.75%
Expected return on plan assets (per annum)	7.50%	6.75%
Expected increase in salary costs (per annum)	6.00%	6.00%
Attrition rate	18.00%	15.00%
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Retirement age	60 years	60 years

Quantitative sensitivity analysis for significant assumptions is as below:

Particulars	Change in assumptions	As at 31 March 2023	As at 31 March 2022
Discount rate	+ 1%	(8.09)	(8.72)
	- 1%	8.80	9.56
Withdrawal rate	+ 1%	0.03	(0.13)
	- 1%	(0.07)	0.10
Expected rate of salary increase	+ 1%	7.93	8.79
	- 1%	(7.28)	(8.05)

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

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

Expected contribution to post-employment benefit plan for the year ending March 31, 2024 is Rs. 30.64 million

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	As at 31 March 2023	As at 31 March 2022
Expected benefits for year 1	52.04	39.17
Expected benefits for year 2	12.98	11.38
Expected benefits for year 3	13.01	9.90
Expected benefits for year 4	12.62	9.75
Expected benefits for year 5 and above	114.10	114.58

The average duration of the defined benefit plan obligation at the end of the reporting year is 16 years (March 31, 2022: 17 years).

B. Defined contribution plan

During the year, the Company has recognised the following amounts in the statement of profit and loss:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Employers contribution to provident and other fund	101.72	81.64

CJ Darcl Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR millions, unless stated otherwise)***39 Contingent liabilities**

Particulars	As at 31 March 2023	As at 31 March 2022
Claims against the Company not acknowledged as debts		
- Value added tax / Sales tax matters (a)	15.18	15.18
- Goods and Service Tax matters (b)	-	0.47
- Income Tax matters (c)	18.94	18.94
- Other claims (d)	71.15	113.86
- ESI	11.60	11.60
Uncalled liability on shares partly paid of Darcl Logistics Nepal Private Limited	4.63	4.63
Bank guarantee outstanding (e)	895.91	937.57
Unpaid Bonus (f)	23.35	23.35

a) Value added tax / Sales Tax matters mainly relates to the demands raised by the VAT/Sales Tax authorities of various states on account of online transit forms not prepared by drivers under laws of those states. The matters are contested by the Company at various commissionerate level against the authorities.

b) GST demands relates to e-way bill issues like expiry of e-way bill, non updation of Part-B etc.. The matters are contested by the Company at various appellate authorities against the tax authorities.

c) Demands raised by the Income Tax Authorities relates to disputes on disallowance related to sec 14A and bad debts etc. The matters are contested by the Company at various appellate authorities against the tax authorities.

d) In view of the large number of cases pending at various forums / courts, it is not practicable to furnish the details of each case. Based on the discussions with the solicitors / favorable decisions in similar cases / legal opinion taken by the Company, the management believes that the Company has a strong chance of success in the cases.

e) Bank guarantee primarily pertains to performance guarantee given to various customers of the Company.

f) The Payment of Bonus Act, 1965 ("the Act") was amended vide the Payment of Bonus (Amendment) Act, 2015 notified on 1 January 2016. The Act, inter-alia, has been amended to take retrospective effect with effect from 1 April 2014 and accordingly the revised bonus by way of arrears related to the year ended 31 March 2015 is required to be paid to the eligible employees. Based on advisors opinion obtained by the Company stay orders from various High Courts across the country against the amendment to the Payment of Bonus Act to the extent that it gives retrospective effect from 01 April 2014, the statutory bonus for financial year 2014-15 amounting to INR 23.35 million has not been recognized and treated as contingent liability in the current year as well as in the previous year. The Company will remain vigilant to watch the actual Court proceeding and clarification / notification from the Central Government and will review the accounting impact as required.

g) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated 28 February 2019. As a matter of caution, the Company has made a provision on a prospective basis from the date of the SC order. The Company will update its provision, on receiving further clarity on the subject.

h) The Company has recorded a provision of INR 20.00 million (31 March 2022: INR 20.00 million) against these contingent liabilities as a matter of abundance caution (refer note 22)

i) On 24 March 2022, one vessel hired by the Company for transportation through Sea route tilted in the water, which resulted in damage of goods loaded on the vessel. The owners of the goods have initiated claim against the Company, for goods damaged. The Company without admitting any liability has informed the respective owners that the containerised goods were loaded on the vessel while incident took place for which vessel owner has declared general average by appointing Marine Claim Office of Asia Pte. Ltd as loss claim adjustor and any claim to be forwarded directly. Subsequently maritime claim has been lodged by one of the customer at Kolkata High Court against the vessel owner and the vessel owner is defending the same. The Company has informed the incident to the insurance company in respect of containers used for sea transportation.

40 Capital and other commitments

(a) The estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) amount to INR 203.36 million (31 March 2022: INR 42.37 million).

(b) The Company has other commitments on accounts of contracts remaining to be executed which are entered into in the normal course of business. The Company does not have any other long term contracts including derivative contracts for which there will be any material foreseeable losses.

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CJ Darcl Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

41 Employee Stock Option Plan

In terms of the approval accorded by the shareholders at their Extra-Ordinary General Meeting held on 9 February 2008, the Company on 19 February 2008, had given an interest free advance of INR 6.00 million to TCG ESOP Trust ('the Trust'). The trust in turn purchased 600,000 equity shares of INR 10 each fully paid up from the Company for the purposes of granting share options to the employees of the Company. Subsequent to allotment of 600,000 shares to the trust, the Company in financial year 2007-2008 had allotted bonus in the ratio of 1:1 bonus share for each equity share held in the Company. Apart from the above advance, the Company had also given INR 0.20 million to the trust towards its formation etc. on 19 February 2008. The trust has refunded an amount of INR 6.00 million till the year ended 31 March 2013. TCG ESOP Trust holds 1,200,000 equity shares with face value of INR 10 each. The trust is holding entire 1,200,000 equity shares of INR 10/-each of the Company (including 600,000 Equity Shares issued as Bonus Shares) as on 31 March 2023. The Share Holder Agreement (SHA) with CJ Logistics Corporation (which holds 50% shareholding), inter-alia, requires the Company to cancel the shares held in this ESOP trust by obtaining prior approval from NCLT (National Company Law Tribunal). The Company has filed the petition to NCLT on 18 July 2021 for cancelation of these shares, pursuant to hearing dated 24 May 2023 NCLT has reserved the order for cancelation of these shares. The order is awaited.

Upon cancellation of 12,00,000 equity shares held by TCG ESOP Trust, 6,00,000 Equity Shares currently held by CJ Logistics Corporation shall be transferred simultaneously to Darcl Promoters.

42 Leases

Company as a lessee

The Company has lease contracts for various items of Land, Buildings, vehicles and other equipment used in its operation. Lease of building generally have lease term between 1 to 20 Years, while leases of vehicles and other equipment generally have lease term of 1 to 5 years. The Company's obligation under its leases are secured by the lessor's title to the leased asset.

The Company has certain leases of building and vehicles with less than 12 months and certain lease assets with low value. The Company applies the " short term lease" and " lease of low value asset" recognition exemption for these leases.

The changes in the carrying value of ROU assets are as follows:

Particulars	Land	Building	Commercial Vehicles	Other Equipment	Amount
Balance as at 01 April 2021	44.98	156.70	14.14	2.33	218.15
Additions ⁽¹⁾	230.62	158.17	-	-	388.79
Deletion	(0.62)	(18.98)	(0.79)	(2.02)	(22.41)
Depreciation	(6.04)	(56.70)	(13.36)	(0.31)	(76.41)
Balance as at 31 March 2022	268.94	239.19	-	-	508.12
Additions ⁽¹⁾	10.66	453.99	-	0.19	464.84
Deletion	(3.36)	(13.50)	-	-	(16.86)
Depreciation	(48.12)	(114.43)	-	(0.08)	(162.63)
Balance as at 31 March 2023	228.12	565.25	-	0.11	793.47

(1) Additions includes addition of new leases, modification to existing lease in form of lease extension or restriction.

The movement in lease liabilities is as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	486.31	191.05
Additions during the year	464.85	388.79
Finance cost accrued during the year	50.87	16.03
Deletions/Adjustments	(18.10)	(25.85)
Gain/loss on termination of leases to be included	-	-
Payment of lease liabilities (including interest)	(170.95)	(83.71)
Closing balance	812.97	486.31
Current	164.56	99.33
Non- Current	648.41	386.98

The effective interest rate for lease liabilities is 7.25%.(31 March 2022: 6%)

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CJ Darel Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

42 Leases (Cont.)

The following are the amount recognised in statement of profit or loss:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation expense on right of use assets	162.63	76.41
Interest expense on lease liabilities	50.87	16.03
Expense relating to short term lease included in Lorry hire, haulage and other ancillary cost (refer note 26)	112.99	74.62
Expense relating to short term lease (refer note 30)	48.12	37.99
Profit on cancellation/termination of contract (refer note 25)	(1.24)	(3.44)
	373.37	201.61

Details of the contractual maturity of lease liabilities as at 31 March 2023 on an undiscounted basis are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Not later than one year	214.95	127.79
Later than one year but not later than five years	548.08	419.76
Later than five years	254.24	34.11

Company as lessor

Leases for which Company is a lessor is classified as finance or operating lease. Whenever the term of the lease transfer substantially all the risk and rewards of ownership to the lessee, the contract is classified as finance lease. All other lease are classified as operating lease.

For operating lease, rental income is recognised on a straight line basis over the term of the relevant lease. The Company has given certain commercial vehicle under operating lease arrangement, which are generally cancellable at the option of the Company.

Particulars	As at 31 March 2023	As at 31 March 2022
Rental Income for the year	71.05	45.72
Gross block of leased asset	531.61	360.76
Depreciation provided during the year ended	28.03	22.96
Accumulated depreciation	341.52	217.09
Written down value of leased asset	190.09	143.67

43 Corporate Social Responsibility (CSR)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(a) Gross amount required to be spent	10.80	8.88
(b) Amount approved by the Board to be spent during the year	7.04	19.00
(c) Amount spent during the year:		
In cash		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than(i) above	7.04	14.72
Yet to be paid in cash		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than(i) above	-	-

Details of Carry forward of CSR Expense:

Financial year	Opening balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance
FY 2020-21	-	-	7.44	14.68	7.24
FY 2021-22	7.24	-	8.88	14.72	13.08
FY 2022-23	13.08	-	10.80	7.04	9.32

CSR spent during the year (other than ongoing projects)

Items from list of activities in schedule VII	Name of the Project	For the year ended 31 March 2023	For the year ended 31 March 2022
Preventive healthcare	Maharaja Agrasen Medical Education & Scientific research society	-	10.00
Animal welfare	Shree Vaishnav Agarsain Gaushala	4.80	2.74
Promoting education	Shikshalay	2.14	1.98
Women empowerment, health and education	Anubhuti Shree Foundation	0.10	-
Total Spent		7.04	14.72

CJ Darel Logistics Limited

Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR millions, unless stated otherwise)

44 A sum of INR 31.32 million (31 March 2022: INR 69.59 million) is appearing under 'Claims receivable' (under note 8) from insurance companies and customers as at 31 March 2023. Also, 'Balance with government authorities' (under note 9) includes an amount of INR 27.48 million (31 March 2022: INR 40.56 million) receivable against deposits given at various check posts. The Company believes that these amounts are recoverable. However, in view of the fact that the pace of recovery in respect of these balances is very slow and as a matter of abundance caution, the Company has made a provision of INR 15.87 million and INR 18.00 million as at 31 March 2023 (31 March 2022: INR 44.34 million and INR 18.00 million) against these claims receivable and deposits respectively.

45 The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under section 92-92F of the Income Tax Act 1961. Since, the law requires existence of such information and documentation to be contemporaneous in nature, Company is in the process of updating the documentation entered with the related parties during the financial year and expects such records to be in existence latest by the due date under that law. The management is of the opinion that the transactions are at arm's length so that the aforesaid legislation will not have any impact on the summary statement, particularly on the amount of tax expenses and that of provision for tax.

46 Carve out assets

The Company entered into Shareholder Agreement with CJ Logistics Corporation among other parties, a company registered under the Laws of Republic of Korea along with other Shareholders on 5 June 2017 which was further amended on 30 July 2017 and 6 April 2018 and further on 9 August 2019. As per the terms of Agreement, certain properties have been agreed to be carved out from the Company by way of sale at the prevailing circle rate before the expiry of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties. The mechanism for carving out assets is as under:

a) There are total 25 immovable properties in asset block of the Company having book value of INR 104.60 million as on 30 September 2016 and reference circle rate of INR 229.90 million (hereinafter referred to as 'Aggregate reference circle rate') as per the agreement which have been agreed to be carved out from the Company termed as "Carve-Out Assets" in a span of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties.

b) After the pledge on all Carve-Out Assets has been removed by the lenders, Company promoters and/or third-party purchasers identified by the promoters shall have paid to the Company a sum which is equal to the book value of all Carve-Out Assets i.e. INR 104.60 million as part of sales proceeds. The Company may enter into agreements for sale of certain Carve-Out Assets of which the pledge has been removed by the lenders. Any amount received for sale of such Carve-Out Asset will be counted towards the First Tranche Amount. In event, all carve out assets are not bought by promoters, KPE's or third party (identified by promoters) within span of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties, then promoters shall pay to the Company a sum equivalent to then prevailing circle rate of such remaining carve out assets less the first tranche amount and purchase all carve out assets.

c) In case, there is any shortfall between amount received in the Company on account of sale of all carve out asset and the aggregate reference circle rate, such shortfall will be adjusted by the Company from the promoters on pro rata basis. In case, amount received in the Company on account of sale of all carve out asset exceeds the aggregate reference circle rate, such excess amount shall be paid to the promoters on pro rata basis.

d) The Company paid INR 10 million as retention bonus to each promoter aggregating to INR 40 million after a period of 1 month from date of receipt of first tranche, in the month of April 2021 as per the terms of SHA. Further, the Company had to pay INR 10 million as second retention bonus to each promoter aggregating to INR 40 million after a period of 6 months from the first retention bonus. However, the promoters have waived off their right on the second tranche of INR 10 million each aggregating to INR 40 million which was approved by the Board of Directors in their meeting held on 24 August 2021.

e) Tax on the sale of the carve out assets shall be paid by Company, provided that tax payable on sale of carve out assets in excess of INR 15.00 million shall forthwith be paid by the promoters of the Company.

f) As at 31 March 2023, lien on all 25 carve-out assets have been vacated. Out of these 25 vacated assets, 18 assets have been sold till the year end and remaining 7 assets have been shown as "Assets Held for sale" in the books of accounts at their carrying value, as at 31 March 2023.

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47 Net movement in provision for doubtful trade receivables, advances, claims, security deposits, other assets and provision for contingencies:

Particulars	As at 31 March 2023	As at 31 March 2022
Opening	231.00	178.58
Additions / (reversal)	(49.59)	61.18
Write off/written	(9.00)	(8.76)
Closing	172.41	231.00

- 48** The Company has filed application with Hon'ble National Company Law Tribunal on 18 July 2021 seeking sanction of the Scheme of Arrangement among amongst CJ Darcl Logistics Limited ('Transferee Company' or 'CJDL'), ASM (India) Investments Private Limited ('Transferor Company 1' or 'ASM'), Gargo Investments Private Limited ('Transferor Company 2' or 'GIPL') and Fr8ology Private Limited ('Transferor Company 3' or 'FPL'), and their respective shareholders and creditors (hereinafter referred to as the 'Scheme'), for
- the amalgamation of ASM, GIPL, FPL into and with CJDL with effect from the Appointed Date as mentioned in the Scheme.
 - the reduction of the paid up share capital of CJDL by cancellation of 12,00,000 fully paid up equity shares of INR 10 each of the Company held by TCG ESOP Trust without payment of any consideration to TCG ESOP Trust.

Appointed date is opening hours of business on 1 April 2021 and Effective Date will be pursuant to Order of Hon'ble NCLT.

The order of first motion petition was released on 19 May 2022 dispensing the meeting of Shareholders and creditors of all petitioner companies. The second motion petition was filed on 24 May 2022 with Hon'ble National Company Law Tribunal, Chandigarh. Pursuant to hearing dated 24 May 2023 the NCLT has reserved the order against scheme of Arrangement, which is likely to be pronounced by NCLT in due course.

- 49** During the year, management of the Company has been informed that one employee of the Company had misappropriated funds amounting to Rs. 6.30 million pertaining to the preceding year and the year under audit. This employee has been suspended after investigation by the management. The Company has withheld his terminal benefits and it is estimated that the amount misappropriated may exceed the terminal benefits due to the employee. The Company has filed police complaint for this matter and the police investigation is under process. The Company is also adequately covered by fidelity insurance cover; and upon finalisation of the police investigation, the Company will file for insurance claim.
- 50** The Chief Operating Decision maker primarily focusses on Transportation of goods and allied services in making decisions on operating matters. Accordingly, the Company operates only in one reportable segment i.e. Transportation of goods and allied services; and hence, no separate disclosure is required for Segment. There is no customer contributing more than 10% of the revenue in current year and previous year.

Non-current operating assets

All non-current assets of the Company are located in India

- 51** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. The Ministry of Labour and Employment ('Ministry') has issued draft of the Code on Social Security (Central) Rules, 2020 on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. Taking cue from proposed amendment, the Company has since increased basic salary from 40% to 50% w.e.f 01 June 2021 for selected employees so as to align with the Code. The Company has assessed the impact of the other clauses of the Code and has not observed any material impact which could affect wage cost once the Code becomes effective.

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CJ Darel Logistics Limited**Notes forming part of the standalone Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in Rupees millions, unless stated otherwise)***52. Ratios analysis and its elements**

Particulars	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% change from 31 March 2022 to 31 March 2023	Reasons for variance
Current ratio	Current Assets	Current Liabilities	1.56	1.46	7.0%	
Debt-equity ratio	Total Debt	Shareholder's Equity	1.22	1.16	5.2%	
Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest Expenses	Debt service = Interest & Lease Payments + Principal Repayments	1.99	2.20	-9.3%	
Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	12.4%	12.9%	-3.9%	
Inventory turnover ratio	Cost of services	Average Inventory	7.21	12.88	-44.1%	Increase in this ratio is attributable to increase in cost of services during the current year due to purchase of new vehicles.
Trade receivables turnover ratio	Revenue from contracts with customers	Average Gross Trade Receivable	5.44	5.35	1.6%	
Trade payable turnover ratio	Cost of services + Others expenses	Average Trade Payable	29.83	31.79	-6.1%	
Net capital turnover ratio	Revenue from contracts with customers	Working capital = Current assets – Current liabilities	12.99	13.04	-0.4%	
Net profit ratio	Net Profit after taxes	Revenue from contracts with customers	1.58%	1.66%	-5.3%	
Return on capital employed	Earnings before interest and taxes (excluding Interest Income)	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	10.18%	10.03%	1.52%	
Return on investment	Interest (Finance Income)	Investment in fixed deposits	5.17%	5.31%	-2.7%	

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53 Foreign currency balances

(a) Payable balances include an amount of Rs. 118.00 million payable in foreign currency due for more than six months. The Company is in the process of discussing with AD/Reserve Bank of India for remitting/regularizing the same, and is of the view that adjustments, if any, arising as a result of such remittances (which are not expected to be material) would be made in the financial statements, as they arise.

(b) Trade receivables includes an amount of Rs. 59.65 million recoverable from various debtors in foreign currencies due for more than nine months. The Company is in the process of discussing with AD/Reserve Bank of India for receiving/regularizing the same, and is of the view that adjustments, if any, arising as a result of such inward remittances (which are not expected to be material) would be made in the financial statements, as they arise.

54 Other statutory information

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act 1988 and rules made thereunder.

(ii) Disclosure in relation to struck off companies is as below:

Customer/Vendor Name	Nature of Relationship	As at 31 March 2022	Expenses incurred during the year	Amount paid during the year	Written Back	As at 31 March 2023
Pansuriya Logistics Private Limited	Vendor	-	0.12	0.12	-	-
Roadways Cargo Carriers Private	Vendor	-	0.05	0.05	-	-
Highway Roadlines Private Limited	Vendor	0.01	-	-	0.01	-
Parikh Inn Private Limited	Vendor	-	0.00	0.00	-	-

(iv) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

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

(vii) The Company have not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(viii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(ix) The Company has used the borrowings from banks and financial institution for the specific purpose for which it was taken.

55 Previous year figures have been regrouped and rearranged wherever necessary to conform to current year's classification.

56 Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in these financial statements have been rounded off or truncated as deemed appropriate by the management of the Company.

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Darcl Logistics Limited

per Yogesh Midha
Partner
Membership No. 094941

Sd/
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/
Jaehee Lee
(Chief Financial Officer)

Sd/
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

Place: Gurugram
Date: 28 June 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of CJ Darcl Logistics Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of CJ Darcl Logistics Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at 31 March 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31 March 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated 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 Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group 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 consolidated Ind AS financial statements.

Other Information

The Holding 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 consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit or

otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Holding 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Other Matter

- a. We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose Ind AS financial statements include total assets of Rs 11.83 million as at 31 March 2023 and total revenues of Rs 8.66 million and net cash outflows of Rs 20.00 million for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of such other auditors.

- b. The accompanying consolidated Ind AS financial statements include unaudited financial statements and other unaudited financial information in respect of one subsidiary, whose financial statements and other financial information reflect total assets of Rs 2.78 million as at and as at 31 March 2023, and total revenues of Rs 3.26 million and net cash inflow of Rs 1.24 million for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, we report, to the extent applicable, that:
 - (a) We/ the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the 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 of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies incorporated in India, 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 31 March 2023 has been paid / provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act. Based on the consideration of reports of statutory auditors of one subsidiary, the managerial remuneration for the year ended 31 March 2023 has not been paid/provided; and in case of three subsidiaries, the provisions of section 197 read with Schedule V to the Act are not applicable.
- (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 and based on the consideration of the reports of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the ‘Other matter’ paragraph:
- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 39 to the consolidated Ind AS financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended 31 March 2023; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended 31 March 2023.
 - iv.
 - a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) No dividend has been declared or paid during the year by the Company.
- vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. 1 April 2023 for the Holding Company and its subsidiaries companies incorporated in India, hence reporting under this clause is not applicable.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Yogesh Midha
Partner
Membership Number: 094941
UDIN: 23094941BGWQGU5289
Place of Signature: New Delhi
Date: 28 June 2023

Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: CJ Darcl Logistics Limited (‘the Holding Company’)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S.No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1.	CJ Darcl Logistics Limited	U60222HR1986PLC068818	Holding Company	(i)(c) and (xi)(a)

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Sd/-

per **Yogesh Midha**

Partner

Membership Number: 094941

UDIN: 23094941BGWQGU5289

Place of Signature: New Delhi

Date: 28 June 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CJ DARCL LOGISTICS LIMITED

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

In conjunction with our audit of the consolidated financial statements of CJ Darcl Logistics Limited as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to the consolidated financial statements of CJ Darcl Logistics Limited (hereinafter referred to as the “Holding Company”) and its subsidiary companies which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the company's internal financial controls with reference to these consolidated 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 Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated 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 with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial

controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with Reference to these Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by

the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company, insofar as it relates to these 2 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, incorporated in India.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Yogesh Midha

Partner

Membership Number: 094941

UDIN: 23094941BGWQGU5289

Place of Signature: New Delhi

Date: 28 June 2023

CJ Darcl Logistics Limited
Consolidated Balance Sheet as at 31 March 2023
(All amount in INR Millions unless otherwise stated)

Particulars	Notes	As at	
		31 March 2023	31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	3a	3,291.43	2,143.64
Right-of-use assets	43	793.47	508.12
Capital work in progress	3a	129.64	44.25
Intangible assets	4	65.02	37.68
Intangible assets under development	4	6.90	13.06
Investment properties	5	43.40	45.44
Financial assets			
i. Other financial assets	6	109.35	95.60
Non current tax assets (net)	7	1,071.88	657.73
Other non current assets	8	29.79	33.47
Deferred tax assets (net)	9	27.37	31.67
Total non-current assets (A)		5,568.25	3,610.66
Current assets			
Inventories	10	36.77	15.98
Contract assests	24	357.44	345.61
Financial assets			
i. Investments	11	1.01	11.33
ii. Trade receivables	12	7,686.42	7,740.43
iii. Cash and cash equivalents	13	142.68	123.97
iv. Bank balances other than (iii) above	14	69.17	92.60
v. Other financial assets	6	320.58	247.32
Other current assets	8	597.16	560.30
Total current assets (B)		9,211.23	9,137.54
Assets classified as held for sale (C)	3b	20.40	79.59
Total assets (A+B+C)		14,799.88	12,827.79
Equity and liabilities			
Equity			
Equity share capital	15	226.62	226.62
Other equity	16	5,539.86	4,861.95
Total equity (A)		5,766.48	5,088.57
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	17	2,347.28	960.55
ii. Lease liabilities	43	648.41	386.98
iii. Other financial liabilities	18	36.53	35.13
Employee benefit obligations	19	109.71	119.41
Deferred tax liabilities (net)	20	120.16	78.71
Total non-current liabilities (B)		3,262.09	1,580.78
Current liabilities			
Contract liabilities	24	14.14	28.14
Financial liabilities			
i. Borrowings	17	3,729.27	4,341.02
ii. Lease liabilities	43	164.56	99.33
iii. Trade payables			
-Dues to micro and small enterprises		-	-
-Dues to enterprises other than micro and small enterprises	21	1,383.64	1,249.40
iv. Other financial liabilities	18	100.76	55.48
Provisions	22	20.88	20.88
Employee benefit obligations	19	83.43	78.02
Other current liabilities	23	274.63	286.17
Total current liabilities (C)		5,771.31	6,158.44
Total equity and liabilities (A+B+C)		14,799.88	12,827.79
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the Consolidated Financial Statements
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors of
CJ Darcl Logistics Limited

Sd/-
per Yogesh Midha
Partner
Membership No. 094941

Sd/-
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/-
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/-
Jahee Lee
(Chief Financial Officer)

Sd/-
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023

CJ Darcl Logistics Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2023
(All amounts in INR Millions, unless stated otherwise)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from contracts with customers	24	42,158.26	36,813.81
Other income	25	235.70	149.47
Total income (I)		42,393.96	36,963.28
Expenses			
Cost of services	26	38,429.47	33,643.17
Employee benefit expenses	27	1,611.64	1,300.42
Finance cost	28	455.66	309.16
Depreciation and amortisation expense	29	524.78	436.46
Other expenses	30	504.82	473.92
Total expenses (II)		41,526.37	36,163.13
Profit before tax for the year (III = I - II)		867.59	800.15
Income tax expense			
	31		
- Current tax expense		145.13	175.15
- MAT credit entitlement		0.41	2.01
- Deferred tax charge		45.04	9.32
Total Income tax expense (IV)		190.58	186.48
Profit for the year (V = III - IV)		677.01	613.67
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement (loss)/gain of post employment benefit obligations	38	1.21	(9.25)
Income tax relating to these items		(0.31)	2.33
Other comprehensive (loss)/ income for the year, net of tax (VI)		0.90	(6.92)
Total comprehensive income for the year (VII = V + VI)		677.91	606.75
Earnings per equity share			
	32		
Basic earnings per equity share (INR)		29.87	27.08
Diluted earnings per equity share (INR)		29.87	27.08
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors of
CJ Darcl Logistics Limited

Sd/-
per Yogesh Midha
Partner
Membership No. 094941

Sd/-
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/-
Junghun Baig
(Whole Time Director)
DIN: 09268841

Sd/-
Jahee Lee
(Chief Financial Officer)

Sd/-
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023

CJ Darcl Logistics Limited
Consolidated Cash Flow Statements for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Operating activities:		
Profit before tax	867.59	800.15
Adjustments for:		
Depreciation and amortisation expense	524.78	436.46
Profit on sale of properties classified as asset held for sale (net)	(65.21)	(3.76)
Profit on sale of property, plant and equipment other than asset held for sale(net)	(21.21)	(29.01)
Loss on discard of plant and equipment other	0.83	0.89
Interest income	(19.60)	(14.09)
Profit on termination of lease contract	(1.24)	(3.44)
Liabilities / provisions no longer required written back	(79.81)	(7.72)
Provision for doubtful trade receivables, advances, claims and other assets	2.70	71.23
Bad debts, advances and claims written off	5.99	13.13
Fair valuation of investments	(0.01)	(0.33)
Profit on sale of investments (net)	(0.62)	(0.03)
Interest income on - unwinding of security deposits	(1.21)	(1.60)
Finance costs	455.60	309.15
Operating profit before working capital changes	1,668.58	1,571.02
Changes in working capital :		
Decrease / (Increase) in trade receivables	77.75	(1,651.53)
(Increase) in contract assets	(11.83)	(43.00)
(Increase) in inventories	(20.79)	(6.69)
(Increase) in other financial assets	(43.62)	(11.99)
Decrease / (Increase) in other current assets	14.96	(249.54)
Increase in trade payables	159.38	258.45
(Decrease) / Increase in other contract liability	(14.00)	12.37
Increase in other financial liabilities	6.56	2.73
(Decrease) / Increase in other liabilities	(7.57)	173.37
(Decrease) / Increase in employee benefit obligations	(3.08)	30.06
Increase in provisions	-	5.60
Cash generated from operations	1,826.34	90.85
Net income tax paid (net of refund)	(559.30)	(373.63)
Net cash flow (used in) / from operating activities (A)	1,267.04	(282.77)
B. Investing activities		
Purchase of Property, plant & equipment and Intangible assets (including CWIP)	(1,690.30)	(652.22)
Proceeds from sale of Property, plant & equipment	189.77	93.64
Purchase of mutual funds	(881.00)	(81.33)
Proceeds from sale of mutual fund	891.65	70.03
Interest received	18.49	23.46
Net proceeds /(Payment) from fixed deposits with banks other than cash & cash equivalents	10.28	(21.87)
Net cash flows used in investing activities (B)	(1,461.11)	(568.30)

CJ Darcl Logistics Limited**Consolidated Cash Flow Statements for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***C. Financing activities**

Proceeds from long-term borrowings	2,263.23	860.90
Repayments of long-term borrowings	(622.10)	(630.02)
(Repayment) / net proceeds of short-term borrowings	(864.66)	922.50
Payment of lease liabilities (refer note 43)	(170.95)	(83.71)
Payment of interest and finance charges	(392.56)	(292.81)
Net cash from / (used in) financing activities (C)	212.96	776.86
Net (decrease) / increase in cash and cash equivalents (A + B + C)	18.89	(74.22)
Cash and cash equivalents at the beginning of the year	123.79	198.01
Cash and cash equivalents at the end of the year (refer note 13)	142.68	123.79

Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions:

Particulars	Borrowings (including interest accrued)	Lease Liabilities
Balance as at 1 April 2021	4,174.39	191.05
Non cash changes	-	362.94
Finance cost accrued	207.19	16.03
Net proceeds / (Repayment) of borrowings	1,153.38	-
Payment of lease liability	-	(83.71)
Payment of interest*	(199.33)	-
Balance as at 31 March 2022	5,335.63	486.31
Non cash changes	-	446.75
Finance cost accrued	361.56	50.87
Net proceeds/(repayment) of borrowings	776.47	-
Payment of lease liability	-	(170.95)
Payment of interest*	(351.04)	-
Balance as at 31 March 2023	6,122.62	812.97

* Excluding interest considered as part of repayment in hire purchase contracts

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP

Firm Registration no: 101049W/E300004

Chartered Accountants

Sd/-

per Yogesh Midha

Partner

Membership No. 094941

For and on behalf of the Board of Directors

CJ Darcl Logistics Limited

Sd/-

Krishan Kumar Agarwal

(Chairman and Managing Director)

DIN: 00151179

Sd/-

Junghun Baig

(Whole Time Director)

DIN: 09268841

Sd/-

Jahee Lee

(Chief Financial Officer)

Sd/-

Apoorva Kumar

(Company Secretary)

FCS: 4905

Place: New Delhi

Date: June 28, 2023

Place: Gurugram

Date: June 28, 2023

Place: Gurugram

Date: June 28, 2023

CJ Darel Logistics Limited
Consolidated statement of Changes in Equity
(All amount in INR Millions unless otherwise stated)

A) Equity share capital (refer note 15)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	2,38,62,142	238.62	2,38,62,142	238.62
Add: Issued during the year	-	-	-	-
Less: Shares held by ESOP Trust as at the year end (refer note 42)	2,38,62,142 (12,00,000)	238.62 (12.00)	2,38,62,142 (12,00,000)	238.62 (12.00)
Outstanding at the end of the year	2,26,62,142	226.62	2,26,62,142	226.62

B) Other equity (refer note 16)

Particulars	General reserve [refer note 16]	Securities premium [refer note 16]	Capital redemption reserve [refer note 16]	Retained earnings [refer note 16]	Total Other Equity
Balance as at 1 April 2021	951.87	1,137.92	54.00	2,111.41	4,255.20
Profit for the year	-	-	-	613.67	613.67
Other comprehensive (loss) (net of tax) for the year	-	-	-	(6.92)	(6.92)
Balance as at 31 March 2022	951.87	1,137.92	54.00	2,718.16	4,861.95
Profit for the year	-	-	-	677.01	677.01
Other comprehensive income (net of tax) for the year	-	-	-	0.90	0.90
Balance as at 31 March 2023	951.87	1,137.92	54.00	3,396.07	5,539.86

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Darel Logistics Limited

Sd/-
per Yogesh Midha
Partner
Membership No. 094941

Sd/-
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/-
Junhun Baig
(Whole Time Director)
DIN: 09268841

Place: New Delhi
Date: June 28, 2023

Sd/-
Jaheer Lee
(Chief Financial Officer)

Place: Gurugram
Date: June 28, 2023

Sd/-
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: Gurugram
Date: June 28, 2023

3a Property, plant and equipment

Particulars	Freehold Land (i)	Buildings (ii)	Rail Wagons	Rail Containers	Plant and Machinery	Furniture and fittings	Office Equipment	Computers	Trucks (including Puller and Axle)	Other vehicles	Leasehold Improvements	Total	Capital work in progress
Gross carrying value													
At 01 April 2021	135.50	215.01	218.89	162.17	16.84	96.02	164.27	58.28	1914.37	134.38	30.32	3146.05	0.45
Additions during the year	-	2.71	-	76.51	5.15	10.64	19.97	26.69	387.82	18.37	0.87	548.73	44.45
Deletions / adjustments during the year	(34.09)	-	-	(0.07)	(0.42)	(4.61)	(11.08)	(7.45)	(45.31)	(3.84)	(0.25)	(107.12)	(0.65)
At 31 March 2022	101.41	217.72	218.89	238.61	21.57	102.05	173.16	77.52	2,256.88	148.91	30.94	3,587.66	44.25
Additions during the year	3.30	-	1.08	436.14	-	49.29	52.76	36.76	827.26	102.05	17.54	1,526.18	176.23
Deletions / adjustments during the year	-	-	-	(2.37)	(0.55)	(2.54)	(20.68)	(14.68)	(52.15)	(14.94)	(0.54)	(108.45)	(90.84)
At 31 March 2023	104.71	217.72	219.97	672.38	21.02	148.80	205.24	99.60	3,031.99	236.02	47.94	5,005.39	129.64
Accumulated depreciation													
At 01 April 2021	-	17.89	102.69	48.56	10.73	32.18	88.19	29.74	746.57	49.35	14.19	1140.09	-
Charge for the year	-	4.07	20.54	17.14	2.11	9.34	26.14	14.66	239.00	15.74	2.78	351.52	-
Deletions / adjustments during the year	-	-	-	(0.03)	(0.24)	(2.34)	(7.69)	(5.53)	(28.99)	(2.52)	(0.25)	(47.59)	-
At 31 March 2022	-	21.96	123.23	65.67	12.60	39.18	106.64	38.87	956.58	62.57	16.72	1,444.02	-
Charge for the year	-	3.95	20.75	26.44	8.38	11.96	26.24	21.46	207.92	21.00	5.22	353.32	-
Deletions / adjustments during the year	-	(0.91)	-	(0.15)	(0.46)	(1.98)	(17.64)	(12.47)	(37.47)	(11.76)	(0.54)	(83.38)	-
At 31 March 2023	-	25.00	143.98	91.96	20.52	49.16	115.24	47.86	1,127.03	71.81	21.40	1,713.96	-
Net carrying value													
At 31 March 2022	101.41	195.76	95.66	172.94	8.97	62.87	66.52	38.65	1,300.30	86.34	14.22	2,143.64	44.25
At 31 March 2023	104.71	192.72	75.99	580.42	0.50	99.64	90.00	51.74	1,904.96	164.21	26.54	3,291.43	129.64

(1) The title deeds for land and other properties at New Delhi, West Bengal, Haryana, Gujarat, Chhattisgarh, Rajasthan, Maharashtra, Jharkhand, Uttar Pradesh and Karnataka are in the former name of the Company i.e. Delhi Assam Roadways Corporation Limited.

(2) Includes title deed of the building amounting as at 31 March 2023 to INR 0.07 million (31 March 2022: INR 0.07 million) is pending for registration in the name of the Company. The said building is registered in the name of a director of the Company.

(3) Refer note 17 for assets pledged as securities towards funded and non-funded facilities.

(4) For detail in respect of carve out assets please refer note 47

3a Capital work in progress (CWIP) ageing schedule

Particulars	Ageing schedule				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
As at 31 March 2022					
Projects in progress	44.25	-	-	-	44.25
	44.25	-	-	-	44.25
As at 31 March 2023					
Projects in progress	126.00	-	-	-	126.00
	126.00	-	-	-	126.00

There are no projects on each reporting year where activity has been suspended. Also there are no projects as on the reporting year which has exceeded cost as compared to its original plan or where completion is overdue.

3b Assets held for sale

As per the terms of Shareholder agreement dated 5 June 2017 entered into by the Group with CJ Logistics Corporation among other parties, certain properties have been agreed to be carved out from the Holding Group (refer note 47). The details relating to gross block and accumulated depreciation of aforementioned assets as at 31 March 2023 are included in the table below:

Description of assets	Gross Block				Accumulated Depreciation				Net block As at 31 March 2023
	As at 1 April 2022	Additions	Deletions/ Adjustments	As at 31 March 2023	Depreciation charge for the year	Deletions/ Adjustments	As at 31 March 2023	As at 31 March 2022	
Land - Freehold Buildings	68.54 12.08	21.32 -	(73.26) (8.28)	16.60 3.80	- -	- (1.03)	- (0.00)	16.60 3.80	
Total Assets held for sale	80.62	21.32	(81.54)	20.40	-	(1.03)	(0.00)	20.40	
Description of assets	Gross Block				Accumulated Depreciation				Net block As at 31 March 2022
	As at 1 April 2021	Additions	Deletions/ Adjustments	As at 31 March 2022	Depreciation charge for the year	Deletions/ Adjustments	As at 31 March 2022	As at 31 March 2022	
Land - Freehold Buildings	34.45 15.06	34.09 -	- (2.98)	68.54 12.08	- -	- (0.03)	- 1.03	68.54 11.05	
Total Assets held for sale	49.51	34.09	(2.98)	80.62	-	(0.03)	1.03	79.59	

4	Intangible assets	Railway license	Software license fees	Total	Intangible asset under development
Particulars					
Gross carrying value					
At 01 April 2021	63.81	12.80	76.61	10.42	
Additions during the year	-	2.64	2.64	4.63	
Deletion/Adjustments during the year	-	(0.10)	(0.10)	(1.99)	
At 31 March 2022	63.81	15.34	79.15	13.06	
Additions during the year	-	34.12	34.12	25.16	
Deletion/Adjustments during the year	-	(0.60)	(0.60)	(31.32)	
At 31 March 2023	63.81	48.86	112.67	6.90	
Accumulated amortisation					
At 01 April 2021	25.00	10.09	35.09	-	
Charge for the year	5.00	1.48	6.48	-	
Deletion/Adjustments during the year	-	(0.10)	(0.10)		
At 31 March 2022	30.00	11.47	41.47	-	
Charge for the year	5.00	1.78	6.78	-	
Deletion/Adjustments during the year	-	(0.60)	(0.60)		
At 31 March 2023	35.00	12.65	47.65	-	
Net carrying value					
At 31 March 2022	33.81	3.87	37.68	13.06	
At 31 March 2023	28.81	36.21	65.02	6.90	
Intangible assets under development schedule ageing					
Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
As at 31 March 2022					
Projects in progress	4.63	5.59	0.64	2.20	13.06
Projects temporarily suspended	-	-	-	-	-
	4.63	5.59	0.64	2.20	13.06
As at 31 March 2023					
Projects in progress*	3.65	-	-	-	3.65
Projects temporarily suspended#	-	-	0.01	3.24	3.25
	3.65	-	0.01	3.24	6.90

* The project has been overdue as at March 31, 2023, it is expected to be completed in the next year.

The development activity with respect to 'shipment tracking app' in one of the subsidiary has been temporarily suspended during the reporting period due to strategic review based on the technological changes required reviewing the logistics load scenario.

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CJ Darel Logistics Limited
Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR Millions, unless stated otherwise)

15. Equity Share Capital

Particulars	As at	As at
	31 March 2023	31 March 2022
Authorised equity share capital	450.00	450.00
45,000,000 (31 March 2022: 45,000,000) equity shares of INR 10 each	450.00	450.00
Issued, subscribed and fully paid-up equity shares		
23,862,142 (31 March 2022: 23,862,142) equity shares of INR 10 each	238.62	238.62
Less: Shares held by ESOP Trust at the year end	(12.00)	(12.00)
	226.62	226.62

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

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
At the beginning of the year	2,26,62,142	226.62	2,26,62,142	226.62
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	2,26,62,142	226.62	2,26,62,142	226.62

(b) Terms/rights attached to equity shares

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

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

(c) Details of shareholders holding more than 5% equity shares in the Group*

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares with voting rights				
CJ Logistics Corporation	1,19,31,071	50.00%	1,19,31,071	50.00%
ASM (India) Investments Private Limited	33,11,564	13.88%	33,11,564	13.88%
Gargo Investments Private Limited	27,70,805	11.61%	27,70,805	11.61%
TCG ESOP Trust	12,00,000	5.03%	12,00,000	5.03%

* The disclosure is based on the legal ownership of the shares held as at the year end.

(d) Disclosure of shareholding of promoters

Particulars	Shares held by Promoter at the end of the year				% change during the year
	S.No	Promoter Name	No. of shares	% of total shares	
As at 31 March 2023	1	Mr. Krishan Kumar Agarwal	3,96,832	1.66%	0.00%
	2	Mr. Darshan Kumar Agarwal	1,62,050	0.68%	0.00%
	3	Mr. Roshan Lal Aggarwal	2,78,391	1.17%	0.00%
	4	Mr. Narender Kumar Agarwal	5,30,897	2.22%	0.00%
	5	CJ Logistics Corporation	1,19,31,071	50.00%	0.00%

Particulars	Shares held by Promoter at the end of the year				% change during the year
	S.No	Promoter Name	No. of shares	% of total shares	
As at 31 March 2022	1	Mr. Krishan Kumar Agarwal	3,96,832	1.66%	0.42%
	2	Mr. Darshan Kumar Agarwal	1,62,050	0.68%	0.00%
	3	Mr. Roshan Lal Aggarwal	2,78,391	1.17%	0.00%
	4	Mr. Narender Kumar Agarwal	5,30,897	2.22%	-0.21%
	5	CJ Logistics Corporation	1,19,31,071	50.00%	0.00%

(e) Shares reserved for issue under options

1,200,000 shares (31 March 2022: 1,200,000) shares of INR 10 each are outstanding towards employee stock options which is currently being held by TCG ESOP Trust. The Share Holder Agreement (SHA) with CJ Logistics Corporation (which holds 50% shareholding), inter-alia, requires the Group to cancel the shares held in this ESOP trust by obtaining prior approval from NCLT (National Group Law Tribunal). The Group has filed the petition to NCLT for cancellation of these shares on 18 July 2021. Pursuant to hearing dated 24 May 2023 the NCLT has reserved the order pursuant to cancellation of shares held by TCG ESOP Trust. The order is awaited. (Refer note 42)

5 Investment properties

Particulars	Building	Office equipment	Furniture & fittings	Total
As at 01 April 2021	38.88	4.08	9.30	52.26
Additions during the year	-	-	-	-
Transfer to property, plant and equipments* (refer note 3)	-	-	-	-
As at 31 March 2022	38.88	4.08	9.30	52.26
Additions during the year	-	-	-	-
As at 31 March 2023	38.88	4.08	9.30	52.26
Accumulated depreciation				
As at 01 April 2021	2.58	0.84	1.36	4.78
Charge for the year	0.61	0.54	0.89	2.04
Transfer to property, plant and equipments* (refer note 3)	-	-	-	-
As at 31 March 2022	3.19	1.38	2.25	6.82
Charge for the year	0.61	0.54	0.89	2.04
As at 31 March 2023	3.80	1.92	3.14	8.86
Net carrying value				
As at 31 March 2022	35.69	2.70	7.05	45.44
As at 31 March 2023	35.08	2.16	6.16	43.40

a) Amounts recognised in profit or loss for investment properties

Particulars	As at 31 March 2023	As at 31 March 2022
Rental income	16.63	19.43
Direct operating expenses from property that generated rental income	(5.10)	(5.84)
Profit from investment properties before depreciation	11.53	13.59
Depreciation	(2.04)	(2.04)
Profit from investment properties	9.49	11.55

b) Fair value

The fair value of the Group's investment properties held at amortised cost are set out in table below

Particulars	As at 31 March 2023	As at 31 March 2022
Investment properties	134.53	126.89

c) Estimation of fair value

The Group obtains independent valuations for its investment properties on annual basis. The fair valuation is done basis on the current prices in an active market for similar properties. There were no changes made during the year in valuation method or processes to determine classification of the level.

Fair valuation of the investment property is based on the valuation done by the registered valuer as defined under Rule (2) of Companies (Registered Valuers and Valuation) Rules, 2017.

6 Other financial assets

Particulars	As at 31 March 2023	As at 31 March 2022
Unsecured considered good, unless otherwise stated		
Non-current		
Security deposits - considered good	39.05	40.97
Security deposits - credit impaired	1.00	1.00
	40.05	41.97
Less: Security deposits - credit impaired	(1.00)	(1.00)
	39.05	40.97
Deposits with banks as margin money*	69.75	53.61
Interest accrued on fixed deposits	0.55	1.02
	109.35	95.60
Current		
Security deposits - considered good	156.68	103.53
Security deposits - credit impaired	9.23	9.28
	165.91	112.81
Less: Security deposits - credit impaired	(9.23)	(9.28)
	156.68	103.53
Deposits with banks as margin money*	56.87	59.48
Interest accrued on fixed deposits	3.75	2.53
Claims receivable - considered good	15.45	25.30
Claims receivable - credit impaired	15.87	44.34
	31.32	69.64
Less: Claims receivable - credit impaired	(15.87)	(44.34)
	15.45	25.30
Receivable against sale of assets	13.50	1.68
Surrender value of keyman insurance policy	-	-
Other receivable - considered good #	2.37	22.00
Other receivable - credit impaired	28.41	28.56
	30.78	50.56
Less: Other receivable - credit impaired	(28.41)	(28.56)
	2.37	22.00
Receivable from related party (refer note 37)	71.96	32.80
	320.58	247.32

* The Group has pledged these deposits as margin money with various banks to fulfil collateral requirements against bank guarantees, public deposits, overdraft and others.

Other receivables primarily includes recoverable on account of various skill development programmes undertaken by the Company.

CJ Darcl Logistics Limited
Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR Millions, unless stated otherwise)

7 Tax assets (net)

Particulars	As at	
	31 March 2023	31 March 2022
Advance income tax (net of provision for taxation)	1,071.88	657.73
	1,071.88	657.73
Breakup of the above		
Non-current	1,071.88	657.73
Current	-	-
	1,071.88	657.73

8 Other assets

Particulars	As at	
	31 March 2023	31 March 2022
Unsecured considered good, unless otherwise stated		
Non-current		
Balance with government authorities	28.76	41.85
Less: Balance with government authorities - credit impaired	(18.00)	(18.00)
Prepaid expenses	19.03	9.62
	29.79	33.47
Current		
Capital advances	89.56	31.77
Balance with government authorities	4.45	4.31
Prepaid expenses*	124.32	102.07
Advances to employees	37.10	40.27
Less: provision for advance to employees	(1.64)	-
Contract cost	110.52	143.40
Advances to vendors	235.98	241.61
Less: provision for advance to vendors	(3.13)	(3.13)
	597.16	560.30

*Including expenses incurred till 31 March 2023, in relation to proposed Initial Public Offerings (IPO) amounting to INR 19.99 Millions (31 March 2022: INR 18.70 Millions) by the Company. Portion of these expenses are recoverable from selling Shareholders. The recoverable amount will be determined on the completion of IPO.

9 Deferred tax assets

Particulars	As at	
	31 March 2023	31 March 2022
Items leading to creation of deferred tax assets		
Provision for doubtful debt and advances	0.24	4.04
Defined benefit obligations	0.01	0.16
Property, plant and equipment and Intangibles assets - impact of difference between tax base and book base	(0.51)	(0.57)
Total deferred tax asset (A)	(0.26)	3.63
MAT credit entitlement* (B)	27.63	28.04
Total deferred tax (A+B)	27.37	31.67

* MAT credit of Rs. 27.63 million (31 March 2022: Rs. 28.04 million) is expiring within 10-15 years.

Movement of MAT credit entitlement

Balance at the beginning of year	28.04	30.05
Add : Charge for the year	-	-
Less : Credit utilised during the year	(0.41)	(2.01)
Balance at the end of year	27.63	28.04

Movement in deferred tax assets (net)

Particulars	Provision for doubtful debt	Defined benefit obligations	Property, plant and equipment and Intangibles assets	MAT credit entitlement	Total
As at 1 April 2021	0.19	0.20	0.24	30.05	30.68
(Charged)/credited:					
- to profit or loss	3.85	(0.02)	(0.81)	(2.01)	1.01
- to other comprehensive income	-	(0.02)	-	-	(0.02)
As at 31 March 2022	4.04	0.16	(0.57)	28.04	31.67
(Charged)/credited:					
- to profit or loss	(3.80)	(0.11)	0.06	(0.41)	(4.26)
- to other comprehensive income	-	(0.04)	-	-	(0.04)
As at 31 March 2023	0.24	0.01	(0.51)	27.63	27.37

10 Inventories

Particulars	As at	
	31 March 2023	31 March 2022
Tyres, tubes and other spare parts	36.77	15.98
	36.77	15.98

11 Investments

Particulars	As at 31 March 2023	As at 31 March 2022
Investment in mutual funds – Quoted (measured at FVTPL)		
Nil (31 March 2022: 999,950) units of SBI Balance Advantage Fund Regular - Growth	-	10.30
Nil (31 March 2022: 99,995) units of SBI Multicap Fund Regular Plan - Growth	-	1.03
99,995 (31 March 2022: nil) units of SBI Dividend Yield Fund Regular Plan - Growth	1.01	-
Total	1.01	11.33
Aggregate book value of quoted investments	1.00	11.00
Aggregate market value of quoted investments	1.01	11.33

12 Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Trade receivables		
Trade receivables \$	7,683.08	7,739.32
Receivable from related parties (refer note 37)	3.34	1.11
	7,686.42	7,740.43
Break up of the above:		
Trade receivables		
Unsecured, considered good	7,686.42	7,740.43
Trade Receivables-credit impaired	80.72	127.55
	7,767.14	7,867.98
Impairment allowance (allowance for bad and doubtful debts)*		
Less: Trade Receivables-credit impaired	(80.72)	(127.55)
	7,686.42	7,740.43

\$ Trade receivables includes unbilled revenue amounting to INR 1,423.32 Millions (31 March 2022: INR 1,799.29 Millions).

*For allowance for doubtful debts account as on 31 March 2023 and 31 March 2022 and changes during the year (refer note 46)

Trade receivable ageing schedule

Particulars	Outstanding as at 31 March 2023 from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,833.12	1,729.29	79.35	33.57	11.09	-	7,686.42
(ii) Undisputed Trade Receivables – credit impaired	-	-	16.72	21.97	11.09	25.38	75.16
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	5.56	5.56
	5,833.12	1,729.29	96.07	55.54	22.18	30.94	7,767.14
Less: Credit Impaired	-	-	(16.72)	(21.97)	(11.09)	(30.94)	(80.72)
	5,833.12	1,729.29	79.35	33.57	11.09	-	7,686.42

Particulars	Outstanding as at 31 March 2022 from the due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,668.38	1,960.05	80.43	16.52	15.05	-	7,740.43
(ii) Undisputed Trade Receivables – credit impaired	-	8.47	41.18	33.73	21.91	16.70	121.99
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	5.56	-	5.56
	5,668.38	1,968.52	121.61	50.25	42.52	16.70	7,867.98
Less: Credit Impaired	-	(8.47)	(41.18)	(33.73)	(27.47)	(16.70)	(127.55)
	5,668.38	1,960.05	80.43	16.52	15.05	-	7,740.43

1) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively, in which any director is a partner, a director or a member.

2) Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

3) Refer note 17 for the current assets pledged as securities towards secured borrowings.

13 Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Cash in hand	5.09	4.93
Balances with banks		
- in current accounts	58.30	118.84
- in deposits accounts (having original maturity less than 3 months)	79.29	0.20
	142.68	123.97

For the purpose of the components of cash flow, cash and cash equivalents are the following:

Cash in hand	5.09	4.93
Balances with banks:		
- in current accounts	58.30	118.84
- in deposits accounts (having original maturity less than 3 months)	79.29	0.20
Bank overdraft (Refer note 17)	-	(0.18)
	142.68	123.79

14 Bank balances other than Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Fixed deposits with banks having original maturity of 3 to 12 months*	69.17	92.60
	<u>69.17</u>	<u>92.60</u>

* The Company has pledged INR 66.86 Millions (31 March 2022: INR 76.63 Millions) of its deposits as margin money with banks to fulfil collateral requirements.

16 Other Equity

Particulars	As at 31 March 2023	As at 31 March 2022
General reserve (1)		
Balance at the beginning of the year	951.87	951.87
Closing balance (A)	<u>951.87</u>	<u>951.87</u>
Securities premium (2)		
Balance at the beginning of the year	1,137.92	1,137.92
Closing balance (B)	<u>1,137.92</u>	<u>1,137.92</u>
Capital redemption reserve (3)		
Balance at the beginning of the year	54.00	54.00
Closing balance (C)	<u>54.00</u>	<u>54.00</u>
Retained Earnings (4)		
Balance at the beginning of the year	2,718.16	2,111.41
Add: Profit for the year	677.01	613.67
Add: Other comprehensive income/(loss) for the year (net of tax)	0.90	(6.92)
Closing balance (D)	<u>3,396.07</u>	<u>2,718.16</u>
Total other equity (A+B+C+D)	<u>5,539.86</u>	<u>4,861.95</u>

(1) General reserve

Under the erstwhile Companies Act 1956, General reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Group for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

(2) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(3) Capital redemption reserve

The Group recognizes profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve

(4) Retained Earning

Retained earnings are the profits that the Group has incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to consolidated statement of Profit and Loss. Retained earnings is a free reserve available to the Group and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

17 Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
Non Current		
Secured loan		
Term loan from banks (refer note A)	2,505.94	1,137.45
Term loan from financial institution (refer note B)	339.59	-
Unsecured		
Term loan from banks (refer note C)	63.14	97.12
Deposits (refer note D)	189.46	223.73
	<u>3,098.13</u>	<u>1,458.30</u>
Less: Current maturities of long-term borrowings		
Secured loan		
Term loan from banks	611.37	408.25
Term loan from financial institution	36.49	-
Unsecured		
Term loan from banks	18.58	17.55
Deposits	84.41	71.95
	<u>750.85</u>	<u>497.75</u>
Total long term borrowings	<u>2,347.28</u>	<u>960.55</u>

CJ Darcl Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)*

Current		
Secured		
Working capital loan (refer note E)	2,488.21	2,982.27
Overdraft (refer note F)	-	0.18
Current maturities of long-term borrowings (secured)	647.86	408.25
Unsecured		
Working capital loan (refer note G)	200.00	790.00
Bill discounting (refer note H)	226.66	-
Deposits (refer note I)	63.55	70.82
Current maturities of long-term borrowings (refer above)	102.99	89.50
Total short term borrowings	3,729.27	4,341.02

Secured term loan from banks

A) Term loan amounting to INR 2,130.49 million (31 March 2022: INR 859.54 million) relates to rupee term loans from banks towards asset purchased under hire purchase/financing arrangement and are secured by way of hypothecation of the respective assets. These term loans carry fixed interest rates ranging from 6.86% to 9.25% per annum (31 March 2022: 6.86% to 9.72% per annum) and are repayable in balance monthly instalments ranging from 5 to 72 (31 March 2022: 1 to 66) with monthly instalment ranging from INR 0.01 million to INR 2.57 million (31 March 2022: INR 0.01 million to INR 0.24 million).

INR Nil (31 March 2022: INR 22.93 million) relates to rupee term loan from bank towards working capital and is secured by first pari-passu charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. This is further secured by way of personal guarantee of some of the directors of the Company. As at 31 March 2022, this term loan carries floating interest rates 7.00% per annum and was repayable in 3 monthly instalments of INR 11.47 million.

INR 278.86 million (31 March 2022: INR 130.00 million) relates to rupee term loan from bank towards working capital and is secured by second charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. This loan is further secured by way of guarantee by National Credit Guarantee Trustee Company Limited. This term loan carries floating interest rates of 9.25% per annum (31 March 2022: 7.30%) and is repayable in 36 (31 March 2022: 48) equal monthly instalments INR 7.76 million (31 March 2022: Nil) started from 1 May 2022.

INR 96.59 million (31 March 2022: INR 124.98 million) relates to rupee term loan from bank towards working capital and is secured by specific charge against one property. This is further secured by way of personal guarantee of some of the Directors of the Company. This term loan carries floating interest rate of 9.40% per annum (31 March 2022: 6.90%) and is repayable in 34 balance (31 March 2022: 46) monthly instalment ranging from INR 1 million to INR 2.11 million (31 March 2022: INR 1 million to INR 2.11 million).

Secured term loan from NBFC

B) Term loan amounting to INR 339.59 million (31 March 2022: Nil) relates to rupee term loan from NBFC towards asset purchased under hire purchase/financing arrangement and are secured by way of hypothecation of the respective assets. These term loans carry fixed interest rates of 8.45% per annum (31 March 2022: Nil) and is repayable in 70 (31 March 2022: Nil) with monthly instalment ranging from INR 0.07 million to INR 0.09 million (31 March 2022: Nil) starting from 2 June 2023.

Unsecured term loan from bank

C) Term loan amounting to INR 63.14 million (31 March 2022: INR 97.12 million) relates to unsecured rupee term loan from bank. This loan carries floating interest rate of 9.40% per annum (31 March 2022: 6.90% per annum) and is repayable in 46 balance (31 March 2022: 58) monthly instalment of INR 1.98 million (31 March 2022: INR 1.98 million).

Unsecured Public Deposit

D) INR 189.46 million (31 March 2022: INR 223.73 million) relates to Deposits from Public and carry interest rate ranging from 6.25% to 8.25% per annum (31 March 2022: 6.25% to 8.25% per annum) (including 0.50% per annum extra interest to senior citizens) and are repayable after period ranging from 1 month to 36 months (31 March 2022: 1 month to 36 months) from the respective dates of deposit.

Secured short term borrowings

E) Working capital loans amounting to INR 2,488.21 million (31 March 2022: INR 2,982.27 million) from banks are secured by first pari-passu charge by way of hypothecation over the Company's book debts (including unbilled receivables and current assets), equitable mortgage of one property owned by the Company and standby letter of Credit arranged by CJ Logistics Corporation Korea in favour of consortium banks. The said loans are further secured by way of personal guarantee of some of the Directors of the Company. These loans are renewed at the end of one year or any extension given by the banks from the date of respective sanctions and carries fixed interest rate ranging 7.60% to 8.15% per annum (31 March 2022: 4.95% to 8.15% per annum).

F) Overdraft from banks amounting to INR Nil (31 March 2022: INR 0.18 million) are secured by way of pledge of some of the fixed deposits with the banks. These overdrafts carries respective fixed interest rate.

Unsecured short term borrowings

G) Working capital demand loans INR Nil (31 March 2022: INR 300.00 million) from bank was backed by Corporate Guarantee by CJ Logistics Corporation Korea. This demand loan had bullet repayment within 12 months from the date of disbursement and carried fixed interest rate of 5.05% per annum.

Working capital demand loans INR 200.00 million (31 March 2022: INR Nil) from bank is backed by Corporate Guarantee by CJ Logistics Corporation Korea. This loan is renewed at the end of one year from the date of respective sanctions and carries fixed interest rate 7.50 per annum (31 March 2022: Nil).

Working capital demand loans INR Nil (31 March 2022: INR 490.00 million) from bank is unsecured. This demand loan had bullet repayment within 3 months from the date of disbursement and carried interest rate ranging from 5.05% to 5.18% per annum.

H) This is a 'with recourse' bill discounting arrangement of INR 226.66 million (31 March 2022: INR Nil) with the banks, with no cost to the Company.

I) Deposits amounting to INR 63.55 million (31 March 2022: INR 70.81 million) from public carry interest rate ranging from 5.50% to 7.25% per annum (31 March 2022: 5.50% to 7.00% per annum) (including 0.50% per annum extra interest to senior citizens) and are repayable after period ranging from 1 months to 12 months (31 March 2022: 1 months to 12 months) from the respective dates of deposit

Notes:

The Group has filed quarterly returns/statement of current assets with banks and financial institutions and these are in agreement with books of accounts for the year ended 31 March 2023 and year ended 31 March 2022.

18 Other Financial Liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Non-current		
Security deposits#	28.52	23.51
Interest accrued but not due on borrowings	8.01	11.62
	36.53	35.13
Current		
Interest accrued but not due on borrowings	38.06	22.45
Unclaimed matured deposits and interest accrued thereon	4.17	2.69
Payable for capital expenditure	28.69	2.06
Security deposits#	19.81	14.51
Others	10.03	13.77
	100.76	55.48

Includes deposits received from related parties as at 31 March 2023 of INR 24.36 million (31 March 2022: INR 9.66 million). Refer note 37.

19 Employee Benefit Obligations

Particulars	As at 31 March 2023	As at 31 March 2022
Non-current		
Gratuity (refer note 38)	109.71	119.41
	109.71	119.41
Current		
Compensated absences	83.43	78.02
Gratuity (refer note 38)	0.00	0.00
	83.43	78.02

20 Deferred Tax Liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Items leading to creation of deferred tax liabilities		
Property, plant and equipment and Intangibles assets- impact of difference between tax and books depreciation/amortisation	239.77	186.65
Right-of-use assets	199.70	127.88
Others	-	-
Total (A)	439.47	314.53
Items leading to creation of deferred tax assets		
Employee benefit obligations	50.92	46.60
Provision for doubtful debt & advances	49.70	58.35
Lease liabilities	204.61	122.40
Expenses allowed as deduction on payment basis	14.08	8.47
Total (B)	319.31	235.82
Net deferred tax liabilities (A-B)	120.16	78.71

Movement in deferred tax liabilities (net)

Particulars	Property, plant and equipment and Intangibles	Right-of-use assets	Others	Defined benefit obligations	Provision for doubtful debt & advances	Lease liabilities	Expenses allowed as deduction on payment basis	Total
As at 1 April, 2021	188.20	44.77	1.08	(39.63)	(49.73)	(48.08)	(27.90)	68.71
Charged/ (credited):								
- to profit or loss	(1.55)	83.11	(1.08)	(4.63)	(8.62)	(74.32)	19.43	12.34
- to other comprehensive income	-	-	-	(2.34)	-	-	-	(2.34)
As at 31 March, 2022	186.65	127.88	(0.00)	(46.60)	(58.35)	(122.40)	(8.47)	78.71
Charged/ (credited):								
- to profit or loss	53.12	71.81	-	(4.59)	8.65	(82.21)	(5.61)	41.18
- to other comprehensive income	-	-	-	0.27	-	-	-	0.27
As at 31 March, 2023	239.77	199.69	(0.00)	(50.92)	(49.70)	(204.61)	(14.08)	120.16

Deferred tax liability has not been recognised in respect of temporary differences pertaining to the investment in one of the subsidiary, as the Group is in a position to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The temporary differences associated with respect to such investment in a subsidiary are represented by their retained earnings (on the basis of the standalone financial statements), aggregating INR 96.37 Million and INR 84.03 Million as of March 31, 2023 and March 31, 2022, respectively.

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21 Trade Payables

Particulars	As at	
	31 March 2023	31 March 2022
Current		
Dues to Micro and Small Enterprises*	-	-
Dues to enterprises other than Micro and Small Enterprises	1,367.80	1,231.05
Payables to related parties (refer note 37)	15.84	18.35
	1,383.64	1,249.40

*Dues to Micro and Small Enterprises (MSME) have been determined to the extent such parties have been identified on the basis of information collected by the management.

Trade payable ageing schedule

Particulars	Outstanding as at 31 March 2023 from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,281.40	76.86	24.47	0.91	1,383.64
	1,281.40	76.86	24.47	0.91	1,383.64

Particulars	Outstanding as at 31 March 2022 from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,132.84	66.04	6.32	44.20	1,249.40
	1,132.84	66.04	6.32	44.20	1,249.40

There are no disputed dues as at 31 March 2023 and 31 March 2022.

22 Provisions

Particulars	As at	
	31 March 2023	31 March 2022
Current		
Provision for contingencies	20.88	20.88
	20.88	20.88

The Group has recorded a provision of INR 20.88 million as at 31 March 2023 (31 March 2022: INR 20.88 million) against contingent liabilities as a matter of abundance caution (refer note 39).

23 Other liabilities

Particulars	As at	
	31 March 2023	31 March 2022
Current		
Advance against sale of assets*	41.89	64.76
Statutory dues	232.74	221.41
	274.63	286.17

* Includes advance received from related parties of INR Nil million (31 March 2022: INR 15.11 million), refer note 37.

CJ Darel Logistics Limited
Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023
(All amounts in INR Millions, unless stated otherwise)
24 Revenue from contracts with customers

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rendering of services (Services transferred over time)		
Transportation of goods	41,672.83	36,570.80
Other services	485.43	243.01
	42,158.26	36,813.81
Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price		
Revenue as per contracted price	42,244.86	36,877.61
Adjustments		
Incentives and penalties	(86.60)	(63.80)
Revenue from contracts with customers	42,158.26	36,813.81

Revenue from rendering of services is earned primarily from customers within India.

Revenue recognised in the current year that was included in the contract liability balance is INR 28.23 million (31 March 2022: INR 12.58 million). Revenue related to performance obligation satisfied in current year are INR Nil (31 March 2022: Nil).

The transaction price allocated to the remaining performance obligation (partially unsatisfied) as at 31 March 2023 is INR 428.05 million (31 March 2022: 454.18 million). Such remaining performance obligation are expected to be recognised within one year.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from customers

Particulars	As at 31 March 2023	As at 31 March 2022
Trade receivables \$	7,689.79	7,744.04
Contract assets (refer note 1 below) *	357.44	345.61
Contract liabilities (refer note 2 below) #	14.14	28.14

\$ Trade receivables includes unbilled revenue amounting to INR 1423.32 Million (31 March 2022: INR 1,799.29 Million).

* Contract assets of INR 345.61 Millions (31 March 2022: INR 302.62 Million) recognised at the beginning of the year has been transferred to trade receivables.

Net decrease by INR 13.99 Millions (31 March 2022: INR 15.82 Million decrease) is on account of cash received excluding revenue recognised during the year from contract liability as the beginning of the year.

Notes:

1. The contract assets primarily relate to the Group's rights to consideration for work partially completed and not billed at reporting date. The contract assets are transferred to the receivables on completing performance obligation and when the rights become unconditional.

2. Contract liabilities relates to payments received in advance of performance and unearned revenue against which amount has been received from customer but services are yet to be rendered on the reporting date either in full or in parts. Contract liabilities are recognized evenly over the period of service, being performance obligation of the Group.

25 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income on		
- bank deposits carried at amortised cost	17.54	12.61
- income tax refund	0.53	1.48
- others	2.05	6.88
Interest income on - unwinding of security deposits	1.21	1.59
Rental income	16.87	22.09
Profit on sale of properties classified as assets held for sale (net)	65.21	3.76
Profit on sale of property, plant and equipment other than asset held for sale (net)	21.21	29.90
Profit on sale of investments (net)	0.62	0.03
Bad debts earlier written off, now recovered	0.57	18.46
Liabilities/provisions no longer required written back	79.81	16.30
Net gain on financial assets measured at fair value through profit or loss	0.01	0.33
Profit on termination of lease contract	1.24	3.44
Miscellaneous income	28.83	32.60
	235.70	149.47

CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***26 Cost of services***

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Lorry hire, haulage and other ancillary cost	37,795.60	33,111.73
Vehicles' taxes	44.93	41.62
Repairs and maintenance	120.92	106.83
Consumption of tyres, tubes and other spare parts	190.09	162.80
Vehicle and marine insurance	98.50	87.87
Claims for losses and damage (net)	17.88	3.77
Commission to agents	11.71	8.00
Other charges	149.84	120.55
	38,429.47	33,643.17

*includes expenses incurred on running of trucks and rail container owned by the Group.

27 Employee benefit expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salary, wages and bonus	1,437.47	1,163.41
Gratuity expenses (refer note 38)	29.51	26.20
Contribution to provident and other funds (refer note 38)	101.84	82.01
Workmen and staff welfare expenses	42.82	28.80
	1,611.64	1,300.42

28 Finance costs

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest:		
- borrowings at amortised cost #	361.56	207.19
- on lease liabilities (refer note 43)	50.87	16.03
- on others - delayed payment of TDS / GST	0.06	0.00
Other finance charges*	43.17	85.94
	455.66	309.16

underlying borrowings are carried at amortised cost.

* Includes forward premium as at 31 March 2023 of INR 22.96 million (31 March 2022: INR 67.69 million), paid to bank.

29 Depreciation and amortisation expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation of property, plant and equipment* (refer note 3 and 5)	355.37	353.56
Amortisation of intangible assets (refer note 4)	6.78	6.49
Depreciation of right-to-use assets (refer note 43)	162.63	76.41
	524.78	436.46

*including depreciation of INR 2.04 million (31 March 2022: INR 2.04 million) on building classified as investment properties.

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CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***30 Other expenses**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Non-executive directors' commission	1.33	1.42
Directors sitting fee	1.04	1.09
Rent	48.92	38.91
Rates and taxes	14.47	22.07
Communication	29.21	28.79
Legal and professional	75.48	68.08
Commission	4.88	6.25
Advertisement and publicity	15.10	8.92
Business promotion and entertainment	15.08	7.69
Travelling and conveyance	47.40	23.42
Printing and stationery	14.32	10.96
Insurance	8.42	4.63
Vehicles running and maintenance	30.68	24.26
Repairs and maintenance (others)	58.20	33.23
Electricity and water	28.65	18.94
Payments to auditors (refer details below)	8.00	12.52
Donations	4.74	2.80
Expenditure on corporate social responsibility	7.04	14.72
Provision for doubtful trade receivables, advances, contingent liabilities and other assets	2.70	74.73
Bad debts, advances and claims written off	25.04	15.10
Less: Adjusted from provision for doubtful debts and advances	<u>(19.05)</u>	<u>(5.46)</u>
Loss on discard of assets	0.83	0.89
Loss on theft and embezzlement	-	0.04
Outsourced manpower expenses	15.78	13.06
Miscellaneous expenses	66.56	46.86
	504.82	473.92
Payment to auditors comprises:		
As auditor:		
Audit fee	5.58	4.18
Certification fees	0.49	1.01
Other services	1.50	6.91
Reimbursement of expenses	0.43	0.41
	8.00	12.52

Note: Above amount for FY 2021-22, is excluding of INR 4.50 million on account of services provided w.r.t. proposed IPO of the Company. This amount is outstanding under prepaid expenses 31 March 2023 and expensed off on the completion of IPO. Portion of these expenses are recoverable from selling Shareholders. The recoverable amount will be determined on the completion of IPO.

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CJ Darel Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

31 Income tax expenses

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

(a) Profit or loss section

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current Tax Expense		
- current tax on profits for the year	153.56	211.50
- Adjustment for tax for earlier years	(8.43)	(36.35)
- adjustment for tax for earlier periods	-	-
MAT credit entitlement	0.41	2.01
Deferred tax charge		
- Relating to addition / reversal of temporary difference	45.04	(12.91)
- Relating to temporary difference of earlier period	-	22.23
Total tax expense	190.58	186.48
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	(0.31)	2.33

(b) Reconciliation of tax expense and the accounting profit

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before income tax expense	867.59	800.15
Tax at the indian tax rate of 25.168% (Year ended 31 March 2022 – 25.168%)	218.35	201.38
Adjustments:		
Expense not allowable under income tax as deductible expense	(7.84)	5.97
Interest under Income-tax Act	-	0.00
Adjustment due to different income tax rates applicable to subsidiaries	0.45	0.33
Additional benefits allowable as per income tax for the expenses incurred under section 80JJAA	(9.88)	(7.65)
Adjustments in respect of current income tax of previous years	-	-
Adjustments in respect of deferred tax/current income tax of previous years	(8.43)	(15.08)
Effect of unrecognised business losses	-	-
Others	(2.07)	1.53
Income tax expense reported in the consolidated statement of profit and loss	190.58	186.48

32 Earnings per share (EPS)

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

For the purpose of calculating diluted EPS, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

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

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity holders for basic earnings	677.01	613.67
Effect of dilution	-	-
Profit attributable to equity holders for the effect of dilution	677.01	613.67
Weighted average number of equity shares for basic EPS	2,26,62,142	2,26,62,142
Effect of dilution	-	-
	2,26,62,142	2,26,62,142
Basic earning per share (INR)	29.87	27.08
Diluted earning per share (INR)	29.87	27.08

33 Significant accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Ind AS Financial Statements are in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the Consolidated Ind AS Financial Statements are prudent and reasonable. 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. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

A. Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Consolidated Ind AS Financial Statements:

Determining the lease term of the contract with renewal and termination option - Group as a lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

Operating lease commitments – Group as a lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

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 Group based its assumptions and estimates on parameters available when the Consolidated Ind AS 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 Group. Such changes are reflected in the assumptions when they occur. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

i) Revenue from contracts with customers

• Determining method to estimate variable consideration

Certain contracts for the transportation of goods include incentives or penalties, that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled. The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the transportation of goods with incentives or penalties, given the large number of customer contracts that have similar characteristics.

• Estimating number of days for application of over the period

The Group records revenue by estimating the total number days the vehicle will take to deliver the goods. Number of days usually begin from the date of preparation of consignment note, to either actual delivery date or expected date of delivery agreed with customer.

CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

ii) Taxes

Deferred tax assets are recognised to the extent it is probable that taxable profits will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the respective companies will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and is included in Deferred Tax Assets. The respective companies review the same at each reporting period and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that respective companies will be able to absorb such credit during the specified period. For further details about taxes refer note 9, 20 and 31.

iii) Defined benefit plans

The cost of the defined benefit gratuity plan and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in note 38.

iv) Provision for trade receivable

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts & circumstances. For details of allowance for doubtful debts please refer note 12.

v) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting year to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. There is no indicator of impairment of non-financial assets as at 31 March 2023.

CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

vi) Provisions and Contingent liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 39 for further details about Contingent liabilities and related provisions.

vii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Consolidated Ind AS Financial Statements of assets and liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 34 and 35 for further disclosures.

viii) Useful life of Property, Plant and Equipment and Intangibles assets

The useful life to depreciate property, plant and equipment is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturer's warranties, maintenance and support period, etc. The charge for the depreciation is derived after considering the expected residual value at end of the useful life. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by the management at each financial year end and adjusted prospectively, if appropriate. Further details about property, plant and equipment and intangible assets are given in note 3 and 4.

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CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

34 Fair value measurements

a) The carrying value of financial instruments by category

Particulars	As at 31 March 2023			As at 31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments	1.01	-	-	11.33	-	-
Trade receivables	-	-	7,686.42	-	-	7,740.43
Cash and cash equivalents	-	-	142.68	-	-	123.97
Bank balances other than cash and cash equivalents	-	-	69.17	-	-	92.60
Other financial assets ⁽¹⁾	-	-	429.93	-	-	342.92
Total financial assets	1.01	-	8,328.19	11.33	-	8,299.91
Financial liabilities						
Borrowings ⁽³⁾⁽⁴⁾	-	-	6,122.63	-	-	5,335.63
Trade payables	-	-	1,383.64	-	-	1,249.40
Other financial liabilities ⁽²⁾	-	-	91.22	-	-	56.54
Lease liabilities	-	-	812.97	-	-	486.31
Total financial liabilities	-	-	8,410.46	-	-	7,127.89

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings.

(3) Borrowings includes interest accrued but not due of INR 46.07 millions (31 March 2022: 34.07 millions).

(4) Borrowings for the year ended 31 March 2023 includes borrowings of INR 438.59 million (31 March 2022: INR 375.03 million) carrying floating interest rates.

(b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath.

i) Assets and liabilities which are measured at amortised cost for which fair values are disclosed below:

As at 31 March 2023	Carrying value	Fair value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Trade receivables	7,686.42	-	-	7,686.42	7,686.42
Cash and cash equivalents	142.68	-	-	142.68	142.68
Bank balances other than Cash and cash equivalents	69.17	-	-	69.17	69.17
Other financial assets ⁽¹⁾	429.93	-	37.38	392.50	429.88
Total financial assets	8,328.19	-	37.38	8,290.76	8,328.14
Financial liabilities					
Borrowings ⁽³⁾⁽⁴⁾	6,122.63	-	6,134.35	-	6,134.35
Trade payables	1,383.64	-	-	1,383.64	1,383.64
Other financial liabilities ⁽²⁾	91.22	-	28.79	62.48	91.27
Total financial liabilities	7,597.48	-	6,163.14	1,446.12	7,609.26

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings.

(3) Borrowings includes interest accrued but not due of INR 46.07 millions (31 March 2022: 34.07 millions).

(4) Borrowings for the year ended 31 March 2023 includes borrowings of INR 438.59 million (31 March 2022: INR 375.03 million) carrying floating interest rates.

As at 31 March 2022	Carrying value	Fair value			Total
		Level 1	Level 2	Level 3	
Financial assets					
Trade receivables	7,740.43	-	-	7,740.43	7,740.43
Cash and cash equivalents	123.97	-	-	123.97	123.97
Bank balances other than Cash and cash equivalents	92.60	-	-	92.60	92.60
Other financial assets ⁽¹⁾	342.92	-	54.58	288.29	342.87
Total financial assets	8,299.92	-	54.58	8,245.29	8,299.87
Financial liabilities					
Borrowings ⁽³⁾⁽⁴⁾	5,335.63	-	5,359.73	-	5,359.73
Trade payables	1,249.40	-	-	1,249.41	1,249.41
Other financial liabilities ⁽²⁾	56.54	-	18.62	38.45	57.06
Total financial liabilities	6,641.58	-	5,378.35	1,287.86	6,666.21

(1) Included in other current / non-current financial assets.

(2) Included in other current / non-current financial liabilities, excluding interest accrued but not due on borrowings.

(3) Borrowings includes interest accrued but not due of INR 34.07 millions

(4) Borrowings for the year ended 31 March 2022 includes borrowings of INR 375.03 million carrying floating interest rates.

CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

Valuation technique used to determine fair value

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The fair values of the quoted investments traded in active market are determined by reference to quotes from the financial institutions; for example NAV for investment in mutual funds declared by mutual funds house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfer of levels during the year.

As of 31 March 2023 and 31 March 2022 the fair value of cash and cash equivalents and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.

For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value.

35 Financial risk management objectives & policies

The Group’s principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to provide finance to the Group to support its operations. The Group’s principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Group is exposed to credit risk, liquidity risk and market risk. The Group’s senior and top management oversees the management of these risks. The Group’s senior and top management ensures that the Group’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group’s policies and risk objectives. The Group’s senior management is supported by a Risk Management Policy adopted by the Board of Directors that advises on financial risk and appropriate financial risk governance framework for the Group. It is Group’s policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors review the policies periodically for managing each of these risks, which are summarized below.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The major exposure to the credit risk at the reporting date is from trade receivables and other receivables. The Group is also exposed to credit risk from deposits with banks and financial institutions and foreign exchange transactions.

(i) Trade receivables

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. Trade receivables and contract assets are typically unsecured and are derived from revenue earned through customers. Customer credit risk is managed by the Group subject to the credit policy, procedures and control relating to customer credit risk management. Credit to each customer is given based on its credit rating score. Outstanding customer receivables are regularly monitored in the receivable review committee for any expected default in repayment. An impairment analysis is performed at each reporting date on an individual basis for all customers. Trade receivables are non-interest bearing and are generally on 30 to 120 days’ credit terms.

The Group follows a ‘simplified approach’ (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables (including lease receivables). A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Group, based on past trends and age based provisioning policy of the Group, recognizes allowance for trade receivables. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several industries and operates in largely independent markets.

Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the consolidated statement of Profit and Loss. Refer Note 12 for the carrying amount of credit exposure on Trade receivables as on reporting date.

Expected credit loss for trade receivables (other than receivables against exchange of services) under simplified approach

As at 31 March 2023:

Ageing	Not due	0-180 days	181- 365 days	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	5,833.12	1,729.29	96.07	55.54	22.18	30.94	7,767.14
Expected loss rate	0.00%	0.00%	17.40%	39.56%	50.00%	100.00%	1.04%
Expected credit losses (Loss allowance provision)	-	-	16.72	21.97	11.09	30.94	80.72
Carrying amount of trade receivables (net of impairment)	5,833.12	1,729.29	79.35	33.57	11.09	-	7,686.42

As at 31 March 2022:

Ageing	Not due	0-180 days	181- 365 days	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	5,668.38	1,968.52	121.61	50.25	42.52	16.70	7,867.98
Expected loss rate	0.00%	0.43%	33.87%	67.13%	64.60%	100.00%	1.62%
Expected credit losses (Loss allowance provision)	-	8.47	41.18	33.73	27.47	16.70	127.55
Carrying amount of trade receivables (net of impairment)	5,668.38	1,960.05	80.43	16.52	15.05	-	7,740.43

CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***Reconciliation of loss allowance provision - Trade receivables**

Particulars	Life-time expected credit losses (simplified approach)
Loss allowance as at 1 April 2021	137.85
Amounts written off	(3.50)
Changes in loss allowance	(6.80)
Loss allowance as at 31 March 2022	127.55
Amounts written off	(19.05)
Changes in loss allowance	(27.78)
Loss allowance as at 31 March 2023	80.72

(ii) Financial instruments & cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within Board assigned limits. Counterparty limits are reviewed by the Group's Board of Directors throughout the year subject to the recommendation of the Group's Management Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March 2023 and 31 March 2022 as it's carrying amounts as disclosed in notes 6, 8, 13 and 14.

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CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***(B) Liquidity risk**

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. The Group's objective is to at all times maintain continuity of optimum levels of liquidity to meet its fund requirements. The Group closely monitors its liquidity position and maintains adequate source of financing through the use of cash credit facility, demand loans, commercial credit cards, vehicle refinance, unsecured loan, public deposit. Processes and policies related to such risks are overseen by the Group's treasury department under guidance of the senior management. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Accordingly, no liquidity risk is perceived.

(i) Maturities of financial liabilities

The maturity profile of the Group's financial liabilities based on contractual undiscounted payments is given in the table below:

As on 31 March 2023

Particulars	On Demand	Less than 1 year	1 to 5 years	More than 5 year	Total
Borrowing and interest thereon	2,914.87	1,021.86	2,500.42	203.63	6,640.78
Trade payable	-	1,383.64	-	-	1,383.64
Other financial liabilities	-	62.70	28.52	-	91.22
Lease liabilities	-	214.95	548.08	254.24	1,017.26
	2,914.87	2,683.14	3,077.02	457.87	9,132.89

As on 31 March 2022

Particulars	On Demand	Less than 1 year	1 to 5 years	More than 5 year	Total
Borrowing and interest thereon	3,772.45	646.16	1,028.42	24.12	5,471.15
Trade payable	-	1,249.40	-	-	1,249.40
Other financial liabilities	-	33.09	23.51	-	56.60
Lease liabilities	-	127.79	419.76	34.11	581.66
	3,772.45	2,056.44	1,471.69	58.23	7,358.81

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31 March 2023 and 31 March 2022. The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of floating to fixed interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant in place at 31 March 2023. The analyses exclude the impact of movements in market variables on the carrying values of gratuity, pension obligation and other post-retirement obligations and provisions. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31 March 2023 and 31 March 2022.

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CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in INR Millions, unless stated otherwise)***(i) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group operates on very selective international destinations and is somewhat exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the trade payables. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The Group has major foreign currency risk in united state dollars (USD).

The Group's net exposure to foreign currency risk as at the 31 March 2023 is INR. 1.29 million net payables (31 March 2022: INR 43.21 millions net payables) and unhedged as at the year end:

Particulars	Change in forex rates by 5%	Effect on profit before tax
As at 31 March 2023		
Foreign currency exposure	+ 5%	(0.06)
	- 5%	0.06
As at 31 March 2022		
Foreign currency exposure	+ 5%	(2.16)
	- 5%	2.16

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates.

Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit before tax
As at 31 March 2023*		
Borrowings	+0.50%	(2.19)
	-0.50%	2.19
As at 31 March 2022		
Borrowings	+0.50%	(1.88)
	-0.50%	1.88

*The Group has INR 438.59 Millions (31 March 2022: INR 375.03) outstanding borrowings/working capital facilities with floating interest rate.

36 Capital management**(a) Risk management**

For the purposes of the Group's capital management, Capital includes equity and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and maximizes shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group's endeavour is to maintain the gearing ratio below 200%.

The Group monitors capital using net debt to equity ratio, which is net debt (as reduced by Cash and cash equivalent) divided by total equity.

Particulars	As at 31 March 2023	As at 31 March 2022
Borrowings including lease liabilities (refer note 17 and 43)	6,889.53	5,787.88
Cash and cash equivalent (refer note 13)	(142.68)	(123.97)
Net debt	6,746.85	5,663.91
Equity	5,766.48	5,088.57
Net debt to equity ratio (in times)	1.17	1.11

No changes were made in the objectives, policies or processes for managing capital during the period ended 31 March 2023 and year ended 31 March 2022.

CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

37. Related party transactions:

Names of related parties and related party relationship:

Related parties under Ind AS 24:

a) Subsidiary companies

Transrail Logistics Limited
DARCL Logistics Nepal Private Limited
Fr8ology Private Limited
CJ Korea Express India Private Limited

b) Key management personnel

Krishan Kumar Agarwal (Chairman and Managing Director)
Darshan Kumar Aggarwal (Joint Managing Director)
Roshan Lal Aggarwal (Joint Managing Director)
Narender Kumar Agarwal (Joint Managing Director)
Hyoung Gun Kang (Whole Time Director & Deputy CEO) [till 24 August 2021]
JungHun Baig (Whole Time Director & Deputy CEO) [w.e.f. 25 August 2021]
Jaehee Lee (Chief Financial Officer) [w.e.f. 01 June 2021]
Apoorva Kumar (Company Secretary)
Aarti Bhargav (Joint Company Secretary) [w.e.f. 18 October 2021]

c) Relatives of key management personnel

Sushma Agarwal
Yogesh Agarwal
Puneet Agarwal
Vineet Agarwal
Nitin Agarwal
Nitesh Agarwal
Nikhil Agarwal
Ishant Agarwal
Mahima Agarwal
Shweta Gupta
Vibha Agarwal
Usha Bansal

d) Enterprises owned/significantly influenced by key management personnel or their relatives

Tek Chand & Sons (HUF)
TCG Apex LLP
ASM (India) Investments Private Limited
Daffodil Software Private Limited
TCG ESOP Trust
TCG Media Limited
Autoload Solutions LLP
Fretron Private Limited (Formerly known as Fretron LLP)
S. Dayal Construction Private Limited
Gargo Investments Private Limited
J B T A Logistics Private Limited

e) Enterprises having significant influence over the Group

CJ Logistics Corporation

CJ Darel Logistics Limited
Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023
(All amount in INR Millions unless otherwise stated)
37. Related Party Transactions (Continued)

a) The following is the summary of transactions with key management personnel for the year ended 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	Year ended 31 March 2023	Year ended 31 March 2022
1	Krishan Kumar Agarwal	Employee benefit expense	24.56	33.12
		Rent	0.12	-
2	Darshan Kumar Aggarwal	Employee benefit expense	19.98	28.97
		Rent	0.12	-
		Purchase of services- Cost of Services-Lorry Hire, haulage and other ancillary cost	73.16	254.53
		Security deposits given back	2.60	-
3	Roshan Lal Aggarwal	Employee benefit expense	19.97	28.99
		Rent	0.12	-
4	Narender Kumar Agarwal	Employee benefit expense	19.97	28.96
		Rent	0.12	-
5	Hyoung Gun kang	Employee benefit expense	-	5.60
6	Junghun Baig	Employee benefit expense	33.57	11.68
7	Jaehye Lee	Employee benefit expense	16.42	10.93
8	Apoorva Kumar	Employee benefit expense	3.96	3.35
9	Aarti Bhargava	Employee benefit expense	2.00	0.68

b) The following is the summary of outstanding balances with key management personnel as at 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	As at 31 March 2023	As at 31 March 2022
1	Krishan Kumar Agarwal	Trade Payable	0.45	0.75
		Security deposits payable	-	1.31
2	Darshan Kumar Aggarwal	Trade Payable	0.96	0.86
3	Roshan Lal Aggarwal	Trade Payable	1.05	0.79
		Security deposits payable	0.78	3.38
4	Narendar Kumar Agarwal	Trade Payable	0.90	0.86
		Security deposits payable	-	1.66
5	Apoorva Kumar	Trade Payable	0.31	0.26
6	Junghun Baig	Trade Payable	1.38	0.78
7	Jaehye Lee	Trade Payable	0.97	0.84
8	Aarti Bhargava	Trade Payable	0.15	0.38

c) The following is the summary of transactions with Enterprises owned/significantly influenced by key management personnel or their relatives for the year ended 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	Year ended 31 March 2023	Year ended 31 March 2022
1	Fretron Private Limited (Formerly known as Fretron LLP)	Rental income	3.44	2.53
		Purchase of intangible assets	28.30	4.63
		Cost of Services-Lorry Hire, haulage and other ancillary cost	7.29	1.15
		Expense Incurred	0.09	0.07
2	TCG Media Limited	Advertisement Paid	1.68	1.68
3	Autoload Solutions LLP	Cost of Services-Lorry Hire, haulage and other ancillary cost	-	0.74
4	Tek Chand & Sons (HUF)	Rent	1.75	0.45
		Advance received against sale of Property, plant and equipment	-	0.11
		Sale of property plant and equipment	23.60	-
5	TCG Apex LLP	Sale of property plant and equipment	61.31	-
6	JBTA Logistics Private Limited	Rent	1.35	1.35
		Security deposits paid	-	0.34
7	S Dayal Construction Pvt. Ltd.	Rent	10.66	12.85
		Revenue from operations	-	0.03
		Security deposits received back	3.00	2.00
		Expenses incurred by related party on our behalf	0.42	0.16
8	Daffodil Software Pvt. Limited	Interest expense	-	2.57
		Loan repaid by the Group	-	100.00

d) The following is the summary of outstanding balance with Enterprises owned/significantly influenced by key management personnel or their relatives as at 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	As at 31 March 2023	As at 31 March 2022
1	Fretron Private Limited (Formerly known as Fretron LLP)	Other Recoverable	0.28	0.17
		Trade payable	1.03	-
		Security deposits payable	1.05	1.05
2	J B T A Logistics Private Limited	Security deposits paid	0.34	0.34
3	S Dayal Construction Pvt. Ltd.	Security deposits paid	4.88	7.88
4	Tek Chand & Sons (HUF)	Other financial liabilities	-	15.11

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Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023
(All amount in INR Millions unless otherwise stated)

e) The following is the summary of transactions with relatives of Key Management Personnel for the year ended 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	Year ended 31 March 2023	Year ended 31 March 2022
1	Sushma Agarwal	Rent	1.35	1.35
		Security deposits paid	-	0.34
2	Puneet Agarwal	Rent	-	0.04
		Security deposits received	5.64	-
		Employee benefit expense	12.02	10.97
3	Yogesh	Rent	-	0.04
4	Shweta	Rent	-	0.04
5	Vibha	Rent	-	0.04
6	Vineet Agarwal	Rent	-	0.04
		Security deposits received	6.00	-
		Employee benefit expense	12.05	11.51
7	Nititn Agarwal	Rent	-	0.04
		Security deposits received	0.66	-
		Employee benefit expense	9.46	8.71
8	Nitesh Agarwal	Rent	-	0.04
		Security deposits received	7.20	-
		Employee benefit expense	10.88	10.12
9	Ishant Agarwal	Rent	-	0.04
		Employee benefit expense	7.70	7.04
10	Nikhil Agarwal	Rent	-	0.15
		Security deposits received	1.75	-
		Employee benefit expense	15.86	16.30
11	Mahima Agarwal	Employee benefit expense	6.47	5.76
		Security deposits received	0.66	-
12	Usha Bansal	Employee benefit expense	-	40.00

f) The following is the summary of outstanding balance with relatives of Key Management Personnel as at 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	As at 31 March 2023	As at 31 March 2022
1	Puneet Agarwal	Trade payable	0.35	0.44
		Security deposits payable	5.64	-
2	Vineet Agarwal	Trade payable	0.45	0.46
		Security deposits payable	6.61	0.60
3	Nitesh Agarwal	Trade payable	0.66	0.56
		Security deposits payable	7.20	0.39
4	Nititn Agarwal	Trade payable	0.47	0.05
		Security deposits payable	0.66	-
5	Nikhil Agarwal	Trade payable	0.24	0.50
		Security deposits payable	1.75	-
6	Mahima Agarwal	Trade payable	0.32	0.34
		Security deposits payable	0.66	0.09
7	Ishant Agarwal	Trade payable	0.49	0.41
		Security deposits payable	-	1.18
8	Sushma Agarwal	Security deposits paid	0.34	0.34

g) The following is the summary of transactions with Enterprises having significant influence for the period ended 31 March 2023 and year ended 31 March 2022:

S.No	Name of the Related party	Nature of transactions	Year ended 31 March 2023	Year ended 31 March 2022
1	CJ Logistics Corporation	Revenue from operations	4.54	3.42
		Cost of Services-Lorry Hire, haulage and other ancillary cost	10.28	27.40
		Management fee received	0.15	11.71
		Manpower Support	4.48	2.80
		Expenses incurred	119.86	61.48

h) The following is the summary of outstanding balance with Enterprises having significant influence as at 31 March 2023 and 31 March 2022:

S.No	Name of the Related party	Nature of transactions	As at 31 March 2023	As at 31 March 2022
1	CJ Logistics Corporation	Trade receivable	3.34	1.11
		Trade payable	5.67	10.08
		Other recoverable	71.67	32.63

Terms and condition of transaction with related party

(i) The sales to and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivable or payables. The Group has not recorded any impairment of receivables relating to amounts owed by related parties for the period ended 31 March 2023. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes:

(i) The above particulars do not include working capital loans and corporate term loans availed from banks, which are further secured by way of personal guarantee of some of the directors, relatives and some of their related entities.

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(All amount in INR Millions unless otherwise stated)

(ii) Does not include INR 1.50 millions (31 March 2022: INR 9.20 millions) paid to relatives of KMP as incentives, the provision for the same was created in earlier years.

(iii) Amount outstanding on account of provision for expense accrued are not disclosed in balance as at 31 March 2023 and 31 March 2022.

(iv) As Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included in employee benefits expenses to KMP.

(v) Security deposits payables represents the undiscounted value of the security deposits received.

38 Gratuity and other post-employment benefits plan**A. Defined benefit plan (Gratuity)**

The Group has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of INR 2.00 millions. The scheme is funded with an insurance Group in the form of qualifying insurance policy. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Group.

Regulatory framework, funding arrangement and governance of the Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Group and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Group is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India.

Inherent risks

The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarize the components of net benefit expense recognised in the consolidated statement of profit and loss and the funded status and amounts recognized in the balance sheet for Gratuity Plan.

Consolidated Statement of Profit and Loss**Net employee benefit expense recognised in employee cost:**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	21.94	20.13
Interest on net defined benefit liability/(assets)	7.57	6.08
	29.51	26.20

Remeasurement of loss/(gain) recognised in other comprehensive income (OCI)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial changes arising from changes in		
- demographic assumptions	-	-
- financial assumptions	(5.54)	(3.41)
- experience adjustments	4.31	13.22
Return on plan assets (excluding amounts included in employee cost)	0.03	(0.56)
	(1.21)	9.25

Changes in Defined benefit obligation

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of the year	184.91	153.87
Current service cost	21.94	20.13
Interest cost	12.48	10.39
Actuarial (gain) / loss	(1.23)	9.81
Benefits paid	(13.33)	(9.28)
Balance at the end of the year	204.77	184.91

Changes in plan assets

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of the year	65.50	69.91
Interest income	4.91	4.31
Return on plan assets	(0.03)	0.56
Contributions by employer	38.00	-
Benefits paid	(13.33)	(9.28)
Balance at the end of the year	95.06	65.50

CJ Darel Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in Rupees million, unless stated otherwise)

Net assets / liabilities recognised in the consolidated statement of assets and liabilities as at reporting date

Particulars	As at	As at
	31 March 2023	31 March 2022
Present value of obligation at the end of the year	204.77	184.91
Fair value of plan assets at the end of the year	95.06	65.50
Net liabilities / (assets) recognised in the consolidated statement of assets and liabilities	109.71	119.41
Net Asset/(liability) recognised in the consolidated statement of assets and liabilities is bifurcated as:		
- Non current provision	109.71	119.41
- Current provision	0.00	0.00

Investment details

Particulars	As at	As at
	31 March 2023	31 March 2022
Insurance policies	100%	100%

Principle actuarial assumptions

Particulars	As at	As at
	31 March 2023	31 March 2022
Discount rate (per annum)	7.50%	6.75%
Expected return on plan assets (per annum)	7.50%	6.75%
Expected increase in salary costs (per annum)	6.00%	6.00%
Attrition rate	18.00%	15.00%
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Retirement age	60 years	60 years

Quantitative sensitivity analysis for significant assumptions on defined benefit obligation is as below:

Particulars	Change in assumptions	As at	As at
		31 March 2023	31 March 2022
Discount rate	+ 1%	(8.09)	(8.72)
	- 1%	8.80	9.56
Withdrawal rate	+ 1%	0.03	(0.12)
	- 1%	(0.07)	0.10
Expected rate of salary increase	+ 1%	7.93	8.79
	- 1%	(7.28)	(8.05)

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

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

Expected contribution to post-employment benefit plan for the year ending March 31, 2024 is Rs. 30.64 millions

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	As at	As at
	31 March 2023	31 March 2022
Expected benefits for year 1	52.04	39.17
Expected benefits for year 2	12.98	11.38
Expected benefits for year 3	13.01	9.91
Expected benefits for year 4	12.62	9.74
Expected benefits for year 5 and above	114.11	114.70

The average duration of the defined benefit plan obligation at the end of the reporting year is 16 years (March 31, 2022: 17 years).

B. Defined contribution plan

During the period and year, the Group has recognised the following amounts in the consolidated statement of profit and loss:

Particulars	For the year ended	For the year ended
	31 March 2023	31 March 2022
Employers contribution to provident and other fund	101.84	82.01

* Above amount excludes the Group's expenses on other funds.

CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amounts in Rupees million, unless stated otherwise)***39 Contingent liabilities**

Particulars	As at 31 March 2023	As at 31 March 2022
Claims against the Group not acknowledged as debts		
- Value added tax / Sales tax matters (refer note a)	15.18	15.18
- Goods and Service tax matters (refer note b)	-	0.47
- Income Tax matters (refer note c)	18.94	18.94
- Other claims (refer note d)	74.30	116.55
- ESI (refer note g)	11.60	11.60
Bank guarantee outstanding (refer note e)	897.52	946.17
Unpaid Bonus (refer note f)	24.00	24.00

a) Value added tax / Sales Tax matters mainly relates to the demands raised by the VAT/Sales Tax authorities of various states on account of online transit forms not prepared by drivers under laws of those states. The matters are contested by the Group at various Commissionerate level against the authorities.

b) GST demands relates to e-way bill issues like expiry of e-way bill, non updation of Part-B etc.. The matters are contested by the Group at various appellate authorities against the tax authorities.

c) Demands raised by the Income Tax Authorities relates to disputes on disallowance related to sec 14A and bad debts etc. The matters are contested by the Group at various appellate authorities against the tax authorities.

d) In view of the large number of cases pending at various forums and honourable courts, it is not practicable to furnish the details of each case. Based on the discussions with the solicitors / favourable decisions in similar cases / legal opinion taken by the Group, the management believes that the Group has a strong chance of success in the cases.

e) Bank guarantee primarily pertains to performance guarantee given to various customers of the Group.

f) The Payment of Bonus Act, 1965 ("the Act") was amended vide the Payment of Bonus (Amendment) Act, 2015 notified on 1 January 2016. The Act, inter-alia, has been amended to take retrospective effect with effect from 1 April 2014 and accordingly the revised bonus by way of arrears related to the year ended 31 March 2015 is required to be paid to the eligible employees. Based on advisors opinion obtained by the Group stay orders from various High Courts across the country against the amendment to the Payment of Bonus Act to the extent that it gives retrospective effect from 01 April 2014, the statutory bonus for financial year 2014-15 amounting to INR 23.35 million has not been recognized and treated as contingent liability in the current year as well as in the previous year. The Group will remain vigilant to watch the actual Court proceeding and clarification / notification from the Central Government and will review the accounting impact as on 31 March 2023.

g) There are numerous interpretative issues relating to effective date of the Hon'ble Supreme Court (SC) judgement on Provident Fund dated 28 February 2019. The Group has given impact to the SC order on a prospective basis from the date of the said order. The Group will give required effect in the financial statements, if any, on receiving further clarity on the subject.

h) The Group has recorded a provision of INR 20.88 million (31 March 2022 INR 20.88 million) against these contingent liabilities as a matter of abundance caution (refer note: 22)

i) On 24 March 2022, one vessel hired by the CJ Darel for transportation through Sea route tilted in the water, which resulted in damage of goods loaded on the vessel. The owners of the goods have initiated claim against CJ Darel, for goods damaged. CJ Darel without admitting any liability has informed the respective owners that the containerised goods were loaded on the vessel while incident took place for which vessel owner has declared general average by appointing Marine Claim Office of Asia Pte. Ltd as loss claim adjustor and any claim to be forwarded directly. Subsequently maritime claim has been lodged by one of the customer at Kolkata High Court against the vessel owner and the vessel owner is defending the same. CJ Darel has informed the incident to the insurance company in respect of containers used for sea transportation.

40 The Chief Operating Decision maker primarily focusses on Transportation of goods and allied services in making decisions on operating matters. Accordingly, the Group operates only in one reportable segment i.e. Transportation of goods and allied services; and hence, no separate disclosure is required for Segment. There is no customer contributing more than 10% of the revenue in current year and previous year.

All non-current operating assets of the Group are located in India.

CJ Darcl Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in Rupees million, unless stated otherwise)

41 Capital and other commitments

(a) The estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) amount to INR 203.36 million (31 March 2022: INR 42.37 million).

(b) The Group has other commitments on accounts of contracts remaining to be executed which are entered into in the normal course of business. The Group does not have any other long term contracts including derivative contracts for which there will be any material foreseeable losses.

42 Employee stock option plan

In terms of the approval accorded by the shareholders at their Extra-Ordinary General Meeting held on 9 February 2008, CJ Darcl on 19 February 2008, had given an interest free advance of INR 6.00 million to TCG ESOP Trust ('the Trust'). The trust in turn purchased 600,000 equity shares of INR 10 each fully paid up from CJ Darcl for the purposes of granting share options to the employees of the Group. Subsequent to allotment of 600,000 shares to the trust, CJ Darcl in financial year 2007-2008 had allotted bonus in the ratio of 1:1 bonus share for each equity share held in CJ Darcl. Apart from the above advance, CJ Darcl had also given INR 0.20 million to the trust towards its formation etc. on 19 February 2008. The trust has refunded an amount of INR 6.00 million till the year ended 31 March 2013. TCG ESOP Trust holds 1,200,000 equity shares with face value of INR 10 each. The trust is holding entire 1,200,000 equity shares of INR10/-each of CJ Darcl (including 600,000 Equity Shares issued as Bonus Shares) as on 31 March 2022. The Share Holder Agreement (SHA) with CJ Logistics Corporation (which holds 50% shareholding), inter-alia, requires CJ Darcl to cancel the shares held in this ESOP trust by obtaining prior approval from National Group Law Tribunal (NCLT). CJ Darcl has filed the petition to NCLT on 18 July, 2021 for cancellation of these shares, pursuant to hearing dated 24 May 2023 NCLT has reserved the order for cancellation of these shares. The order is awaited.

Upon cancellation of 12,00,000 equity shares held by TCG ESOP Trust, 6,00,000 Equity Shares currently held by CJ Logistics Corporation shall be transferred simultaneously to Darcl Promoters.

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CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amount in INR Millions unless otherwise stated)***43. Leases****a) Group as lessee**

The Group has lease contracts for various items of Land, Buildings, vehicles and other equipment used in its operation. Lease of building generally have lease term between 1 to 20 Years, while leases of vehicles and other equipment generally have lease term of 1 to 5 years. The Group's obligation under its leases are secured by the lessor's title to the leased asset.

The changes in the carrying value of ROU asset are as follows:

Particulars	Land	Building	Commercial vehicles	Other equipment	Total
As at 01 April 2021	44.98	156.70	14.14	2.33	218.15
Additions *	230.62	158.17	-	-	388.79
Deletions	(0.62)	(18.98)	(0.79)	(2.02)	(22.41)
Depreciation expense	(6.04)	(56.70)	(13.36)	(0.31)	(76.41)
As at 31 March 2022	268.94	239.19	-	-	508.12
Additions *	10.66	453.99	-	0.19	464.84
Deletions	(3.36)	(13.50)	-	-	(16.86)
Depreciation expense	(48.12)	(114.43)	-	(0.08)	(162.63)
Balance as at 31 March, 2023	228.12	565.25	-	0.11	793.47

* Additions includes addition of leases, modification to existing lease in form of lease extension or restriction.

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	Amount
As at 01 April 2021	191.05
Additions	388.79
Deletions	(25.85)
Accretion of interest	16.03
Payment of lease liabilities (including interest)	(83.71)
As at 31 March 2022	486.31
Additions	464.85
Deletions	(18.10)
Accretion of interest	50.87
Payment of lease liabilities (including interest)	(170.95)
As at 31 March 2023	812.97

The effective interest rate for lease liabilities is 7.25% (31 March 2022: 6%).

The following is the break-up of current and non-current lease liabilities:

Particulars	As at	As at
	31 March 2023	31 March 2022
Current lease liabilities	164.56	99.33
Non-current lease liabilities	648.41	386.98
Closing balance	812.97	486.31

The following are the amounts recognised in consolidated statement of profit and loss

Particulars	As at	As at
	31 March 2023	31 March 2022
Depreciation expense of right-of-use assets	162.63	76.41
Interest on lease liabilities	50.87	16.03
Expense relating to short term lease included in Lorry hire, haulage and other ancillary cost (refer note 26)	112.99	74.62
Expense relating to short term lease (refer note 30)	48.12	37.99
Profit on termination of lease contracts	(1.24)	(3.44)
Total	373.37	201.61

CJ Darel Logistics Limited**Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023***(All amount in INR Millions unless otherwise stated)*

The Group does not face a liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The group has certain leases of building and vehicles with less than 12 months and certain lease asset with low value. The Group applies the "short term lease and "lease of low value assets" recognition exemption for these leases.

The aggregate depreciation on ROU assets has been included under depreciation and amortisation expense in the consolidated statement of profit and loss.

Details of the contractual maturity of lease liabilities as at 31 March 2023 and 31 March 2022 on an undiscounted basis are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Not later than one year	214.95	127.79
Later than one year but not later than five years	548.08	419.76
Later than five years	254.24	34.11

c) Group as Lessor

Leases for which Group is a lessor is classified as finance or operating lease. Whenever the term of the lease transfer substantially all the risk and rewards of ownership to the lessee, the contract is classified as finance lease. All other lease are classified as operating lease.

For operating lease, rental income is recognised on a straight line basis over the term of the relevant lease. The Group has given certain commercial vehicle under operating lease arrangement, which are generally cancellable at the option of the Group.

Particulars	As at 31 March 2023	As at 31 March 2022
Rental Income for the year	71.05	45.72
Gross block of leased asset	531.61	360.76
Depreciation provided during the year ended	28.03	22.96
Accumulated depreciation	341.52	217.09
Written down value of leased asset	190.09	143.67

44. The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under section 92-92F of the Income Tax Act 1961. Since, the law requires existence of such information and documentation to be contemporaneous in nature, Group is in the process of updating the documentation entered with the joint venture during the financial year and expects such records to be in existence latest by the due date under that law. The management is of the opinion that the transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for tax.

45. A sum of INR 31.32 million (31 March 2022: INR 69.59 million) is appearing under 'Claims receivable' (under note 6) from insurance companies and customers as at 31 March 2023. Also, 'Balance with government authorities' (under note 8) includes an amount of INR 27.48 million (31 March 2022: INR 40.56 million) receivable against deposits given at various check posts. The Company believes that these amounts are recoverable. However, in view of the fact that the pace of recovery in respect of these balances is very slow and as a matter of abundance caution, the Company has made a provision of INR 15.87 million and INR 18.00 million as at 31 March 2023 (31 March 2022: INR 44.34 million and INR 18.00 million) against these claims receivable and deposits respectively.

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46 Net movement in provision for doubtful trade receivables, advances, claims, security deposits and other assets:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance as at beginning of the year	252.52	239.38
Additions / (reversal)	(53.26)	74.73
Write off	(20.41)	(61.59)
Closing as at year end	178.85	252.52

47 Carve out assets

The Group entered into Shareholder Agreement with CJ Logistics Corporation, a Group registered under the Laws of Republic of Korea along with other Shareholders on 5 June 2017 which was further amended on 30 July 2017 and 6 April 2018 and further on 9 August 2019. As per the terms of Agreement, certain properties have been agreed to be carved out from the Group by way of sale at the prevailing circle rate before the expiry of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties. The mechanism for carving out assets is as under:

a) There are total 25 immovable properties in asset block of the Group having book value of INR 104.60 Millions as on 30 September 2016 and reference circle rate of INR 229.90 Millions (hereinafter referred to as 'Aggregate reference circle rate') as per the agreement which have been agreed to be carved out from the Group termed as "Carve-Out Assets" in a span of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties.

b) After the pledge on all Carve-Out Assets has been removed by the lenders, Group Promoters and/or third-party purchasers identified by the Promoters shall have paid to the Group a sum which is equal to the book value of all Carve-Out Assets i.e. INR 104.60 Millions as part of sales proceeds. The Group may enter into agreements for sale of certain Carve-Out Assets of which the pledge has been removed by the lenders. Any amount received for sale of such Carve-Out Asset will be counted towards the First Tranche Amount. In event, all carve out assets are not bought by Promoters, KPE's or third party (identified by promoters) within span of 12 months from the release of all carved out assets by the lenders which may be further extended for 12 months based on mutual consent of both parties, then Promoters shall pay to the Group a sum equivalent to then prevailing circle rate of such remaining carve out assets less the first tranche amount and purchase all carve out assets.

c) In case, there is any shortfall between amount received in the Group on account of sale of all carve out asset and the aggregate reference circle rate, such shortfall will be adjusted by the Group from the Promoters on pro rata basis. In case, amount received in the Group on account of sale of all carve out asset exceeds the aggregate reference circle rate, such excess amount shall be paid to the Promoters on pro rata basis.

d) The Group paid INR 10 millions as retention bonus to each promoter aggregating to INR 40 millions after a period of 1 month from date of receipt of first tranche, in the month of April 2021 as per the terms of SHA. Further, the Group had to pay INR 10 millions as second retention bonus to each promoter aggregating to INR 40 millions after a period of 6 months from the first retention bonus. However, the promoters have waived off their right on the second tranche of INR 10 millions each aggregating to INR 40 millions which was approved by the Board of Directors in their meeting held on 24 August 2021.

e) Tax on the sale of the carve out assets shall be paid by Group, provided that tax payable on sale of carve out assets in excess of INR 15.00 Millions shall forthwith be paid by the Promoters of the Group.

f) As at 31 March 2023, lien on all 25 carve-out assets have been vacated. Out of these 25 vacated assets, 18 assets have been sold till the period end and remaining 7 assets have been shown as "Assets Held for sale" in the books of accounts at their carrying value, as at 31 March 2023.

48 Group Information**Information about subsidiaries**

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name of the subsidiaries	Country of incorporation	Principal activity	% equity interest	
			31 March 2023	31 March 2022
Transrail Logistics Limited	India	Transportation & logistics services	100%	100%
Fr8ology Private Limited	India	IT enable logistics services	100%	100%
Darel Logistics Nepal Private Limited	Nepal	Transportation & logistics services	100%	100%
CJ Korea Express India Private Limited	India	Transportation & logistics services	100%	100%

Entities with significant influence over the Group

CJ Logistics Corporation owns 50.00% of the equity shares in CJ Darel Logistics Limited.

CJ Darel Logistics Limited

Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amount in INR Millions unless otherwise stated)

49 Statutory Group Information

Net Assets of the Company and its subsidiaries as at 31 March 2023 and 31 March 2022

Name of the entity	As at 31 March 2023							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated net assets	Amount in Rs. Million	As % of consolidated profit or loss	Amount in Rs. Million	As % of consolidated other comprehensive income/(loss)	Amount in Rs. Million	As % of consolidated total comprehensive income/(loss)	Amount in Rs. Million
 Holding Company 								
CJ Darel Logistics Limited	95.07%	5,482.07	98.17%	664.59	100.58%	0.80	98.15%	665.39
 Subsidiaries 								
 Indian 								
Transrail Logistics Limited	4.77%	275.32	1.81%	12.24	-0.58%	0.10	1.82%	12.34
Fr8ology Private Limited	0.07%	3.82	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
CJ Korea Express India Private Limited	0.14%	7.89	0.23%	1.58	0.00%	-	0.23%	1.58
 Foreign 								
Darel Logistics Nepal Private Limited	-0.05%	(2.62)	-0.20%	(1.38)	0.00%	-	-0.20%	(1.38)
	100.00%	5,766.48	100.00%	677.01	100.00%	0.90	100.00%	677.91

Name of the entity	As at 31 March 2022							
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income/(loss)		Share in comprehensive income/(loss)	
	As % of consolidated net assets	Amount in Rs. Million	As % of consolidated profit or loss	Amount in Rs. Million	As % of consolidated other comprehensive income/(loss)	Amount in Rs. Million	As % of consolidated total comprehensive income/(loss)	Amount in Rs. Million
 Holding Company 								
CJ Darel Logistics Limited	94.65%	4,816.20	98.68%	605.55	100.58%	(6.96)	96.29%	598.59
 Subsidiaries 								
 Indian 								
Transrail Logistics Limited	5.17%	262.98	1.38%	8.48	-0.58%	0.04	5.03%	8.52
Fr8ology Private Limited	0.08%	3.91	0.00%	0.01	0.00%	-	0.01%	0.01
CJ Korea Express India Private Limited	0.13%	6.43	0.13%	0.82	0.00%	-	-1.04%	0.82
 Foreign 								
Darel Logistics Nepal Private Limited	-0.02%	(0.95)	-0.19%	(1.19)	0.00%	-	-0.29%	(1.19)
	100.00%	5,088.57	100.00%	613.67	100.00%	(6.92)	100.00%	606.75

(This space has been intentionally left blank)

CJ Darcl Logistics Limited (Formerly known as Darcl Logistics Limited)
Notes forming part of the Consolidated Ind AS financial statements as at and for the year ended 31 March 2023

(All amounts in INR Millions, unless stated otherwise)

50. The Group has filed application with Hon'ble National Group Law Tribunal on 18 July 2021 seeking sanction of the Scheme of Arrangement among amongst CJ Darcl Logistics Limited ('Transferee Group' or 'CJDL'), ASM (India) Investments Private Limited ('Transferor Group 1' or 'ASM'), Gargo Investments Private Limited ('Transferor Group 2' or 'GIPL') and Fr8ology Private Limited ('Transferor Group 3' or 'FPL'), and their respective shareholders and creditors (hereinafter referred to as the 'Scheme'), for

- the amalgamation of ASM, GIPL, FPL into and with CJDL with effect from the Appointed Date as mentioned in the Scheme.
- the reduction of the paid up share capital of CJDL by cancellation of 12,00,000 fully paid up equity shares of INR 10 each of the Group held by TCG ESOP Trust without payment of any consideration to TCG ESOP Trust.

Appointed date is opening hours of business on 1 April 2021 and Effective Date will be pursuant to Order of Hon'ble NCLT.

The order of first motion petition was released on 19 May 2022 dispensing the meeting of Shareholders and creditors of all petitioner companies. The second motion petition was filed on 24 May 2022 with Hon'ble National Company Law Tribunal, Chandigarh. Pursuant to hearing dated 24 May 2023 the NCLT has reserved the order against scheme of Arrangement, which is likely to be pronounced by NCLT in due course.

51. During the year, management of the Company has been informed that one employee of the Company had misappropriated funds amounting to Rs. 6.30 million pertaining to the preceding year and the year under audit. This employee has been suspended after investigation by the management. The Company has withheld his terminal benefits and it is estimated that the amount misappropriated may exceed the terminal benefits due to the employee. The Company has filed police complaint for this matter and the police investigation is under process. The Company is also adequately covered by fidelity insurance cover; and upon finalisation of the police investigation, the Company will file for insurance claim.

52. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. The Ministry of Labour and Employment ('Ministry') has issued draft of the Code on Social Security (Central) Rules, 2020 on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. Taking cue from proposed amendment, the Group has since increased basic salary from 40% to 50% w.e.f 01 June 2021 for selected employees so as to align with the Code. The Group has assessed the impact of the other clauses of the Code and has not observed any material impact which could affect wage cost once the Code becomes effective.

53. Foreign currency balances

(a) Payable balances include an amount of Rs. 118.00 million payable in foreign currency due for more than six months. The Group is in the process of discussing with AD/Reserve Bank of India for remitting/regularizing the same, and is of the view that adjustments, if any, arising as a result of such remittances (which are not expected to be material) would be made in the financial statements, as they arise.

(b) Trade receivables includes an amount of Rs. 59.65 million recoverable from various debtors in foreign currencies due for more than nine months. The Group is in the process of discussing with AD/Reserve Bank of India for receiving/regularizing the same, and is of the view that adjustments, if any, arising as a result of such inward remittances (which are not expected to be material) would be made in the financial statements, as they arise.

54. Other statutory information

(i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act 1988 and rules made thereunder.

(ii) Disclosure in relation to struck off companies is as below:

Customer/Vendor Name	Nature of Relationship	As at 31 March 2022	Expenses incurred during the year	Amount paid during the year	Written Back	As at 31 March 2023
Pansuriya Logistics Private Limited	Vendor	-	0.12	0.12	-	-
Roadways Cargo Carriers Private	Vendor	-	0.05	0.05	-	-
Highway Roadlines Private Limited	Vendor	0.01	-	-	0.01	-
Parikh Inn Private Limited	Vendor	-	0.00	0.00	-	-

(iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

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

(vi) The Group have not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax

(viii) The Group has used the borrowings from banks and financial institution for the specific purpose for which it was taken.

55. Previous year figures have been regrouped and rearranged wherever necessary to conform to current year's classification.

56. Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in these Consolidated Ind AS Financial Statements have been rounded off or truncated as deemed appropriate by the management of the Group.

The accompanying notes form an integral part of the Consolidated Financial Statements
As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountant
ICAI Firm Registration No. 101049W/E300004

For and on behalf of the Board of Directors
CJ Dard Logistics Limited

Sd/-
per Yogesh Midha
Partner
Membership No. 094941

Sd/-
Krishan Kumar Agarwal
(Chairman and Managing Director)
DIN: 00151179

Sd/-
Junhun Baig
(Whole Time Director)
DIN: 09268841

Sd/-
Jahee Lee
(Chief Financial Officer)

Sd/-
Apoorva Kumar
(Company Secretary)
FCS: 4905

Place: New Delhi
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023

Place: Gurugram
Date: June 28, 2023