

BOARDS' REPORT

To,

The Members of
BRACE PORT LOGISTICS LIMITED
(Formerly known as BRACE PORT LOGISTICS PRIVATE LIMITED)

Your directors have pleasure in presenting the 4th Boards' Report of the company, together with the Audited Accounts for the financial year ended 31 March 2024.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS:

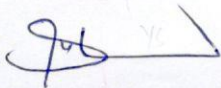
Particulars	Year ended 31 st March, 2024 (Amount in Rs. Lakh)	Year ended 31 st March, 2023 (Amount in Rs. Lakh)
Net Sales/Income from Business Operations	5500.43	7045.35
Other Income	24.16	48.31
Total Income	5524.49	7093.66
Less: Expenses	4867.35	6259.74
Profit before Depreciation and extraordinary items	657.24	833.92
Profit before tax	657.24	833.92
Less: Current Income Tax	177.66	222.15
Less: Deferred Tax expense/(income)	-5.87	1.24
Net Profit after Tax	485.45	610.53
Transfer to General Reserves	0	0
Earnings per share (Basic) in Rs	5.88	7.40
Earnings per Share(Diluted) in Rs.	5.88	7.40

Your directors are hopeful for the bright future of the Company in the years to come.

TRANSFER TO RESERVES




During the financial year under review, the company has not transferred any amount to the general reserves.

BRIEF DESCRIPTION OF THE COMPANY'S AFFAIR





GST : 07AAJCB4185B1ZU
CIN : U63030DL2020PLC372878

+91 11 41729003 
info@braceport-logistics.com 
A-182, Road No. 4, Street No. 5, Mahipalpur Ext.
New Delhi - 110037, INDIA 

The Company is engaged in business of General Sales Agent, Dispatch Services, Crew Logistics, Flight Supervision, Jet Flight ,Ticketing Agent, Booking Agent, Travel Agents, Tourist Agents, Cargo Agent, Freight Forwarding Agent for Import and Export Cargo, Custom House Clearing Agent and the business for promotion of tourism inside and outside India in all its branches and contract, sub-contract and to facilitate travelling by aeroplanes for any or fixed period or for particular journeys, Voyages and flights.

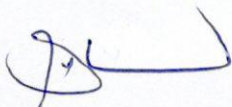
During the Financial Year 2023-24, your Company has managed the affairs in a fair and transparent manner and there was no change in the business of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are following changes /events have been taken place in the Company:

1. Pursuant to the conversion from Private Company to Public Company, the name of the Company has been changed from "BRACE PORT LOGISTICS PRIVATE LIMITED" to "BRACE PORT LOGISTICS LIMITED" as on July 10, 2023 vide Special Resolution passed in the Extra-Ordinary General Meeting of the Company and due to change of name, the Company has Altered Memorandum of Association and Article of Association of the Company.
2. The Registered office of the Company have been shifted to A-182, Mahipalpur Extension, 5, Road No 4, South Delhi, New Delhi, 110037 w.e.f. 06.06.2023.
3. The Company has proposed to raise funds from public and authorized to issue Initial Public offer (IPO) and appointed M/s. Holani Consultant Pvt. Ltd as Lead Manager of the IPO.
4. The Company has also taken approval to borrow funds pursuant to the provisions of Section 180(1)(C) of the Companies Act, 2013, not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only).
5. To issue and allotted Bonus Shares of Rs. 7,50,00,000 (Seven Crore Fifty Lakhs only) out of free reserves, and/ or and other permitted reserve/ profit of the Company.
6. There are also change in Board of Directors of the Company details of which has been part of this Board report at Directors and KMPs.
7. The Authorized share capital of the Company increased from Rs. 7600000/- (Rupees Seventy-Six Lacs) divided into 760000 Equity Shares of Rs. 10/- each to 15,00,00,000/- (Rupees Fifteen Crores) divided into 15000000 Equity Shares of Rs 10/- each in Extra-ordinary General Meeting held on April 24, 2023.

During the year under review, the aforesaid events occurred in the FY 2023-24 in the company. However, the Company had declared an Interim Dividend to the Existing shareholders of the Company of Rs 1.25/- per share out of the



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reserves and surplus of the Company for the financial year 2024-2025 on equity shares and M/s. GIRISH MANGLA & CO. has been resigned from the post of the statutory Auditor of the Company w.e.f. 01.04.2024 and in place of him M/s Bhagi Bhardwaj Gaur & Co., Chartered Accountants (FRN: 007895N) appointed as statutory auditors of the company, these two events have been occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

CHANGE IN SHARE CAPITAL

During the year under review, the Company has issued 7500000 Bonus shares of INR 10/- each as fully paid bonus shares in proportion of 10:1 and also authorized share capital has been increased from Rs. 7600000/- to Rs. 150000000/-.

SHARE CAPITAL

The Company's Equity Share Capital position as on March 31, 2024 is as follows: -

	Authorized Share Capital			Issued, Subscribed and Paid Share Capital		
	No. of Shares	Face Value (Rs.)	Amount (Rs.)	No. of Shares	Face Value (Rs.)	Amount (Rs.)
Equity	15000000	10	150000000	8250000	10	82500000
Total			150000000	Total		82500000

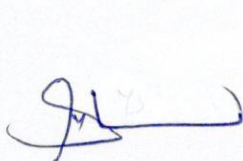
(i) Issue of equity shares with differential rights

Board of Directors informed that the Company has not issued any equity shares with differential rights during the financial year as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

(ii) Issue of sweat equity shares




Board of Directors informed that the Company has not issued sweat equity shares as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

(iii) Issue of employee stock options





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Board of Directors informed that the Company has not issued any employee stock options provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

Provision of money by the Company for purchase of its own shares by employees or by trustees for the benefit of employees.

Board of Directors informed that the Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014.

(iv) Issue of Shares on Private Placement Basis

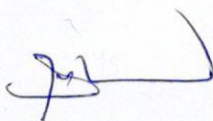
Board of Directors informed that the Company has not issued any equity shares on private placement basis during the financial year as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)


Your Company's Board is duly constituted which is in compliance with the requirements of the Companies Act, 2013, and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom and experience commensurate to the scale of operations of your Company.


There are changes in composition of Board of Directors during the financial year ended on March 31, 2024 which indicates continuity of your Board. The Board of the Company consists of following directors which as follows:

DIN	NAME	DESIGNATION
00520359	Mr.Yash Pal Sharma	Director
06501856	Mr.Tarun Sharma	Director
08952681	Mr.Sachin Arora	Managing Director
08952682	Mr.Rishi Trehan	Whole Time Director
09018796	Mr.Himanshu Chhabra	Director
09018800	Mr.Rohit Sehgal	Director
10306147	Ms. Gunjan Kayastha Agarwal	Director
06398960	Ms. Megha Aggarwal	Director
10192017	Mr. Deepak Sonthaliya	Director
ADNPN8593K	Mr. Radhakrishnan Pattiyil Nair	CFO
BLMPV9769B	Ms. Megha Verma	Company Secretary






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Apart of above, Mr. Radhakrishnan Pattiyil Nair appointed as Chief Financial Officer of the Company and Ms. Megha Verma, appointed as Company Secretary of the Company on 20.05.2023.

MS. Megha Aggarwal, also appointed as Additional Director in the category of Non- Executive Independent Director of the Company on 05.09.2023. She has also been regularized in the AGM of the Company.

Mr. Deepak Sonthaliya appointed as Additional Director of the Company w.e.f. 06.06.2023 in the category of Non- Executive Independent Director and has been regularized as Director in the category of Non- Executive Independent Director in Extra-Ordinary General Meeting held on 10.07.2023 and Mr. Sanjay Khare appointed as Additional Director of the Company w.e.f. 08.08.2023 in the category of Non- Executive Independent Director and has been regularized as Director in the category of Non- Executive Independent Director in Extra-Ordinary General Meeting held on 25.08.2023. Mr. Sanjay Khare has been resigned w.e.f. 20.10.2023.

Mr. Sachin Arora has been appointed as Managing Director of the Company w.e.f. 08.08.2023 for the period of five years up to 07.08.2028 and Mr. Rishi Trehan has been appointed as Whole Time Director of the Company w.e.f. 08.08.2023 for the period of five years up to 07.08.2028.

Ms. Gunjan Kayastha Agarwal appointed as Additional Director of the Company w.e.f. 20.11.2023 in the category of Non- Executive Independent Director and has been regularized as Director in the category of Non- Executive Independent Director in Extra- Ordinary General Meeting held on 28.11.2023.

Pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Yash Pal Sharma (DIN: 00520359), directors, is liable to retire by rotation at the ensuing AGM of the Company and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.

Brief details of Mr. Yash Pal Sharma (DIN: 00520359), is given in the Notice of ensuing AGM.




COMMITTEES OF THE BOARD

The Board of Directors have constituted the following Committees in order to effectively deliberate its duties under the Act

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee;



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NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

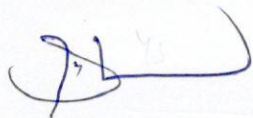
The Board of Directors met **19 times** during the financial year ended 31st March, 2024 in accordance with the provisions of the Companies Act, 2013 and rules made there under and the gap between any two consecutive meetings has not exceeded 120 days.

S.NO.	DATE OF BOARD MEETING
1	01.04.2023
2	20.04.2023
3	20.05.2023
4	05.06.2023
5	06.06.2023
6	28.07.2023
7	08.08.2023
8	23.08.2023
9	06.09.2023
10	11.09.2023
11	25.09.2023
12	26.09.2023
13	27.09.2023
14	28.09.2023
15	29.09.2023
16	20.10.2023
17	20.11.2023
18	23.11.2023
19	03.01.2024

During the year under review, CSR Committee meeting was held on: 23.11.2023




During the year under review following Extra Ordinary General Meeting have been held: 24.04.2023, 10.07.2023, 25.08.2023 and 28.11.2023.

During the year under review, annual general meeting was held on 27.09.2023.





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ATTENDANCE OF DIRECTORS

Name of Director	Number of meetings entitled to attend	Number of meetings attended
Mr. Yash Pal Sharma	19	19
Mr. Tarun Sharma	19	19
Mr. Sachin Arora	19	19
Mr. Rishi Trehan	19	19
Mr. Himanshu Chhabra	19	19
Mr. Rohit Sehgal	19	19
Ms. Gunjan Kayastha Agarwal	2	0
Ms. Megha Aggarwal	10	10
Mr. Deepak Sonthaliya	14	14

DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and comply with the Code for Independent Directors as specified under Schedule IV of the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

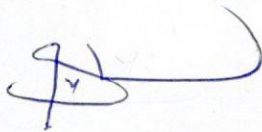
The particulars of loans, guarantees or investments made during the Financial Year 2023-24, if any, have been disclosed in the notes attached to and forming part of the Financial Statements of the Company prepared for the Financial Year ended March 31, 2024, as per the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013.

DIVIDEND

During the year under review, the Board of Directors of company has not recommended any dividend.




TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF)





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DEPOSITS

The Company has neither accepted nor renewed any deposits as covered under Chapter V of the Act during the financial year under review.

STATUTORY AUDITORS

M/s. GIRISH MANGLA & CO. has been resigned from the post of the statutory Auditor of the Company w.e.f. 01.04.2024 and in place of him M/s Bhagi Bhardwaj Gaur & Co., Chartered Accountants (FRN: 007895N) appointed as statutory auditors of the company for conducting Audit for the FY 2023-24. The Board of Directors has proposed the appointment of M/s Bhagi Bhardwaj Gaur & Co., Chartered Accountants (FRN: 007895N) for the five FY in the ensuing Annual General Meeting of the Company.

AUDITORS' REPORT

The observations of Auditors in their Report, read with the relevant notes to accounts are self-explanatory. There are no qualifications, observations or adverse remarks which require comments of Board of Directors and require further explanations.

COST AUDITOR

The provisions of Section 148 of Companies Act, 2013 and the provisions of the notification dated 30-06-2014 are not applicable to the Company.

INTERNAL AUDITORS

As per provisions of sections 138 of Companies Act, 2013 and the Rules under Companies (Accounts) Rules, 2014, the Company is not required to appoint internal auditors.

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

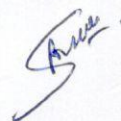
The statement relating to particulars in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo under the Companies Act 2013 is given in **Annexure I** and forms part of this Report.

RESEARCH & DEVELOPMENT




R & D activities of the Company are focused specifically on development of curriculum based digital content. This requires continuous research and development, adoption of new and more efficient technologies and innovation.

(i) Benefits derived as a result of the above R&D

Content created by us enables better learning and enhanced profit.



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(ii) Future Plan of Action Aggressive growth

(iii) Expenditure on R&D: NIL

PARTICULARS OF HOLDING, SUBSIDIARY, ASSOCIATE AND JOINT VENTURE

HOLDING COMPANY:

The Company has a Holding company detail of which are given below:

S.No	Name of the Company	CIN/GLN	Holding/ Subsidiary/Associate/Joi nt Venture	% of Shares Held
1.	SKYWAYS AIR SERVICES PVT LTD	U74899DL1984PTC01966 6	Holding Company	69.99%

SUBSIDIARY COMPANY:

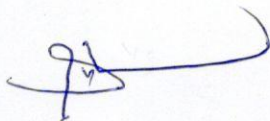
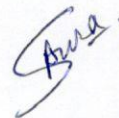
Your Company does not have any Subsidiary Company and there was no change in this position during the Financial Year 2023-24.

ASSOCIATE COMPANY:




Your Company does not have any Associate Company and there was no change in this position during the Financial Year 2023-24.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the Financial year under review, the company has entered into related party transactions prescribed under Section 188 of the Companies Act, 2013. Therefore, Form AOC -2 is required to attach this report as **Annexure II**.


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RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The internal financial controls with reference to the Financial Statements are adequate in the opinion of the Board of Directors.

Also, the Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

During the Financial Year 2023-24, such controls were tested and no reportable material weakness in the design or operation was observed.

VIGIL MECHANISM

The provisions of Vigil Mechanism of the Companies Act, 2013 do not apply to the Company.

CORPORATE SOCIAL RESPONSIBILITY

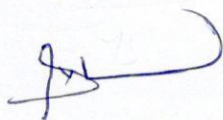
During the year under review, the Company has spent 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility (CSR) details of which has been mentioned in the financial statement of the Company for the FY 2023-24.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY

The annual report on CSR including a brief outline of the CSR Policy and the activities undertaken during the year under review is enclosed as **Annexure-3** to this Report. The CSR POLICY and CSR PROJECTS approved by the Board are enclosed as Annexure 3(i) and Annexure 3(ii) which may also accessed at: www.braceport-logistics.com.

WEB ADDRESS

Pursuant to Section 134 (3) (a) of the Act, the annual return for Financial Year 2024 prepared in accordance with Section 92(3) of the Act is made available on the website of the Company and can be accessed by using the link: www.braceport-logistics.com.



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FRAUD REPORTED BY THE AUDITOR UNDER SUB SECTION (12) OF SEC 143 OF COMPANIES ACT.

There is no fraud reported by the Auditor under sub section (12) of sec 143 of companies act during the financial year 2023-24.

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year under review.

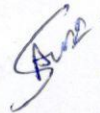
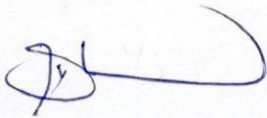
DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the year under review, it has been observed that there is no difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof hence, this provision is not applicable to the Company.




DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) 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.



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

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2023-24.

OBSERVANCE OF THE SECRETARIAL STANDARDS

The Directors state that proper systems have been devised to ensure compliance with the applicable laws. Pursuant to the provisions of Section 118 of the Act, 2013 during FY 2023, the Company has adhered with the applicable provisions of the Secretarial Standards ("SS-1" and "SS-2") relating to 'Meetings of the Board of Directors' and 'General Meetings' issued by the Institute of Company Secretaries of India ("ICSI") and notified by MCA.

ACKNOWLEDGEMENTS

Your directors would like to place on record their deep sense of gratitude to Shareholders and Stakeholders. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By order of the Board of Directors
BRACE PORT LOGISTICS LIMITED






SACHIN ARORA
Managing Director
DIN: 08952681



YASH PAL SHARMA
Director
DIN: 00520359

Place: New Delhi
Date: 11/07/2024

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Annexure-1

ANNEXURE TO BOARDS' REPORT (2023-24)
BRACE PORT LOGISTICS LIMITED

Information as per Section 134(3) (m) read with Rule 3 of Companies (Accounts) Rules 2014.
Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) Conservation of Energy:

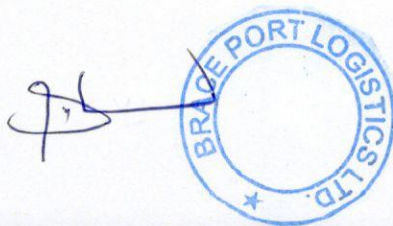
Steps taken for conservation	The Company has already been taken whenever possible to conserve energy.
Steps taken for utilizing alternate sources of energy	Not required owing to business activities.
Capital investment on energy conservation equipments	Not required owing to business activities.

b) Technology Absorption:

Efforts made for technology absorption	The initiative measures have been taken by the company.
Benefits derived	Nil
Expenditure on Research & Development, if any	Nil
Details of technology imported, if any	Nil
Year of import	Nil
Whether imported technology fully absorbed	Nil
Areas where absorption of imported technology has not taken place, if any	Nil




c) Foreign Exchange Earnings/ Outgo:

Earnings	2714.39Lacs/-
Outgo	504.54 Lacs/-



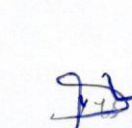
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By order of the Board of Directors
BRACE PORT LOGISTICS LIMITED


SACHIN ARORA
Managing Director
DIN: 08952681


YASH PAL SHARMA
Director
DIN: 00520359

Place: New Delhi
Date: 11/07/2024

Annexure- 2

FORM NO. AOC-2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

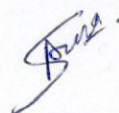
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transaction not at arm's length basis: NIL
2. Details of material contracts or arrangements or transaction at arm's length basis




Name of related party and nature of relationship	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONS HAVE SIGNIFICANT INFLUENCE
	1. Skyways Air Services Pvt. Ltd. a. Services Received-Rs. 1552.43 Lacs



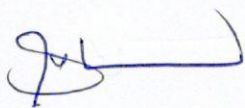




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	<p>b. Services Provided - Rs. 164.90 Lacs</p> <p>c. Reimbursement paid- Rs. 7.35 Lacs</p> <p>2. Phantom ExpressPvt. Ltd.</p> <p>Services Received- Rs. 14.52 Lacs</p> <p>3. Skyways SLS Logistics GMBH</p> <p>Services Provided- Rs. 96.91 Lacs</p> <p>4. Forin Container Line Private Limited</p> <p>a. Services Received - Rs. 212.86 Lacs</p> <p>b. Services Provided - Rs. 1.47 Lacs</p> <p>5. Surgeport Logistics Private Limited</p> <p>Services Provided - Rs. 466.24 Lacs</p> <p>6. Skart Global Express Private Limited</p> <p>a. Services Received - Rs. 13.04 lacs</p> <p>7. RIV Worldwide Limited</p> <p>a. Services Received -Rs. 2.73 lacs</p> <p>8. Skyways SLS Logistik Company Limited (Vietnam)</p> <p>a. Services Received -Rs. 19.76 lacs</p> <p>9. Skyways SLS Cargo Services LLC (Dubai-UAE).</p> <p>a. Services provided -Rs. 610.38 lacs</p> <p>10. Skyways SLS Logistik Co Ltd (Hong Kong)</p> <p>a. Services received-Rs. 154.58 lacs</p> <p>b. Services provided-Rs. 125.33 lacs</p> <p>11. Bolt Freight INC</p> <p>a. Services provided-Rs. 5.09 lacs</p> <p>12. Rahat Continental Private Limited</p> <p>a. Services provided- Rs. 257.91 lacs</p> <p>13. Sgate Tech Solutions Private Limited</p> <p>a. Software maintenance - Rs. 0.11Lacs</p> <p>b. Purchase of intangible assets Rs.2.89Lacs</p> <p>c. Professional charges - Rs. 0.94 Lacs</p>
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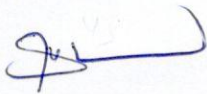
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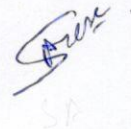
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	<p>RELATIVE OF KMP AND KMP</p> <p>1. Mr. Love Kumar Trehan a. Salary – Rs. 1.88 Lacs</p> <p>2. Mr. Tejinder Kaur a. Salary – Rs. 1.88 Lacs</p> <p>3. Ms. Sarla Arora a. Salary – Rs. 1.00 Lacs</p> <p>4. Mr. Radhakrishnan Pattiyill Nair a. Salary – Rs. 10.87 Lacs</p> <p>5. Ms. Megha Verma a. Salary – Rs. 2.63 Lacs</p> <p>6. Mr. Sachin Arora a. Salary – Rs – 34.32 Lacs</p> <p>7. Mr. Rishi Trehan a. Salary – Rs – 30.56 Lacs</p> <p>OTHERS</p> <p>1. Zeal Global Services Limited a. Services Received – Rs. 361.34 Lacs b. Services provided – Rs. 251.60 Lacs</p> <p>2. Pradhaan Air Express Private Limited a. Services Received – Rs. 427.42 Lacs</p>
Nature of contract/arrangement	Service Received and Service Provided
Duration of contract/arrangement/transaction	As Per Agreement
Salient terms of contracts or arrangement or transaction including the value, if any	NA
Date of approval by the Board, if any	As Per Agreement
Amount paid as advance, if any	-






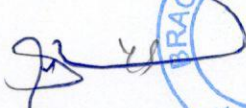
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By order of the Board of Directors
BRACE PORT LOGISTICS LIMITED



SACHIN ARORA
Managing Director
DIN: 08952681



YASH PAL SHARMA
Director
DIN: 09018796

Place: New Delhi
Date: 11/07/2024

Annexure-3

Annual Report on CSR

[Pursuant to Section 134(3)(o) of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

BRACE PORT LOGISTICS LIMITED
(FORMERLY KNOWN AS BRACE PORT LOGISTICS PRIVATE LIMITED)

1. Brief outline on CSR Policy of the Company:

The CSR policy has been instituted based on the Corporate Social Responsibility (CSR) philosophy of your Company and is committed to undertake CSR activities in accordance with the CSR Regulations. Your Company conducts its business in a sustainable and socially responsible manner. This principle has been an integral part of the Company's corporate values and believes that corporate growth and development should be inclusive, and every Company must be responsible and shall contribute towards betterment of the society. Your Company is committed to the safety and health of the employees,



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protecting the environment and the quality of life in all regions in which your Company operates. Donations are made in areas such as the social welfare, Promotion of veganism & vegetarianism, animal welfare and the environment among others.

The CSR activities of the Company are as per the provisions of Schedule VII of the Companies Act, 2013 and CSR Policy gives an overview of the projects and programmes which are proposed to be undertaken by the Company in the coming years.

2. The Composition of the CSR Committee:

Name of the Director	Designation	Nature of Directorship
Deepak Sonthaliya	Chairman	Independent Director
Megha Aggarwal	Member	Independent Director
Sachin Arora	Member	Managing Director

In respect of Monitoring and evaluating of the CSR Policy and amount to be spent, Members of CSR Committee has discussed the matter in its meeting held on 23/11/2023.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

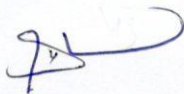
The CSR policy and CSR projects approved by the Board may accessed at www.braceport-logistics.com

4. 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 setoff for the financial year, if any

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1.	2022-23	0	0
2.	2023-24	0	0





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6. Average net profit of the Company for last three financial year as per section 135(5):

Particulars	Amount (in lacs)
FY 2022-23	833.92
FY 2021-22	435.06
FY 2020-21	31.73
Average Net Profit of the Company for last three financial year	433.57

7. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

Particulars	Amount (in lacs)
Prescribed CSR Expenditure (2% Average net profit of the Company for last three financial year as per section 135(5))	8.67
Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0
Amount required to be set off for the financial year, if any	0
Total CSR obligation for the financial year (7a+7b-7c)	8.67

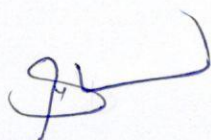
8. Details of CSR spent during the financial year:


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

Total Amount Spent	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
900000	NIL	NIL	NIL	NIL	NIL




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

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





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Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local are a (Yes/No)	Location of the project		Amount spent for the project (in Rs)	Mode of implementation Direct (Yes/No)	Mode of implementation Through implementing agency	
				State	District			Name	CSR Registration number
1	Mangalam Edu Gate	Education	Yes	DELHI	South West	450000/-	NO	Mangalam Edu Gate	CSR00016282
2	Manav Kalyan Foundation	Education	Yes	DELHI	North East	450000/-	NO	Manav Kalyan Foundation	CSR00007224

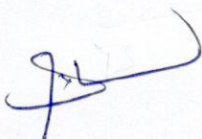
(d) Amount spent in Administrative Overheads: Nil

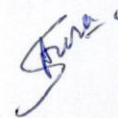
(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 900000/-




(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in lacs)
i.	Two percent of average net profit of the Company as per section 135(5)	8.67
ii.	Total amount spent for the Financial Year	9.00
iii.	Excess amount spent for the financial year [(ii)-(i)]	0
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	0





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

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


11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

By order of the Board of Directors

BRACE PORT LOGISTICS LIMITED






SACHIN ARORA
Managing Director
DIN: 08952681



YASH PAL SHARMA
Director
DIN: 09018796

Place: New Delhi
Date: 11/07/2024

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Annexure - 3(i)

CORPORATE SOCIAL RESPONSIBILITY POLICY(CSR)

*This policy has been instituted based on the Corporate Social Responsibility (CSR) philosophy of **BRACE PORT LOGISTICS LIMITED** and provisions of Section 135 of the Companies Act, 2013, read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time.*

A. CONTEXT:

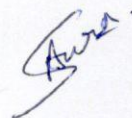
BRACE PORT LOGISTICS LIMITED (herein after called '**the Company**') is committed to undertake CSR activities in accordance with the section 135 and CSR Rules of the Companies Act 2013.

The Company conducts its business in a sustainable and socially responsible manner. This principle has been an integral part of the Company's corporate values and believes that corporate growth and development should be inclusive and every Company must be responsible and shall contribute towards betterment of the society. The Company wishes to commit itself to contribute to the society in ways possible for the organization.




B. DEFINITIONS:

Act	Companies Act, 2013 (as applicable), as amended and modified from time to time;
Areas of Interest/Objective	The focus areas / areas of interest as identified by the Company for implementing CSR goals in accordance with the CSR Regulations and as specified in Schedule I hereto;
Board	Board of Directors of the Company;
Company	BRACE PORT LOGISTICS LIMITED (FORMERLY KNOWN AS BRACE PORT LOGISTICS PRIVATE LIMITED)





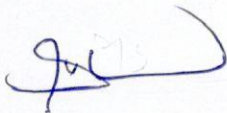
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CSR	Corporate Social Responsibility;
CSR Commitment	In respect of a financial year, shall mean at least 2% (Two Percent) of the average Net Profits of the Company made during the 3 (Three) immediately preceding financial years or such minimum contribution as prescribed under the CSR Regulations, as amended from time to time;
CSR Policy	The CSR Policy of the Company, as amended from time to time;
CSR Regulations	Section 135 of the Act (as amended from time to time), the CSR Rules (as Amended from time to time) and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time collectively;
CSR Rules	The Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time;
Net Profit	Shall have the meaning as prescribed in the CSR Rules;
Organizations	Such organizations including Non-Governmental Organizations ("NGO") as permitted to receive funding in accordance with the CSR Regulations.




C. CSR PROJECTS, PROGRAMMES AND ACTIVITIES:

The Company may undertake various CSR projects, programs and activities from time to time. The Company may also contribute towards any existing or ongoing CSR projects, programs and activities. Such projects, programs and activities will be undertaken keeping in mind the CSR philosophy of the Company and in alignment with the permissible activities under the CSR Regulations. It shall be at the discretion of the Company to undertake, modify, amend, implement and/or cancel CSR projects, programs and activities from time to time as it deems fit.





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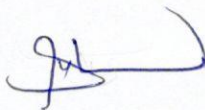
D. FOCUS AREAS:

Without prejudice to the generality of the aforesaid, the Company may (either independently or in collaboration with other entities or by contribution to NGO's) undertake one or more of the following activities under the ambit of CSR:

- (i) **Education:** Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled, by: (i) providing monetary contributions to academic institutions for establishing endowment funds and chairs; (ii) providing, food, vehicles, technology products, mobiles, tablets and other facilities with the objective of assisting students in their studies and also contribute to the NGOs in various manner.
- (ii) **Health Care Activities:** Providing health care for visually impaired and physically challenged, creating awareness programmes, setting up of toilets in villages, helping anganwadies and facilitating them with basic amenities and setting up of mobile health vans for rural areas.
- (iii) **Gender Equality and Empowerment of Women:** Setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and promote measures for reducing inequalities faced by socially and economically backward groups.
- (iv) **Environmental Sustainability:** Ensuring environmental sustainability, ecological balance, promotion of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintenance of quality of soil, air and water.
- (v) **Others:** Any other projects, programs and activities falling within the permissible activities prescribed under the CSR Regulations and Schedule I hereto.

E. MODE OF CARRYING OUT CSR ACTIVITIES:


The Company may carry out the CSR activities either on its own, or through a registered Trust or registered Society or through a Company registered under Section 8 of the Act or through one or more of the modes in such manner as it deems fit. Company may also collaborate with other Companies for undertaking projects, programs and activities






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in such manner as it deems fit and as approved by the Board.

In the event the Company contributes money to the corpus of a Trust/Society/Company, the Board will ensure that:

- (i) The Trust/Society/Company has been created/incorporated exclusively for undertaking CSR Activities or such corpus of such Trust/Society/Company is created exclusively for a purpose relatable to a subject covered under CSR Regulations; and
- (ii) Such Company or Trust or Society shall have an established track record of at least 3 (Three) year in undertaking similar programs or projects
- (iii) The Company shall give preference to CSR activities being carried out in the local areas and are as around which it operates

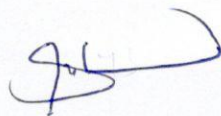
F. COMPOSITION AND RESPONSIBILITIES OF CSR COMMITTEE:

(i) COMPOSITION:

Name of the Director	Designation	Nature of Directorship
Deepak Sonthaliya	Chairman	Independent Director
Megha Aggarwal	Member	Independent Director
Sachin Arora	Member	Managing Director




OBJECTIVES OF THE CSR COMMITTEE FOR CSR:

1. To develop a long-term vision and strategy for CSR activities.
2. To establish process mechanism for the implementation and monitoring the CSR activities in accordance with the CSR Regulations.





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3. To strive for economic development that positively impacts the society at large with a minimal resource foot print.

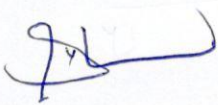
(ii) RESPONSIBILITIES:

To achieve the above objectives, Board of Directors will have, *interalia*, the following roles, powers and responsibilities: -




- i). To formulate a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions there in as and when decided by the Board;
- ii). To identify corporate social responsibility policy partners and corporate social responsibility programmes;
- iii). To formulate an Annual Action Plan in pursuance to the CSR policy;
- iv). To decide the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- v). To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- vi). To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- vii). To perform such other duties and functions as may require the Board of Directors to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred.

G. DECISION MAKING BY THE CSR COMMITTEE:

- (i) The Committee shall act in a manner that is consistent with the provisions contained in this CSR Policy and



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the CSR Regulations.

- (ii) The Committee shall endeavor to arrive at all decisions via consensus of all members. However, on occurrence of any event where the Board is unable to arrive at a consensus, the decision of the Chairperson of the Board shall be final.

H. CSR SPENDING:

- (i) The Company may, in every financial year, spend such amounts on its CSR activities as the Committee may authorize from time to time.
- (ii) Any surplus arising out of CSR projects, programs and activities undertaken by the Company shall not form part of the business profits of the Company.

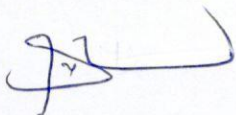
I. MONITORING PROCESS:

Committee shall monitor the implementation of various programs, projects and activities in such manner as it deems fit. Committee shall also determine the manner of submission of information, reports, files, etc. by third parties as a part of the monitoring process. Board shall ensure that a transparent monitoring mechanism is put in place.




In the event the Company wishes to implement the CSR activities undertaken by it through a registered Trust or Society or through a Company registered under section 8 of the Act, a report on the progress made by such Trust/Society/Company is to be submitted on a quarterly basis to the Board for its review and recommendations. The Board shall periodically review the progress made by the Company in implementing the CSR activities undertaken by it.

J. REPORTING:

- (i) The Committees' report shall include an annual report on CSR (containing particulars as required under the CSR Regulations), projects, programs and activities undertaken by the Company in the relevant financial year. The Board shall provide a responsibility statement on the implementation and monitoring of the CSR Policy and that it is in compliance with CSR philosophy of the Company and such statement shall form part of the Board's Report.



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(ii) If the Company fails to spend the prescribed amount on CSR activities, the Board's Report shall specify reasons for not spending the amount.

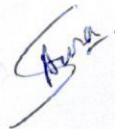
(iii) This policy shall be disclosed on the website on the Company.

K. EFFECTIVE DATE:

The Policy shall be effective from the date of approval of the CSR Committee of the Company.

L. AMENDMENTS:

The Policy may be reviewed and amended from time to time by the CSR Committee.

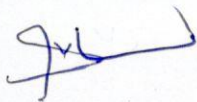


SCHEDULE- I




CSR ACTIVITIES TO BE UNDERTAKEN BY THE COMPANY

The CSR shall focus on social, economic and environmental impact. Various activities that can be undertaken by the Company in general under CSR are outlined below. The Company may take up one or more of the below activities as required by applicable laws.

1. Eradicating hunger, poverty and malnutrition, promoting and preventive healthcare and sanitation including contribution to the Swachh Bharat Kosh setup by the Central Government, set-up toilets in villages, management of waste and supporting municipalities for promotion of sanitation and making available safe drinking water.
2. Promotion of education, including special education and employment enhancing vocation skills especially among children, woman, elderly and the differently abled persons and livelihood enhancement projects and providing scholarships for meticulous students, promoting technology and other supporting contribution to the children's by providing tabs/mobiles.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, helping anganwadies and facilitating them with basic necessities, setting up of daycare centers and such other facilities for senior citizens;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources, plantation of trees, maintain green belts across the road, maintaining quality of soil, air and water including contribution to Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga and other lake cleaning initiative to begin with by collaborating with local government, private agencies, semi government bodies, installing air purifier in local and government hospitals.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up of public libraries; promotion and development of traditional arts and handicrafts;



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6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural ports, nationally recognized sports and Paralympics sports and Olympic sports;
8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and welfare of the societies;
9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defense Research and Development Organization (DRDO), Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).];
10. Rural development projects
11. Development of Slum Areas.
12. Disaster management, including relief, rehabilitation and reconstruction activities

By order of the Board of Directors

BRACE PORT LOGISTICS LIMITED






SACHIN ARORA
Managing Director
DIN: 08952681



YASH PAL SHARMA
Director
DIN: 09018796

Place: New Delhi
Date: 11/07/2024

GST : 07AAJCB4185B1ZU
CIN : U63030DL2020PLC372878

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Annexure – 3(ii)

CORPORATE SOCIAL RESPONSIBILITY (CSR) PROJECTS APPROVED BY THE CSR COMMITTEE
(Disclosure under Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021)

The Company has CSR projects, programs and activities as decided by its CSR Committee in accordance with the CSR Policy.

The CSR Committee has the following members who shall monitor and formulate the CSR policy




Name of the Director	Designation	Nature of Directorship
Deepak Sonthaliya	Chairman	Independent Director
Megha Aggarwal	Member	Independent Director
Sachin Arora	Member	Managing Director

For the financial year 2023-24, the amount available for CSR spending was Rs. 900000/-.





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The Company contributed its CSR funds during financial year 2023-24 for the following Project:

Sl. No	Name of the Project	Amount Spent for the Project (in Rs.)
1	Mangalam Edu Gate	4,50,000/-
2	Manav Kalyan Foundation	4,50,000/-

A brief description about the project is given below:

1. Mangalam Edu Gate:

Mangalam Edu Gate is Section 8 Company incorporated under the Companies Act, 1956/2013 in the year of 2004 having its office at 843, ward No. 6, Main Bazar, Mehrauli, New Delhi 110030 having PAN AAJCS3143G and Registered under Section 12A and 80G under the Income Tax Act, 1961. We are also Registered under the Companies Act, 2013 as CSR Organization having approval letter dated 13th October, 2021. Further we would like to inform you that we are running university campus with the brand name of KR Mangalam University located at Sohan Road, Gurugram, Haryana, India. We are having 10+ years educational experience and Campus is spread in approx. 26 Acres area with the World Class amenities and offering 65+ courses of UG/PG and Doctral. During our journey more than 500 companies visited for placement of our students.

2. Manav Kalyan Foundation:




The MANAV KALYAN FOUNDATION, the subject matter of this profile, has been founded by the Mr. UMANG KUMAR SHARMA, which is in time is promoted by an eminent personality in the field of higher education. In view of this promoters have gone in for capacity expansion and aim to increase the education, food, house, medical facilities to the poor. The Chairperson is matured, progressive & experienced businessman with sound financial background. We human beings have witnessed and experience the revolution in the social welfare. We have witnessed the changes in education, food, house and medical treatment from medium education, food, house to highly sophisticated medical treatment, food, house and education.

Objective/Goals

There is scope for establishing education in all important centers in the local area because the area in which the unit will propose to establish, is covered with large population while availability of education is not sufficient to meet out the



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required demand, consequently, people have to go to long way to get education and it is expected that all education made by this unit will be wholly consumable in the local market and nearest areas. The education, house and food is necessary for the living in this time. Education, food, house is very important, without the proper education, food, house, no one would be live as human being.

By order of the Board of Directors

BRACE PORT LOGISTICS LIMITED



SACHIN ARORA
Managing Director
DIN: 08952681



YASH PAL SHARMA
Director
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