

SHIPPING CORPORATION OF INDIA LIMITED	
Registered Office	: Shipping House, 245 Madame Cama Road, Mumbai-400021
CIN	: L63030MH1950GOI008033
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Website	: www.shipindia.com
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**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS
OF
SHIPPING CORPORATION OF INDIA LIMITED**
*(Convened pursuant to Order dated 01st September, 2022 passed by the Hon'ble Ministry of
Corporate Affairs at New Delhi ('MCA'))*

Day	: Tuesday
Date	: October 11, 2022
Time	: 10:30 AM (IST)
Mode of Meeting	: Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
Mode of Voting	: Remote e-voting and e-voting at the Meeting
Venue of Meeting	: Registered Office (Deemed venue for VC)

REMOTE E- VOTING:

Cut-off date	: Thursday, October 6, 2022
Commencing on	: Saturday, October 8, 2022 at 09:00 AM (IST)
Ending on	: Monday, October 10, 2022 at 05:00 PM (IST)

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**BEFORE THE MINISTRY OF CORPORATE AFFAIRS,
SHASTRI BHAWAN, AT NEW DELHI
(Under Section 230- 232 of Companies Act, 2013)**

IN THE MATTER OF:

Section 230 - 232 of the Companies Act, 2013 read along with Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Notification of Ministry of Corporate Affairs Bearing Notification No. G.S.R. 582 (E) dated 13th June, 2017.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN:

Shipping Corporation of India Limited

having its Registered Office at

Shipping House, 245 Madame Cama Road, Nariman Point, Mumbai – 400021.

... (Demerged Company/ Applicant Company 1)

AND

Shipping Corporation of India Land And Assets Limited

having its Registered Office at

Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai– 400021.

... (Resulting Company/ Applicant Company 2)

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF SHIPPING
CORPORATION OF INDIA LIMITED (DEMERGED COMPANY) AS PER THE
DIRECTIONS OF HON'BLE MCA**

To,

**The Equity Shareholders of Shipping Corporation of India Limited (“Demerged Company”/
“The Company”)**

1. **NOTICE** is hereby given that by an Order dated 01st September, 2022 (“**Order**”/“**MCA Order**”), Hon’ble MCA has directed that a meeting of the Equity Shareholders of the Company be convened and held through Video Conferencing or Other Audio-Visual Means (“**VC/OAVM**”), for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement for Demerger of Non-Core Assets (“**Demerged Undertaking**”) of Shipping Corporation of India Limited (Demerged Company) into Shipping Corporation of India Land and Assets Limited (Resulting Company) and with their respective shareholders and creditors (“**Scheme**”/“**Scheme of Arrangement**”) under the provisions of Section 230-232 of the Companies Act, 2013. Accordingly, notice is hereby given that a meeting of the Equity Shareholders of the Company will be held through VC/ OAVM on **Tuesday, October 11, 2022 at 10:30 AM (IST)**. Further, there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic. At such day you are requested to attend the meeting through VC/OAVM.
2. At the said meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being enforce) as may be applicable and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of Ministry of Corporate Affairs New

Delhi (“MCA”) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by MCA or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement for Demerger of “Non-Core Assets” (“Demerged Undertaking”) of Shipping Corporation of India Limited (Demerged Company) into Shipping Corporation of India Land And Assets Limited (Resulting Company) and their respective shareholders and creditors (“Scheme”), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

3. Take further notice that the Equity shareholders shall have the facility and option to vote on the aforesaid resolution for approval of the Scheme by casting their votes (a) through e-voting system available during the meeting to be held virtually, or (b) by remote e-voting during the period as stated below:

Commencement of remote e-voting	Saturday, October 8, 2022 at 09:00 AM (IST)
End of remote e-voting	Monday, October 10, 2022 at 05:00 PM (IST)

4. Take further notice that a person, whose name is recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Thursday, October 6, 2022 (“Cut-off Date”) only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting through VC/OAVM. A person, who is not an equity shareholder as on the Cut-off Date, should treat the notice for information purpose only. The value of the votes cast shall be reckoned and scrutinized with reference to the said Cut-off Date in accordance with the books and records of the Company and where entries in the books are disputed, the Chairman of the meeting shall determine the value for purposes of the said meetings.
5. Copies of the Scheme and of the Explanatory Statement, under Sections 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index are enclosed.
6. Pursuant to the MCA Order dated 01st September, 2022, Shri Sushil Kumar Singh, Joint Secretary, Ministry of Ports Shipping and Waterways has been appointed as the Chairperson of the said meeting. Further, Mr. Atul Mehta, or failing him, Ms. Ashwini Inamdar from M/s Mehta and Mehta, Company Secretaries has been appointed as the scrutinizer of the said meeting of Equity Shareholders of the Company. The Scrutinizer, after the conclusion of e-voting at the Meeting, will unblock the votes cast through remote e- voting and votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company, who shall make a consolidated Scrutinizer’s Report of the total votes cast in favour or against and submit the same to the Chairman of the Meeting. The Company shall declare the results of the Meeting after receipt of the report from the Scrutinizer and submit to the BSE & NSE within two working days. Further, the Chairman shall submit the report to MCA in Form No. CAA 4 verified by an

Affidavit, the result of the Meeting within Seven days from the date of the conclusion of the Meeting.

7. The Scheme of Arrangement, if approved in the aforesaid meeting, will be subject to the subsequent approval of MCA.

Date: 07.09.2022
Place: New Delhi

Sd/-
Shri Sushil Kumar Singh
(Joint Secretary, Ministry of Ports, Shipping and Waterways)
**Chairman appointed pursuant to the MCA Order for the Meeting of
Equity Shareholders of Shipping Corporation of India Limited**

Notes:

1. Pursuant to the MCA Order dated 01st September, 2022 and also MCA vide General Circular No. 3/2022 dated 05.05.2022 extended the requirements provided in General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and General Circular No. 20/2021 dated 08.12.2021, in view of the prevailing Covid-19 pandemic situation, the Meeting of the equity shareholders of the Company is being convened through Video Conferencing / Other Audio-Visual Means (VC) to transact the business set out in the Notice convening this Meeting. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
2. The Notice of the meeting, Explanatory Statement along with accompanying documents mentioned in the index are sent through electronic mode to the equity shareholders whose names appear in the register of members / list of beneficial owners as on Friday, September 2, 2022 as per the records of the Company / Depositories at their respective last known e-mail addresses. The equity shareholders whose email addresses are not registered with the Company / Depositories, can register the same with RTA in case the shares are held in the physical form or with the Depositories if the shares are held in the DEMAT form. The equity shareholders may note that the aforesaid documents are available on the website of the Company and can be accessed / downloaded from: www.shipindia.com/ and website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person, who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.
4. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Applicant Company as on the close of the business hours of Cut-off dates. The shareholders who have acquired the shares of the Applicant Company after sending the notices but before the Cut-off date, can refer the Notices on www.shipindia.com and/or on website of the Stock Exchanges, at www.bseindia.com and www.nseindia.com respectively, and/or on the website of NSDL at www.evoting.nsdl.com and shall be entitled to avail the facility of voting by electronic means only if his name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date.
5. Since this meeting is being held through virtual mode, there will not be any physical attendance of equity shareholders. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting and hence, the proxy form and attendance slip are not annexed hereto. Further, no route map of the venue of the Meeting is annexed hereto, since this meeting is being held through Virtual Mode.
6. In case of joint holders attending the Meeting, only such joint holder whose name is higher in the order of names will be entitled to vote at the Meeting.
7. President of India/Institutional/Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend and vote on their behalf at the Meeting, The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at info@mehta-mehta.com with a copy marked to sci.cs@sci.co.in and evoting@nsdl.co.in.
8. The attendance of the Members attending the Meeting through Virtual Mode will be counted for the purpose of reckoning the quorum under Section 103 of the Act as per the terms of the order of the MCA. Attendance at such meetings shall be recorded in the minutes of the meeting(s) instead of taking physical attendance slips. If due to unforeseen circumstances or due to want of quorum, the meeting of Equity Shareholders cannot be held on the date specified as aforesaid, the Chairman appointed for the meeting shall be empowered to defer or adjourn such meeting and to

- hold such further meeting at subsequent date, if so required and considered appropriate by the Chairman, after giving further notice to Shareholders as deemed appropriate by him.
9. The Members can join the Meeting through Virtual Mode one hour before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e-Voting website at www.evoting.nsdl.com.
 10. As per the provisions of Section 230-232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the equity shareholders of the Company, voting by electronic means, agree to the Scheme.
 11. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting.
 12. This Notice, along with copy of the Scheme of Arrangement and other enclosures is also displayed/posted on the website of the Company: www.shipindia.com, website of E-voting service provider i.e. NSDL at www.evoting.nsdl.com and also on the website of Stock Exchanges i.e., BSE at www.bseindia.com and NSE at www.nseindia.com.
 13. The Notice convening the Meeting in Form CAA-2, the date of dispatch of the Notice along with the Explanatory Statement and other requisite details will be published through advertisement in the following newspapers, namely, (i) Financial Express, English Newspaper; and Loksatta, Marathi Newspaper.
 14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications.
 15. The Chairman of the meeting shall, during and 15 minutes after the conclusion of the meeting, allow voting with the assistance of the Scrutinizer, for all those Equity Shareholders who are present at the meeting and who have not cast their votes by availing the remote e-voting facility.
 16. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker during the period starting from Saturday, October 8, 2022 From 09:00 AM (IST) to Sunday, October 9, 2022 upto 05:00 PM (IST) by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at sci.cs@sci.co.in and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE GENERAL MEETING THROUGH VC ARE AS UNDER:

The remote e-voting period will begin on Saturday, October 8, 2022 from 09:00 AM (IST) and will end on Monday, October 10, 2022 till 05:00 PM (IST). The remote E-voting module shall be disabled by NSDL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, October 6, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. President of India/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in and sci.cs@sci.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Soni Singh) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to sci.cs@sci.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to sci.cs@sci.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for updation of Mobile Numbers, Bank Account and Email addresses.

By following any of the below mentioned process, the shareholders are requested to update their Mobile Numbers, Email addresses and Bank Account Details in order to receive E-Notice and all other electronic communication relating to the conduct of the Meeting.

1. Those shareholders holding shares in the Demat Form can update their Mobile Number, Email addresses and other KYC details with their relevant Depositories through their Depository Participants.
2. Those shareholders holding shares in the Physical Form, are requested to furnish the details of mobile number, email addresses and KYC to the Company's Registrar and Share Transfer Agent (RTA) at following address- Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. Tel: 022 -62638200, Fax:022 62638299 or at Email: investor@bigshareonline.com along with the name of the shareholder, folio number, scanned copy of the share certificate(front and back) and self attested copy of PAN Card.
3. The shareholders holding shares in physical form can update the email id and Mobile Number details on the website of the RTA at <https://www.bigshareonline.com/InvestorRegistration.aspx>

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sci.cs@sci.co.in . The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at sci.cs@sci.co.in from Saturday, October 8, 2022 from 09:00 AM (IST) to Sunday, October 9, 2022 till 05:00 PM (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.shipindia.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Sd/-

Shri Sushil Kumar Singh

(Joint Secretary, Ministry of Ports, Shipping and Waterways)

Date: 07.09.2022

Place: New Delhi

**Chairman appointed pursuant to the MCA Order for the Meeting of
Equity Shareholders of Shipping Corporation of India Limited**

**BEFORE THE MINISTRY OF CORPORATE AFFAIRS,
SHASTRI BHAWAN, AT NEW DELHI
(Under Section 230- 232 of Companies Act, 2013)**

IN THE MATTER OF:

Section 230 - 232 of the Companies Act, 2013 read along with Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Notification of Ministry of Corporate Affairs Bearing Notification No. G.S.R. 582 (E) dated 13th June, 2017.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN:

Shipping Corporation of India Limited

having its Registered Office at

Shipping House, 245 Madame Cama Road, Nariman Point, Mumbai – 400021.

... (Demerged Company/ Applicant Company 1)

AND

Shipping Corporation of India Land And Assets Limited

having its Registered Office at

Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai – 400021.

... (Resulting Company/ Applicant Company 2)

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230(3), 231(1) OF THE COMPANIES ACT, 2013 READ ALONG WITH RULE 3, 5 & 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

1. Pursuant to the Order passed by the Hon'ble Ministry of Corporate Affairs at New Delhi, (the "MCA") dated 01st September, 2022 ("Order"/"MCA Order"), a meeting of the Equity Shareholders of Shipping Corporation of India Limited (**Demerged Company**) is being convened and held through VC/OAVM on Tuesday, October 11, 2022 at 10:30 AM (IST) for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement for Demerger of "Non-Core Assets" (**Demerged Undertaking**) of Shipping Corporation of India Limited (**Demerged Company**) with Shipping Corporation of India Land And Assets Limited (**Resulting Company**) and their respective Shareholders and Creditors ("**Scheme**"/"**Scheme of Arrangement**") under Sections 230 to 232 of the Companies Act, 2013 (the "**Act**") (including any statutory modification or re-enactment or amendment thereof for the time being enforce) read with the rules issued there under. Notice of the said meeting together with the copy of the Scheme along with annexures is sent herewith. This Explanatory statement explaining the terms of the Scheme is being furnished as required under section 102 read with section 230-232 of the Companies Act, 2013.
2. The draft Scheme was placed before the Audit Committee, Independent Directors and Board of Directors of the Demerged Company at their respective meetings held on 3rd August, 2021. In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, the Audit Committee of the Demerged Company vide a resolution passed on 3rd August, 2021 at their meeting recommended the Scheme to the Board of Directors of the Demerged Company, inter-alia, taking into account the, Share Entitlement Ratio Report dated 3rd August, 2021 issued by Mr. Harish Chander Dhamija, Registered valuer and Fairness Opinion dated 3rd August, 2021 issued by Corporate Professionals Capital Private Limited, a SEBI registered Merchant Banker. The Board of Directors of the Demerged Company in its

meeting held on 3rd August, 2021 approved the Scheme, inter alia, based on such recommendation of the Audit Committee Thereafter, the Independent Directors in their meeting dated 03rd August 2022, reviewed and recommended the Scheme approved by the Board of Directors and confirmed that the scheme is not detrimental to the Shareholders of the Company. Subsequently, certain modifications were carried out in the draft scheme in accordance with the directions of the Competent Authorities. The Revised Scheme of Demerger was thereafter approved by the Board of the Demerged Company and Resulting Company at their respective meetings held on 6th May, 2022 and 25th May, 2022 and also by the other Competent Authorities.

3. List of the Companies/Parties involved in the Scheme:

- I. Shipping Corporation of India Limited (“Demerged Company”)
- II. Shipping Corporation of India Land And Assets Limited (“Resulting company”)

4. Details of the Companies involved in the Scheme:

A. SHIPPING CORPORATION OF INDIA LIMITED

a) Shipping Corporation of India Limited (hereinafter referred to as “SCI” or “Demerged Company”) is a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, having CIN L63030MH1950GOI008033 incorporated under the provisions of Companies Act, 1956 on October 2, 1961, by the amalgamation of Eastern Shipping Corporation Limited and Western Shipping Corporation Limited by the order of Government of India. It is having its registered office at ‘Shipping House’, 245, Madame Cama Road, Mumbai-400021 India. It is a widely held listed company, with its equity shares listed on National Stock Exchange of India Limited and BSE Limited.

PAN: AA ACT1524F

Email ID: sci.cs@sci.co.in

- b) SCI is the largest Indian shipping Company. The SCI has substantial interests in various segments of the shipping trade. SCI’s owned fleet includes Bulk carriers, Crude oil tankers, Product tankers, Container vessels, LPG / Ammonia carriers and Offshore Supply Vessels. Sailing through for six decades, SCI today has a significant presence on the global maritime map.
- c) Summary of the main objects of the Demerged company as per its Memorandum of Association are as follows:
- i. To purchase, charter hire or otherwise acquire, sell exchange, let or charter either in India or in any other country or otherwise deal with steam and other ships or vessels of any description with all equipment and furniture, and to establish maintain and operate transport services by water and land between India and other countries of the world for the conveyance of passengers, mails and freight and for any other purpose including the conveyance of troops, carriage of munitions of war, live-stock and other produce, all merchandise and food articles of whatever nature or kind between such ports and places in any part of the world as may seem expedient, also to acquire or obtain any postal and/or other subsidy etc., and generally to establish, maintain and operate lines, or regular services of steamships or other vessels propelled by power or otherwise, on such trades routes and services as may be allotted to the Company by the Government of India.
 - ii. To purchase, take in exchange or otherwise acquire any share or interest in ships, vessels or craft of any description and also shares, stocks and securities of any companies possessed of or interested in any ships or vessels or crafts.
 - iii. To construct, purchase, own, maintain repair, refit, replace, restore, sell or dispose of engines, boilers, machinery, component parts, accessories and fittings, required for ships or vessels of any description or kind.

- iv. To buy, sell prepare for market and deal in rice, cotton, jute, coal timber, oils, lubricants, petrol, fuels of all descriptions, livestock, meat and other merchandise, commodities and produce either for freighting ships and vessels of the company or any other purpose.
- v. To carry on the business of merchants, carriers by land and water, ship owners, ship agents, dock owners, warehousemen, harbingers, barge owners, lighter men, forwarding agents, stevedores, bunkers and ice merchants and refrigerating, storekeepers, and of hotel owners and bus owners in furtherance of or in connection with their business of carriers by land and sea and provide facilities for the carrying on of any of the above business.
- vi. To maintain, operate, renew, replace, repair, improve, alter, break, sell, exchange or let out on hire or charter load on commission or otherwise use, utilize, deal with and dispose of any ships and vessels.
- vii. To demolish, erect, construct, enlarge, alter, replace, repair or maintain factories, buildings and structures of every kind necessary or convenient for the Company's business.
- viii. To manufacture, make and deal in metal, wood and any other products, substances, articles and things of every description and kind.
- ix. To insure the steamships, vessels and other property of the Company and to effect all such insurances in relation to the carrying on of the Company and to effect all such insurances in relation to the carrying on of the Company's business and any risk incidental thereto as may seem expedient and thought fit, to join or become a member of any mutual insurance company or to carry a part of the whole of such insurance risk in connection with the Company's business.

d) The Authorized, Issued, Subscribed and Paid-up Capital of the Demerged Company as on date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital 1,00,00,00,000 Equity Shares of Rs. 10/- Each	10,00,00,00,000.00
Issued, Subscribed and Paid up Share Capital 46,57,99,010 Equity Shares of Rs. 10 each	4,65,79,90,100.00
Total	4,65,79,90,100.00

e) There is no change in the name, registered office and objects of the Demerged Company in the last five years.

f) Details of the present promoters and directors of the Demerged Company are as follows:

• **Promoters**

S. No.	Name	Address
1.	The President of India	Museum President's Secretariat Rashtrapati Bhawan, President's Estate, New Delhi, Delhi 110004

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Binesh Kumar Tyagi	Chairperson and Managing Director	08966904	Flat No. 151, Jolly Maker- III, Varuna Premises Hsg Society, 119, Cuffe Parade Mumbai, Maharashtra-400005
2.	Sanjay Kumar	Government Nominee Director	08683335	C-10, 10 Floor, Block Number 10, New Moti bagh, Sarojni Nagar, Delhi-110023
3.	Vikram Singh	Government Nominee Director	09191857	C-11/14, Schedule-B, President Estate, Rashtrapati Bhawan, Delhi-110004
4.	Atul Ubale	Executive Director	08630613	Flat No.30, Lotus Court, 196 Janshedji Tata Road, Churchgate, Mumbai, Maharashtra-400020
5.	Prabir Kumar Gangopadhyay	Executive Director	09310988	Flat No. 19, Rajhans CHS, 7 th Floor, No.6, Dongarshi Rd, Malabar Hill, Mumbai, Maharashtra-400006
6.	Vikram Dingley	Executive Director	09515547	133, Persepolis, G.D. Somani Marg, Opp. G. D. Somani School, 100 Cuffe Parade Colaba, Mumbai, Maharashtra-400005
7.	C. I. Acharya	Executive Director	09611434	Anand, 10, Vishwabharti Society, Juhu Lane, Near Shreeram School, Andheri (West), Mumbai, Maharashtra - 400058
8.	Pramod Kumar Panda	Independent Director	08150489	HIG 1/75, BDA Colony, Kapilaprasad, Lingraj Road Railway Station, Bhubaneswar, Khorda, Orissa-751002
9.	Gulabbhai Lakhubhai Rohit	Independent Director	08916645	992-3, Rohitwas, Naroli, Naroli(CT), Naroli, Dadra & Nagar Haveli-396235
10.	Shreekant Tejappa Pattar	Independent Director	09427418	Salawadagi Muddebihal Bijapur, Karnataka-586214
11.	Nageswara Pramod Chakravarthy Kalla	Independent Director	09427415	Plot No 59, Ashok Nagar, Pothinamallayapalem Visakhapatnam, Andhra Pradesh-530041
12.	Anil Kumar Misra	Independent Director	09427416	3/2, New Teachers Colony, 3A/50 Nawabganj, Kheora,

				Kanpur, Uttar Pradesh -208002
13.	Arunima Dwivedi	Independent Director	094274 17	H. No. 9A, Gali No. 2, Lakhpat Colony Part -1, Mithapur Ext. Jaitpur, Delhi-10044

- g) As on 31.12.2021, the amount due to the Secured Creditors of Demerged Company is Rs. 1,306,14,07,491.60/- (Rupees One Thousand Three Hundred Six Crores Fourteen Lacs Seven Thousand Four Hundred Ninety One and Sixty paisa) and to unsecured creditors is Rs. 29,841,373,997.72/- (Rupees Two Thousand Nine Hundred Eighty Four Crores Thirteen Lacs Seventy Three Thousand Nine Hundred Ninety Seven and Seventy Two Paisa).

B. Shipping Corporation of India Land And Assets Limited

- a) Shipping Corporation of India Land and Assets Limited (herein after referred to as “SCILAL” or Resulting Company or Applicant Company 2) is a government Company within the meaning of section 2(45) of the Companies Act, 2013 bearing CIN U70109MH2021GOI371256, incorporated under the provisions of Companies Act, 2013 on 10th November, 2021. The registered office of the Resulting Company is presently situated at ‘Shipping House’, 245, Madame Cama Road Nariman Point Mumbai – 400021.
PAN: ABHCS2643E
Email: sci.cs@sci.co.in
- b) It has been incorporated with the object of holding and disposing the Non-core Assets of Demerged Company distinct from the disinvestment transaction. The Resulting Company is wholly owned subsidiary of Demerged Company. However, once the scheme becomes effective, the Resulting Company will have a replica shareholding of the Demerged Company and thereafter it shall function as an Independent Listed Company.
- c) Summary of the main objects of the Resulting company as per its Memorandum of Association are as follow:
- i. To sell, dispose, acquire, manage, improve, develop, hold by purchase, lease, exchange or otherwise and to sell, alienate, dispose of lands, estates, buildings, easements, hereditaments, flats, houses, halls, godowns, tenements, factories, dwelling houses or any other moveable or immovable properties of any tenure or description and any estate or interest therein or rights connected therewith.
 - ii. To purchase, charter hire or otherwise acquire, sell exchange, let or charter either in India or in any other country or otherwise deal with steam and other ships or vessels, of any description with all equipment and furniture, and to establish maintain and operate transport services by water and land within India as well as between India and other countries of the world for the conveyance of passengers, mails and freight and for any other purpose including the conveyance of troops, carriage of munitions of war, live-stock, corn and other produce, all merchandise and food articles of whatsoever nature or kind between such Ports and places in any part of the world as may seem expedient, also to acquire or obtain any postal and/or other subsidy etc., and generally to establish, maintain and operate lines, or regular services of steamships or other vessels propelled by power or otherwise, on such trades routes and services as may be allotted to the Company by the Government of India.
 - iii. To purchase, take in exchange or otherwise acquire any share or interest in ships, vessels or craft of any description and also shares, stocks and securities of any companies possessed of or interested in any ships or vessels or craft.

- iv. To construct, purchase, own, maintain repair, refit, replace, restore, sell or dispose of engines, boilers, machinery, component parts, accessories and fittings, required for ships or vessels of any description or kind.
- v. To buy, sell prepare for market, and deal in rice, cotton, jute, coal timber, oils, lubricants, petrol, fuels of all descriptions, live stocks, meat and other merchandise, commodities and produce either for freighting ships and vessels of the Company or any other purpose.
- vi. To carry on the business of merchants, carriers by land and water, ship-owners, ship agents, dock owners, warehousemen, wharfingers, barge owners, lightermen, forwarding agents, stevedors, bunkerers and ice merchants and refrigerating storekeepers, and of hotel owners and bus owners in furtherance of or in connection with their business of carriers by land and sea and provide facilities for the carrying on of any of the above business.
- vii. To carry on the business of shipbuilders and repairers and refiners and vendors of ships and vessels and/or repairers of engines, boilers, machinery and any other parts required for ships and vessels and to instruct and maintain for the use of the Company or for letting out on hire or for doing repair or other work for others graving and other docks and other conveyances for the building, repairing or docking of ships and other vessels and to aid in or contribute to the construction of any such works.

d) The Authorized, Issued, Subscribed and Paid-up Capital of the Resulting Company as on date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital 50,000 Equity Shares of Rs. 10 Each	5,00,000.00
Issued, Subscribed and Paid up Share Capital 10,000 Equity Shares of Rs. 10 each	1,00,000.00
Total	1,00,000.00

e) There is no change in the name, registered office or object of the Resulting Company since incorporation.

f) Details of the present promoters and directors of the Resulting Company are as follows:

- **Promoters**

S. No.	Name	Address
1.	Shipping Corporation of India Limited	Shipping House, 245 Madam Cama Road, Nariman Point, Mumbai, Maharashtra, 400021

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Binesh Kumar Tyagi	Chairman and Managing Director	08966904	Flat No. 151, Jolly Maker- III, Varuna Premises Hsg Society, 119, Cuffe Parade Mumbai, Maharashtra-400005
2.	Sanjay Kumar	Government Nominee Director	08683335	C-10, 10 Floor, Block Number 10, New Moti Bagh, Sarojni Nagar, Delhi-110023
3.	Vikram Singh	Government Nominee Director	09191857	C-11/14, Schedule-B, President Estate, Rashtrapati Bhawan, Delhi-110004
4.	Rajiv Jalota	Government Nominee Director	00152021	7 North End, M L Dahanukar Road, Behind Jaslok Hospital, Cumballa Hill, Mumbai, Maharashtra - 400026
5.	Amitabh Kumar	Government Nominee Director	08452929	Flat No. 8, Boman K B Marg, Mere Weather Rd, Fosbery House, Behind Taj Hotel, Mumbai, Maharashtra-400001
6.	Vinit Kumar	Government Nominee Director	07990215	F-78, Railway Officers Flats, Wode House Road, Near Mantralaya, Badhwar Park, Colaba, Colaba, Mumbai, Colaba, Maharashtra, 400005

g) As on 31.12.2021, there are no Secured and Unsecured creditors in the Resulting Company.

5. Relationship between Demerged company and resulting Company

Resulting Company is a wholly owned subsidiary of the Demerged Company.

6. Details of the of the Board meeting at which the proposed Scheme was approved by the Board of Directors of the Demerged Company and Resulting Company including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

For Demerged Company:

Date of the Board meeting at which the Scheme was approved by the Board of directors: 3rd August, 2021.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	H K Joshi	Voted in favour
2	Sanjay Kumar	Voted in favour
3	Vikram Singh	Absent
4	Mavjibhai Sorathia	Voted in favour

5	Pramod Kumar Panda	Voted in favour
6	Atul Uable	Voted in favour
7	Binesh Kumar Tyagi	Voted in favour

For resulting company:

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 16th November, 2021.

S.No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	H K Joshi	Voted in favour
2	Atul Ubale	Voted in favour
3	Binesh Kumar Tyagi	Voted in favour
4	Prabir Kumar Gangopadhyay	Voted in favour

7. Approvals Required

For the purpose of giving effect to the proposed Scheme, following approvals are required:

S. No.	Particulars	Status of Approval/NOC
1.	Ministry of Ports, Shipping and Waterways	Received
2.	SEBI through Stock Exchanges	BSE Limited was appointed as the designated Stock Exchange by the Applicant Company for the purpose of coordinating with SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 rd November, 2021. The Applicant Company has received Observation letters regarding the Scheme from BSE Limited (BSE) and from National Stock Exchange of India Ltd (NSE) dated 2 nd March, 2022. There are no adverse observations made by BSE and NSE. Copy of the Observation letter received from BSE and NSE is attached to this Notice. Further, intimation was also sent to the stock exchanges for the subsequent modifications carried out in the Scheme.

8. Per and Post Capital Structure:

For Demerged Company

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	29,69,42,977	63.75	29,69,42,977	63.75
Public	16,88,56,033	36.25	16,88,56,033	36.25
Custodian	-	-	-	-
Total	46,57,99,010	100	46,57,99,010	100

For Resulting Company

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	10,000	100	29,69,42,977	63.75
Public	-	-	16,88,56,033	36.25
Custodian	-	-	-	-
Total	10,000	100	46,57,99,010	100

9. Summary of Share Entitlement Ratio Report and Fairness Opinion:

Share Entitlement Ratio Report dated 3rd August, 2021 issued by a registered valuer namely Mr. Harish Chander Dhamija, providing the Share Entitlement Ratio as under –

Demerger of Demerged Undertaking of Demerged Company into Resulting Company:

1 (one) equity share of the face value of Rs. 10/- (Rupees ten) each of the Resulting Company for every 1 (one) equity shares of face value of Rs. 10/- (Rupees Ten) each held in the Demerged Company as on record date.

Further, the Valuation Report will be available for inspection at the registered office of the Demerged Company up to 1 (One) day up to the date of the meeting on all working days between 11:00 AM (IST) to 5:00 PM (IST).

10. There is no Capital/Debt Restructuring in the Scheme.

11. The Rationale and Benefit of the Scheme:

1. The Government of India is in the process of strategic disinvestment of its equity stake in SCI together with transfer of management control. To facilitate disinvestment process of the Company in an effective, efficient and rapid manner and also to unlock the value of the business and the assets, it is found appropriate that the Non-core Assets of the Company, the value of which is not getting reflected in the value of business of SCI, should be separated from SCI and should be kept in an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets. Considering this, and in line with the guidance of DIPAM and other Competent Authority, the demerger of Non-Core Assets of SCI into a newly incorporated company /ICSL pursuant to this Scheme, inter alia, would lead to following benefits:

- (a) Creation of a separate and distinct entity for the Non-Core Assets would lead to greater operational and administrative efficiency for the Demerged Company and would also allow the Resulting Company to manage the Non-core assets more efficiently;
- (b) Enabling the business and the activities to be pursued and carried on with greater focus and attention through two separate parallel companies with separate administrative set up of each of them in place. Defined objects of each of the Companies i.e. SCI and a newly incorporated company/ICSL will have required focus in terms of Core Business and Non-Core business and this will ensure adoption of strategies necessary for the growth of the respective companies. The structure provides independence to the management in decisions regarding the use of their respective cash flows for dividends, capital expenditure or other

reinvestment in their respective businesses in lines with the directions of the Competent Authority; and

- (c) Unlocking of value for SCI by transfer of Non-Core Assets, which would enable optimal exploitation, monetization and development of both the Companies i.e. SCI and the Resulting Company, attracting focused investors and strategic partners having the necessary ability, experience and interests in this sector and by allowing pursuit of inorganic and organic growth opportunities in such businesses.
2. With a view towards focused management and in the overall interest of all stakeholders, shareholders and creditors, it is proposed that the management and control of the businesses would be realigned and restructured in a manner that the Non-Core Assets of SCI be demerged and hived-off to the Resulting Company (i.e. a newly incorporated company/ICSL), which would also be listed on the Stock Exchanges.
 3. The implementation of the Scheme is thus aimed at maximizing value for the shareholders of Demerged Company.

12. Salient features of the Scheme are:

- (a) Appointed Date for Demerger means April 1, 2021, the date with effect from which this Scheme shall come into effect or such other date(s) as may be fixed or approved by the Central Government or Ministry of Corporate Affairs or any other competent authority;
- (b) Effective Date means the date on which the certified copy of the order(s) of the Ministry of Corporate Affairs under Sections 230 - 232 of the Act sanctioning the Scheme, is filed with the Registrar of Companies.
- (c) This Scheme is divided into the following chapters:
 - Chapter 1: General definitions and interpretation which are common to and shall be applicable to all the chapters of the Scheme.
 - Chapter 2: Specific provisions governing demerger of Non-Core Assets of SCI into SCILAL;
 - Chapter 3: Other terms and conditions applicable on all chapters of the Scheme.

**CHAPTER 2
DEMERGER OF NON-CORE ASSETS OF SCIL INTO SCILAL**

**PART I
CAPITAL STRUCTURE**

1. Capital Structure:

- 1.1. The authorized, issued, subscribed and paid-up share capital of the Demerged Company (i.e. SCI) as per its audited financial statement as of the Appointed Date is as under:

Authorized Share Capital	Amount (Rs.)
1,00,00,00,000 equity shares of Rs. 10/- each	10,00,00,00,000/-
Paid up Share Capital	Amount (Rs.)
46,57,99,010 equity shares of Rs. 10/- each	4,65,79,90,100/-
Total	4,65,79,90,100/-

- 1.2. The authorized, issued, subscribed and paid-up share capital of the Resulting Company (i.e. SCILAL) on the date of incorporation is as under:

Authorized Share Capital	Amount (Rs.)
50,000 equity shares of Rs10 each	5,00,000/-
Issued, Subscribed and Paid up Share Capital	Amount (Rs.)
10,000 equity shares of Rs10 each	1,00,000/-
Total	1,00,000/-

The Resulting Company is the wholly owned subsidiary of Demerged Company. However, once the Scheme is effective, the Resulting Company will have a replica shareholding of the SCI and thereafter it shall function as an Independent Listed Company.

PART II

DEMERGER AND VESTING OF NON-CORE ASSETS OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

2. Upon the coming into effect of this Scheme, with effect from the Appointed Date and subject to the provisions of Chapter 2 of this Scheme, the Non-Core Assets shall, without any further act, instrument, deed, matter or thing, be demerged from the Demerged Company and transferred to and vested with and into the Resulting Company on a going concern basis, in the manner described hereunder.

3. TRANSFER OF ASSETS AND LIABILITIES

3.1. Transfer of Assets

- 3.1.1. Upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Demerged Company in any freehold/ leasehold/leave and license/right of way properties of the Demerged Company in relation to the Non-core Assets (as defined in Schedule), which are to be transferred to the Resulting Company, shall, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in the Resulting Company on the same terms and conditions.
- 3.1.2. If any of the freehold properties or leasehold properties forming part of Non-core Asset, are sold or transferred during the pendency of the Scheme, after Appointed Date and before the Scheme getting effective, the consideration received or receivable on such sale or transfer shall form part of the Demerged Company and shall be deposited in a separate escrow account of the Demerged Company where the Resulting Company will be the 'Beneficiary' or as may be decided by the Board of Resulting Company or any Competent Authority and this money shall be transferred to the Resulting Company, upon the Scheme becoming effective.
- 3.1.3. In respect of such of the assets of the Non-Core Assets as are movable in nature and/or otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall stand transferred by the Demerged Company without requiring any deed or instrument of conveyance, and shall become the property of the Resulting Company.
- 3.1.4. In respect of assets other than those dealt with in Clause 3.1.2. above, vis a vis sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits, if any, whether recoverable in cash or in kind or for value to be received, bank balances, etc. in respect of Non-Core Assets, the same shall stand transferred to and vested in the Resulting Company without any notice or other intimation to any person, such that the right of the Demerged Company to recover or realize the same stands transferred to the

Resulting Company and appropriate modification(s) would be made in their respective books/records to reflect the aforesaid changes.

- 3.1.5. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favor of the Demerged Company, and the rights and benefits under the same, in so far as they relate to the Non-Core Assets and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties and all other interests relating to the goods or services being dealt with by the Non-Core Assets, shall be transferred to and vested in the Resulting Company and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with Applicable Laws, the Resulting Company on such approvals, clearances, permissions so as to empower and facilitate the transfer and vesting of the Non-Core Assets of the Demerged Company in the Resulting Company and continuation of operations pertaining to the Non-Core Assets of the Demerged Company in the Resulting Company without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against the Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto.
- 3.1.6. In so far as various incentives, exemptions, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed or availed by the Demerged Company in relation to the Non-Core Assets, whether granted by any government body, local authority or by any other person, the same shall, without any further act or deed, vest with and be available to the Resulting Company on the same terms and conditions.
- 3.1.7. All assets, estate, rights, title, interest and authorities acquired by the Demerged Company after the Appointed Date and prior to the Effective Date for operation of the Non-Core Assets shall also stand transferred to and vested in the Resulting Company.

3.2. TRANSFER OF LIABILITIES

- 3.2.1. All debts (whether secured or unsecured), borrowings, including loans and borrowings from banks and/or financial institutions, to the extent the said loans/borrowings are related, allocated or demarcated to the Non-Core Assets, and all obligations, duties and liabilities (including contingent liabilities) of the Demerged Company relating to the Non-Core Assets, more particularly defined in Schedule, shall without any further act, instrument or deed be and stand transferred to the Resulting Company and shall thereupon become the debts, borrowings, obligations, duties and liabilities of the Resulting Company, which it undertakes to meet, discharge and satisfy to the exclusion of the Demerged Company and to keep the Demerged Company indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this Clause.
- 3.2.2. Where any of the liabilities and obligations of the Demerged Company as on the Appointed Date, that are deemed to be transferred to the Resulting

Company, have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company and all liabilities and obligations incurred by the Demerged Company for the operations of the Non-Core Assets after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of the Resulting Company. To the extent any such liabilities and obligations relating to the Non-Core Assets outstanding on the Effective Date, they shall, without any further act or deed, be and stand transferred to the Resulting Company and shall become the liabilities and obligations of the Resulting Company which shall meet, discharge and satisfy the same. It is clarified that all liabilities in relation to the Remaining Business shall vest solely with the Demerged Company, which alone shall be responsible to meet, discharge and satisfy the same. It is further clarified that where any liability or obligation vests solely with the Demerged Company or the Resulting Company in terms of this Clause 3.2.2., as the case may be, but has been met, discharged or satisfied by the other party, such other party shall be entitled to a reimbursement towards such liability or obligation from the party which should have incurred or discharged it.

- 3.2.3. Any claims, liabilities or demands arising on account of the Non-Core Assets which relate to the period prior to the Appointed Date but arise at any time after the Effective Date shall be entirely borne by the Resulting Company. In the event, that such liability is incurred by or such claim or demand is made upon the Demerged Company, then the Resulting Company shall indemnify the Demerged Company for any payments made in relation to the same.
- 3.2.4. In so far as the assets relating to the Non-Core Assets are concerned, the security, existing charges and mortgages over such assets, to the extent they relate to any loans or borrowings of the Remaining Business of the Demerged Company, shall, without any further act, instrument or deed, stand released and discharged and shall no longer be available as security in relation to those liabilities of the Demerged Company which are not transferred to the Resulting Company. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this Clause.
- 3.2.5. In so far as the assets of the Remaining Business of the Demerged Company are concerned, the security/existing charges and mortgages over such assets, to the extent they are relatable, allocable, demarcated to any loans or borrowings of the Non-Core Assets, the same shall stand released and discharged, without any further act, instrument or deed be released. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this Clause.
- 3.2.6. In so far as the existing security in respect of the loans of the Demerged Company and other liabilities relating to the Remaining Business of the Demerged Company are concerned, such security shall, without any further act, instrument or deed be continued with the Demerged Company only with respect to the assets of the Remaining Business.
- 3.2.7. Without prejudice to the provisions of the foregoing Clauses, the Demerged Company and the Resulting Company shall enter into and execute such deeds, instruments, documents and/or writings and/or do all acts and deeds, as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the ROC to give effect to the provisions of this Clause and foregoing Clauses, if required.

Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of the foregoing Clauses shall operate, notwithstanding anything

to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

PART III
BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF THE BUSINESS OF
THE NON-CORE ASSETS FOR THE RESULTING COMPANY

4. With effect from the date of approval of the Scheme by the Boards and up to and including the Effective Date:
 - 4.1. The Demerged Company shall be carrying on and be deemed to have been carrying on all business and activities relating to the Non-Core Assets and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Non-Core Assets including the Surplus Cash for and on account of, and in trust for the Resulting Company;
 - 4.2. All income or profits accruing or arising to the Demerged Company, or all costs, charges, expenses or losses arising or incurred by it (including the effect of taxes, if any, thereon), relating to the Non-Core Assets shall, for all purposes, be treated as profits, income, costs, charges, expenses, taxes or losses, as the case may be, of the Resulting Company;
 - 4.3. The Demerged Company undertakes that it will preserve and carry on the business of the Non-Core Assets with diligence and utmost business prudence and agrees that it will not, without prior written consent of a respective Boards of Resulting Company and the Demerged Company, alienate, charge, mortgage or encumber or otherwise deal with or dispose of the Non-Core Assets or any part thereof or recruit new employees (in each case except in the ordinary course of business) or conclude settlements with union or employees without the concurrence of the Resulting Company or undertake substantial expansion or change the general character or nature of the business of the Non-Core Assets ;
 - 4.4. The Demerged Company and/or the Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government(s), regulatory/local/administrative bodies and all other agencies, departments and authorities concerned as are necessary under any Applicable Law for such consents, approvals and sanctions, which the Resulting Company may require to carry on the business of the Non-Core Assets; and
 - 4.5. That in order to ensure smooth functioning and administration and due compliance, and in the interest of all stakeholders, keeping in mind the objectives set out in the Scheme, the Non-Core Assets and Remaining Business (and related business and activities of the Demerged Company and the Resulting Company) including with respect to marketing, accounting, financial, secretarial, administrative, compliance matters, shall forthwith be managed and carried on in the same manner as they would be on the Effective Date. The officers involved in operation and management of the Non-Core Assets and the Remaining Business shall ensure that all statutory compliances and other activities are duly carried out on timely manner.
 - 4.6. Notwithstanding anything contained herein above, in case the Strategic Disinvestment of SCI happens before the Effective Date and the management and control of the Demerged Company is transferred to the Acquirer pursuant to Strategic Disinvestment, the powers and duties assigned to the Board of the Demerged Company, as may be mentioned in the Scheme, with respect to the Non-core Assets

including the Surplus Cash as deposited with SCI Surplus Cash A/c, which are to be transferred to the Resulting Company, shall get effected and vested with the Board of the Resulting Company in the manner as is determined in this Scheme or as may be determined or directed by the Competent Authority.

5. LEGAL PROCEEDINGS

- 5.1. Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or MCA) by or against the Demerged Company, under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future, and in each case relating to the Non-Core Assets, shall be continued and enforced by or against the Resulting Company. In the event that the legal proceedings referred to herein require the Demerged Company and the Resulting Company to be jointly treated as parties thereto, the Resulting Company shall be added as a party to such proceedings and shall prosecute and defend such proceedings in co-operation with the Demerged Company. In the event of any difference or difficulty in determining as to whether any specific legal or other proceedings relate to the Non-Core Assets or not, a decision jointly taken by the Board of Directors of the Demerged Company and the Resulting Company in this regard, shall be conclusive evidence of the matter.
- 5.2. If proceedings are initiated against the Demerged Company in respect of the matters referred to in clause 5.1 above, it shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the latter shall reimburse and indemnify the Demerged Company against all the liabilities and obligations incurred by the Demerged Company in respect thereof.

The Resulting Company undertakes to have all legal and other proceedings initiated by or against the Demerged Company in respect of the matters referred to in Clause 5.1 above transferred to its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company.

6. CONTRACTS, DEEDS, ETC.

- 6.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature, in relation to the Non-Core Assets, to which the Demerged Company is a party or whose benefit the Demerged Company may be eligible for, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of the Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto.
- 6.2. Notwithstanding the fact that vesting of the Non-Core Assets occurs by virtue of the Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, under any Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings, as may be necessary, to be executed in order to give effect to the above provisions with respect to Non-Core Assets. The Demerged Company will, if necessary, be a party to the above. The Resulting Company shall, with regard to the Non-Core Assets only, under the provisions of this Scheme, be deemed to have been authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances of the Non-Core Assets, that may be required to be carried out or performed by the Demerged Company.

7. SAVING OF CONCLUDED TRANSACTIONS

- 7.1. The transfer and vesting of the assets, liabilities and obligations of the Non-Core Assets under Clause 3 of this Chapter and the continuance of the proceedings by or against the Resulting Company under Clause 5 of this Chapter shall not affect any transactions or proceedings already completed by the Demerged Company on and after the Appointed Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company as acts, deeds and things done and executed by and on behalf of the Resulting Company.

8. TREATMENT OF TAXES

- 8.1. Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Demerged Company (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, state sales tax laws, Central Sales Tax Act, 1956, value added tax/ sales tax, service tax, goods and services tax, foreign trade policy and all other Applicable Laws), accruing and relating to the Non-Core Assets from the Appointed Date onwards, including but not limited to tax deducted at source, tax credits, advance taxes and deposits, minimum alternate tax credits, any refund and claims shall, for all purposes, be treated as tax deducted at source or refunds and claims, advance taxes and deposits, minimum alternate tax credits, as the case may be, of the Resulting Company.
- 8.2. Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, service tax, goods and services tax etc. relating to the Non-Core Assets to which the Demerged Company is entitled to shall be available to and vest in the Resulting Company, without any requirement of any further act or deed.
- 8.3. Upon the Effective Date, the Demerged Company and the Resulting Company are permitted to revise and file their respective income tax returns, withholding tax returns, including tax deducted at source certificates, sales tax/value added tax returns, service tax returns, GST returns and other tax returns for the period commencing on and from the Appointed Date, and to claim refunds/credits, pursuant to the provisions of this Scheme.
- 8.4. The Board of Directors of the Demerged Company shall be empowered to determine, if any specific tax liability or any tax proceeding relates to the Non-Core Assets and whether the same would be transferred to the Resulting Company.
- 8.5. Upon the Effective Date, any tax deposited, certificates issued or returns filed by the Demerged Company relating to the Non-Core Assets shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by the Resulting Company.
- 8.6. All the expenses incurred by the Demerged Company and the Resulting Company in relation to the demerger of the Non-Core Assets, including stamp duty expenses, if any, shall be allowed as deduction to the Demerged Company and the Resulting Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.
- 8.7. Any refund under the tax laws due to the Demerged Company pertaining to the Non-Core Assets consequent to the assessments made on the Demerged Company and for

which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Resulting Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company upon the passing of the orders on this Scheme by the MCA upon relevant proof and documents being provided to the said authorities.

- 8.8. The Demerged Company may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Non-Core Assets shall stand transferred to and vested in the Resulting Company and all benefits, entitlements and incentives of any nature whatsoever including benefits and refund claims under the income tax, excise duty, sales tax, value added tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives in relation to the Non-Core Assets, to the extent statutorily available, shall be claimed by the Resulting Company.

PART IV ISSUANCE OF SHARES BY THE RESULTING COMPANY AND ACCOUNTING TREATMENT

9. ISSUANCE OF SHARES BY THE RESULTING COMPANY

- 9.1. Upon the effectiveness of the Scheme, the investments in the equity share capital of Resulting Company as appearing in the books of accounts of Demerged Company shall stand cancelled. Simultaneous to such cancellation, the Resulting Company shall allot to the equity shareholders of the Demerged Company (whose names are registered in the register of members of the Demerged Company on the Record Date, or his/her/its legal heirs, executors or administrators or, as the case may be, successors), equity shares of face value Rs. 10/- (Rupees Ten) each credited as fully paid up of the Resulting Company in the ratio of 1(one) equity share of the face value of Rs. 10/- (Rupees Ten) each of the Resulting Company for every 1(one) equity share of face value Rs.10/- (Rupees Ten) credited as fully paid-up held in the Demerged Company.

Provided that in case, the Strategic Disinvestment of SCI happens before the Effective Date under the Scheme, the Record Date for purpose of Promoters of SCI shall be deemed to be Appointed Date of the Scheme and only the Government of India being the promoter of SCI as on the Appointed Date shall get shares in the Resulting Company under the promoters category. In such an event, the Record Date to determine the list of eligible shareholders other than the promoters of SCI shall be fixed by the Resulting Company.

- 9.2. The equity shares issued and allotted pursuant to Clause 9.1 above shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in Demerged Company in dematerialized form or as per the proviso of clause 9.1, into the account with the depository participant in which the equity shares of Demerged Company are held or such other account with the depository participant as is intimated by the equity shareholders to Resulting Company before the Record Date. All those equity shareholders of Demerged Company who hold equity shares of Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to Resulting Company before the Record Date. In the event that Resulting Company has received notice from any equity shareholder of Demerged Company that equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any member do not permit electronic

credit of the shares of Resulting Company, then Resulting Company shall issue equity shares of Resulting Company in accordance with Clause 9.1 as the case may be, in physical form to such equity shareholder.

- 9.3. The equity shares issued and allotted by the Resulting Company in terms of Clause 9.1 above shall be subject to the provisions of the memorandum and articles of association of the Resulting Company and shall rank pari-passu in all respects.
- 9.4. In the event of there being any pending share transfers, whether lodged or outstanding, of any equity shareholder of Demerged Company, the Board of Directors of Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in Demerged Company as if such changes in registered holder were already operating as on the Record Date.
- 9.5. Where the equity shares of Resulting Company are to be allotted, pursuant to Clause 9.1 above, to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of Demerged Company, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of Resulting Company.
- 9.6. The equity shares to be issued by Resulting Company, pursuant to Clause 9.1 above, in respect of any equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.
- 9.7. Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 62 of the Act and other relevant and applicable provisions of the Act for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company, as provided for in this Scheme.
- 9.8. Resulting Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by Resulting Company to the non-resident equity shareholders of Demerged Company. Resulting Company shall comply with Applicable Laws, if any, including the provisions of Foreign Exchange Management Act, 1999, to enable it to issue and allot equity shares to the non-resident equity shareholders of Demerged Company.
- 9.9. The equity shares to be issued by Resulting Company, in terms of Clause 9.1 above will, subject to exemption from SEBI, be listed and admitted to trading on the Stock Exchanges where the equity shares of Demerged Company are listed and/or admitted to trading in terms of Rule 19(7) of the Securities Contract (Regulation) Rules, 1957 and other applicable rules/ regulations. Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable Laws for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled the Stock Exchanges shall list and /or admit such equity shares for the purpose of trading.
- 9.10. The equity shares allotted by Resulting Company, pursuant to Clause 9.1 above, shall remain frozen in the depositories system till the listing and trading permission is given by the Stock Exchanges.

- 9.11. Except for the issuance of equity shares by the Resulting Company pursuant to Clause 9.1 above, there shall be no change in the shareholding pattern or control of the Resulting Company between the Record Date and the listing of its equity shares.
- 9.12. The cancellation of the equity share capital of the Resulting Company as per Clause 9.1 above and the consequential capital reduction shall be effected as a part of this Scheme itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of the Resulting Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.
- 9.13. The reduction of capital of the Resulting Company, as above, does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.
- 9.14. Notwithstanding the reduction of the existing share capital of the Resulting Company in terms of Clause 9.1 above, the Resulting Company shall not be required to add “and reduced” as a suffix to its name.
- 9.15. The share entitlement ratio has been duly certified by Mr. Harish Chander Dhamija, an independent Registered Valuer. Further, Corporate Professionals Capital Private Limited, a SEBI Registered Category 1 Merchant Banker has provided a Fairness Opinion on fairness of the share entitlement ratio determined for the demerger. The Share Entitlement Report and the Fairness Opinion have been duly considered and approved by the Board of Directors of Demerged Company and Resulting Company.

10. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE RESULTING COMPANY

- 10.1. Upon the Scheme getting approved by the MCA the existing authorized share capital of the Resulting Company i.e. Rs. 5,00,000 (Five Lakh Only) divided into 50,000 equity shares of Rs. 10/- shall be increased to Rs.465,79,90,100 (Four Hundred And Sixty Five Crores Seventy Nine Lakhs Ninety Thousand and Hundred) divided into 46,57,99,010 (Forty Six Crores Fifty Seven Lakhs Ninety Nine Thousand and Ten) equity shares of Rs. 10/- each.
- 10.2. On approval of the Scheme by the members of the Resulting Company and Demerged Company pursuant to Section 230- 232 of the Companies Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 13, 14, 61 and other applicable provisions of Companies Act, 2013 as may be applicable for the purpose of amendment of the Memorandum of Association of the Resulting Company as above. It is clarified that no separate Shareholders’ resolution as required under Sections 13, 14 and 61 of the Companies Act, 2013 for amendment of the Memorandum of Association of the Resulting Company will be required.

The following Clause in the Memorandum and Article of Association of the Resulting Company shall stand amended to read as under:

“The Authorized Share Capital of the company is Rs.465,79,90,100 (Four Hundred And Sixty Five Crores Seventy Nine Lakhs Ninety Thousand and Hundred) divided into 46,57,99,010 (Forty Six Crores Fifty Seven Lakhs Ninety Nine Thousand and Ten) equity shares of Rs. 10/- each. The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares”.

- 10.3. The Resulting Company shall file the necessary statutory compliances/forms with the concerned Registrar of Companies for giving effect to, inter alia, the increase in authorized capital and amendment in the Memorandum of Association of the Resulting Company, along with the applicable fees and duties, on or before the Record Date.

11. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY

Upon this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, the Demerged Company shall account for the transfer and vesting of the Non-Core Assets with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) the Demerged Company shall reduce the book values of assets and liabilities of the Non-Core Assets as at the close of business on the day immediately preceding the Appointed Date in its books of accounts; and
- (ii) Upon this Scheme coming into effect on the Effective Date, the Demerged Company shall make an adjustment equal to the book values of the Non-Core Assets as per Clause 11(i) above, first in the amount of retained earning created for bringing the Non-core Assets to their fair value in terms of IndAS 101,) forming part of the retained earnings to the extent available, thereafter, if required, in the General Reserve under the head “Other Equity”.

12. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY

- 12.1. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Resulting Company shall account for the demerger and vesting of the Non-Core Assets with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) The Resulting Company shall record the Assets and Liabilities of the Non-Core Assets vested in it pursuant to this Scheme at the respective book values appearing in the books of accounts of the Demerged Company;
- (ii) The Resulting Company shall credit its share capital account with the aggregate face value of the Shares issued by it to the shareholders of the Demerged Company pursuant to Clause 9.1 above;

The difference between Clauses 12.1(i) and 12.1(ii) above shall be recorded within “Other Equity” of the Resulting Company.

PART V CONDUCT OF REMAINING BUSINESS

13. REMAINING BUSINESS

- 13.1. The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed solely by the Demerged Company, subject to the provisions of the Scheme.

- 13.2. All legal or other proceedings by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced by or against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceedings by or against the Demerged Company.
- 13.3. With effect from the Appointed Date and up to and including the Effective Date:
- a) The Demerged Company shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
 - b) All profits accruing to the Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Demerged Company; and
 - c) all employees relatable to the Remaining Business shall continue to be employed by the Demerged Company and the Resulting Company shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

CHAPTER 3 GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME

- 1. APPLICATIONS TO MINISTRY OF CORPORATE AFFAIRS (MCA)**

The Companies shall, with all reasonable dispatch, make joint applications/ petitions to the MCA pursuant to Sections 230 to 232 read with other applicable provisions of the Act, as may be applicable, from time to time, for holding/dispensing with the meetings of the shareholders and/or secured and unsecured creditors of all the Companies; obtaining one or more orders from the MCA sanctioning this Scheme and effecting this Scheme.
- 2. MODIFICATIONS/AMENDMENTS TO THE SCHEME**
 - 2.1 The Board of Directors of the Companies (or Committees thereof) may assent from time to time, on behalf of all persons concerned including the shareholders, to any modifications or amendments or additions to the Scheme or to any conditions or limitations, which either the Board of Directors of the Companies may deem fit, or which the MCA and/or any competent authority, if any, under the Applicable Laws may deem fit, to approve of or impose, and which the Board of Directors of the Companies may in their discretion, deem fit, or to resolve all doubts or difficulties that may arise in carrying out and implementing this Scheme and to do all acts, instruments, deeds, matters and thing necessary or to review position relating to the satisfaction of the conditions of this Scheme and if necessary, to waive any of those (to the extent permissible under Applicable Laws) for bringing the Scheme into effect. In the event, any of the conditions that may be imposed by the MCA or other competent authorities including the SEBI and the Stock Exchanges, which the Companies may find unacceptable for any reason, whatsoever, then the Companies are at liberty to withdraw the Scheme. The aforesaid powers of the Companies may be exercised by their respective Board of Directors or Committees formed by the respective Board of Directors.
 - 2.2 For the purpose of giving effect to the Scheme or to any modifications or amendments thereof, or additions thereto, the Board of Directors of the Demerged Company or Resulting Company may give all such directions as are necessary, including directions for settling or removing any question of doubt or difficulty that

may arise, and such determination or directions, as the case may be, shall be binding on all parties in the same manner as if the same were specifically incorporated in this Scheme.

- 2.3 Notwithstanding Clauses 2.1 and 2.2 above, the Companies shall be at liberty to withdraw or modify the Scheme for the reason of any condition or alteration imposed by the MCA or any other governmental/regulatory authority not being acceptable to them. The Company may also withdraw the scheme voluntarily if any such directions of the Competent Authority are received in this regard.
- 2.4 If any Chapter (or part thereof) of the Scheme is held to be invalid or ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Laws, then such Chapter (or part thereof) shall be severable from the remainder of the Scheme and the Scheme shall not be affected thereby, unless the deletion of such Chapter (or part thereof) shall cause the Scheme to become materially adverse to any party, in which case the Companies to which such Chapter (or part thereof) relates to shall attempt to bring about the modifications in the Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such Chapter (or part thereof).

3. SEBI COMPLIANCES

- 3.1 Since the Demerged Company is a listed company, this Scheme is subject to the compliances by the Demerged Company of all the requirements under the Listing Regulations and all statutory directives of the SEBI insofar as they relate to sanction and implementation of the Scheme.

The Demerged Company shall also comply with the directives of relevant SEBI Circular.

4. CONDITIONALITY OF THE SCHEME

The effectiveness of the Scheme is conditional upon and subject to:

- 4.1 The Scheme being approved by the respective requisite majorities of the various classes of Shareholders and creditors of the Companies as required under the Act.
- 4.2 The approval of the Administrative Ministry and other Competent Authority/(ies)/stakeholders.
- 4.3 The sanction of Ministry of Corporate Affairs under Section 230 and 232 of the said Act whether with or without any modifications and amendments as the MCA may deem fit, in favor of the Companies and to the necessary Orders under Section 232 of the said Act, being obtained.
- 4.4 No Objection to the Scheme being given by the respective Stock Exchanges on which the shares of SCI are listed and SEBI.
- 4.5 Certified copies of the orders of the MCA above being filed by the Companies with the Registrar of Companies having jurisdiction over each of such Company.

5. NON-RECEIPT OF APPROVAL AND REVOCATION /WITHDRAWAL OF THIS SCHEME

In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained and/or the scheme not being sanctioned by the MCA, the board of directors of both the companies are hereby empowered and authorized to move an appropriate application before MCA to withdraw the Scheme. In case the Scheme is required to be withdrawn after the approval of MCA but any time before the same being effective, the same can be withdrawn only with the prior approval of MCA. Once the approval of the MCA is obtained to withdraw the Scheme, this Scheme will stand revoked, cancelled and will have no effect.

6. COST, CHARGES AND EXPENSES

- 6.1 All costs, charges, duty, taxes and expenses incurred, with relating to this Scheme, from the Appointed Date to the Effective Date or which may arise subsequent to the Effective Date but relate to a period between the Appointed Date and Effective Date, including the expenses, if any, arising out of/or incurred in securing approvals and sanctions for the Scheme and matters incidental thereto, shall be considered to be the cost, expense and charges incurred to make this scheme effective
- 6.2 All the expenses mentioned in clause 6.1 above, as and when they arise, shall be borne and paid by the Resulting Company solely. In the event the said expenses are borne/incurred by Demerged Company, the same shall be reimbursed to the Demerged Company and shall be appropriated in the accounts of Demerged Undertaking and also in the accounts of the Resulting Company.

7. DATE OF EFFECT AND OPERATIVE DATE:

The Scheme shall be effective from the Appointed Date but shall be operative from Effective Date.

8. SEVERABILITY

If any part of this Scheme is held invalid, ruled illegal by any Court of competent jurisdiction, or becomes unenforceable for any reason, whether under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties the benefits and obligations of this Scheme, including but not limited to such part.

9. MISCELLANEOUS

Notwithstanding anything contained in this Scheme, the Companies shall be entitled to declare, distribute and pay dividend, whether interim or final, to their respective shareholders prior to the Effective Date in accordance with Applicable Laws.

13. The Applicant Companies have made applications before the Ministry of Corporate Affairs as per Rule 3(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the sanction of the Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013.
14. The rights and interests of the Key Managerial Personnel, Directors, Equity Shareholders, Secured and Unsecured Creditors, Promoters, Non-Promoter Members, Depositors, Debenture Holders, Deposit Trustee, Debenture Trustee, employees of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is at all called from them nor their rights sought to be modified in any manner.
15. Except to the extent of the shares held by the Directors and the KMP in the Demerged Company, none of the Directors, Key Managerial Personnel ('KMPs') of the Demerged Company or their respective relatives are in any way connected or interested in the resolution forming part of the Notice.
16. There is no likelihood that any Secured or Unsecured creditor of the Applicant Companies concerned would lose or be prejudiced as a result of the Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of either company nor will it affect the interest of any of the shareholders or creditors.

17. No investigation proceedings have been instituted or are pending under Sections 235 to 251 of the Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013 against any of the companies involved in the Scheme.
18. This statement is being furnished as required under Sections 230(5), 232(1) and 102 of the Companies Act, 2013 read with Rule 3, 5 & 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
19. The notice pursuant to Section 230(5) of the Companies Act, 2013 in the prescribed format along with Explanatory statement, a copy of the Scheme of Arrangement and the disclosures provided herewith will be served within the prescribed time on the Statutory Authorities, as applicable.

20. Inspection Documents:

Inspection of the following documents will be available at the Registered Office of the Demerged Company:

- a. Copy of the MCA order dated 01st September, 2022.
- b. Copy of the Scheme of Arrangement;
- c. Copies of Audited Financials of Demerged Company and Resulting Company for the financial years ended on 31st March, 2022;
- d. Contracts or agreements material to the proposed compromise or arrangement;
- e. Copy of the Reports of Board of Directors of Demerged Company and Resulting Company on impact of Scheme on Directors and employee, pursuant to the provisions of Section 232(2) (c) of the Companies Act, 2013;
- f. Copy of the Joint Statutory Auditors' certificate dated 26th November, 2021 issued by V. Sankar Aiyar & Co., Chartered Accountants and Chokier & Chokshi LLP, Chartered Accountants, to the Demerged Company and Copy of the Statutory Auditors' certificate dated 02nd December, 2021 issued by JKJS & CO. LLP, Chartered Accountants to the Resulting Company for Accounting standards compliance under Section 133 of the Companies Act, 2013;
- g. Copies of Memorandum and Articles of Association of the Demerged Company, and Resulting Company;
- h. Copy of the Share Entitlement Report dated 3rd August, 2021 issued by a registered valuer namely Mr. Harish Chander Dhamija along with the copy of Fairness opinion issued by SEBI Registered Category-I, Merchant Banker namely Corporate Professionals Capital Private Limited;
- i. Register of Director's Shareholding of Demerged Company, and Resulting Company for the financial year ended on 31st March, 2022;
- j. Copy of the Board Resolutions passed by the respective Board of Directors of the Applicant Companies in respect of the approval of the Scheme of Arrangement;

Sd/-

Shri Sushil Kumar Singh

(Joint Secretary, Ministry of Ports, Shipping and Waterways)

Date: 07.09.2022

Place: New Delhi

**Chairman appointed pursuant to the MCA Order for the Meeting of
Equity Shareholders of Shipping Corporation of India Limited**

**SCHEME OF ARRANGEMENT
FOR DEMERGER**

Between

**SHIPPING CORPORATION OF INDIA LIMITED
(Demerged Company)**

AND

**SHIPPING CORPORATION OF INDIA LAND AND
ASSETS LIMITED
(Resulting Company)**

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230 TO 232 READ WITH

RELEVANT RULES OF THE COMPANIES ACT, 2013

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PREAMBLE

I. BACKGROUND AND DESCRIPTION OF THE COMPANIES WHO ARE PARTIES TO THIS SCHEME

A. **Shipping Corporation of India Limited** (hereinafter referred to as "SCI" or "Demerged Company") is a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, incorporated under the Companies Act, 1956 on October 2, 1961, by the amalgamation of Eastern Shipping Corporation Limited and Western Shipping Corporation Limited by the order of Government of India. It is having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India. It is a widely held listed company, with its equity shares listed on National Stock Exchange of India Limited and BSE Limited.

B. SCI is the largest Indian shipping Company. The SCI has substantial interests in various segments of the shipping trade. SCI's owned fleet includes Bulk carriers, Crude oil tankers, Product tankers, Container vessels, LPG / Ammonia carriers and Offshore Supply Vessels. Sailing through for six decades, SCI today has a significant presence on the global maritime map.

C. **Shipping Corporation of India Land and Assets Limited** (hereinafter referred to as "SCILAL" or "Resulting Company") is a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, incorporated under the Companies Act, 2013 on November 10, 2021, having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India. It has been incorporated with the object of holding and disposing the Non-core Assets of SCI distinct from the disinvestment transaction. The Resulting Company is wholly owned subsidiary of Demerged Company. However, once the scheme becomes effective, the Resulting Company will have a replica shareholding of the



SCI and thereafter it shall function as an Independent Listed Company.

- D. At present, 63.75% equity shares of SCI are owned by Government of India. The Government of India has decided for strategic disinvestment of its stakes in SCI. As part of the strategic disinvestment process, SCI has analysed the business and in consultation with the Ministry of Ports, Shipping and Waterways has determined the Core Business Assets and Non-core Assets of the company. Now, with the intent to facilitate an effective and efficient disinvestment of SCI, the demerger/ hiving-off of its Non-core Assets is being proposed in view of the directions received from the Competent Authority in this regard.

This Scheme (*as defined below*) is a scheme of arrangement, which provides for the demerger of Non - Core Assets ('Demerged Undertaking') (*as defined below*) of the Demerged Company and the vesting thereof in the Resulting Company in accordance with the terms of the Scheme and pursuant to the provisions of Sections 230 and 232 of the Act (*as defined below*) and other relevant provisions of the Act. The equity shares of Resulting Company is proposed to be listed on the Stock Exchanges pursuant to the Scheme.

II. RATIONALE, PURPOSE AND OBJECT OF THE SCHEME

1. The Government of India is in the process of strategic disinvestment of its equity stake in SCI together with transfer of management control. To facilitate disinvestment process of the Company in an effective, efficient and rapid manner and also to unlock the value of the business and the assets, it is found appropriate that the Non-core Assets of the Company, the value of which is not getting reflected in the value of business of SCI, should be separated from SCI and should be kept in an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets. Considering this, and in line with the guidance of DIPAM and other Competent Authority, the demerger of Non-Core Assets of SCI into a SCILAL pursuant to this Scheme, *inter alia*, would lead to following benefits:



- (a) Creation of a separate and distinct entity for the Non-Core Assets would lead to greater operational and administrative efficiency for the Demerged Company and would also allow the Resulting Company to manage the Non-core assets more efficiently;
- (b) enabling the business and the activities to be pursued and carried on with greater focus and attention through two separate parallel companies with separate administrative set up of each of them in place. Defined objects of each of the Companies i.e SCI and a SCILAL will have required focus in terms of Core Business and Non-Core business and this will ensure adoption of strategies necessary for the growth of the respective companies. The structure provides independence to the management in decisions regarding the use of their respective cash flows for dividends, capital expenditure or other reinvestment in their respective businesses in lines with the directions of the Competent Authority; and
- (c) unlocking of value for SCI by transfer of Non-Core Assets, which would enable optimal exploitation, monetization and development of both the Companies i.e SCI and the Resulting Company, attracting focused investors and strategic partners having the necessary ability, experience and interests in this sector and by allowing pursuit of inorganic and organic growth opportunities in such businesses.

2. With a view towards focused management and in the overall interest of all stakeholders, shareholders and creditors, it is proposed that the management and control of the businesses would be realigned and restructured in a manner that the Non-Core Assets of SCI be demerged and hived-off to the Resulting Company (i.e.SCILAL), which would also be listed on the Stock Exchanges.

3. The implementation of the Scheme is thus aimed at maximizing value for the shareholders of SCI.



4. The Scheme of Arrangement has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) read with explanation 6 of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961. Such modification will however not affect other parts of the Scheme.

"Explanation 6 to the Section 2(19AA) of the Income Tax Act, 1961 — the reconstruction or splitting up of a public sector company into separate companies shall be deemed to be a demerger, if such reconstruction or splitting up has been made to transfer any asset of the demerged company to the resulting company and the resulting company—

- (i) Is a public sector company on the appointed day indicated in such scheme, as may be approved by the Central Government or any other body authorised under the provisions of the Companies Act, 2013 or any other law for the time being in force governing such public sector companies in this behalf; and
- (ii) fulfils such other conditions as may be notified by the Central Government in the Official Gazette in this behalf;

III. OPERATION OF THE SCHEME

This Scheme of Arrangement in the nature of demerger is prepared in terms of the provisions of Sections 230 to 232 of the Act.

The Scheme provides for demerger of Non-Core Assets of SCI and the vesting thereof in SCILAL in accordance with the terms of the Scheme, pursuant to which the existing equity shares held by SCI in SCILAL shall stand



cancelled and a SCILAL shall simultaneously issue its equity shares to the equity shareholders of SCI in the manner provided for under this Scheme.

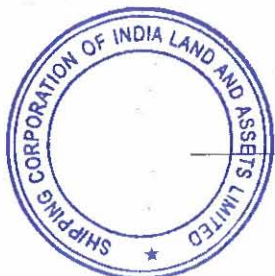
Additionally, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

IV. CHAPTERS OF THE SCHEME

This Scheme is divided into the following chapters:

- (a) **Chapter 1:** General definitions and interpretation which are common to and shall be applicable to all the chapters of the Scheme.
- (b) **Chapter 2:** Specific provisions governing demerger of Non-Core Assets of SCI into SCILAL;
- (c) **Chapter 3:** Other terms and conditions applicable on all chapters of the Scheme.

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CHAPTER: 1
GENERAL DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1. **“Act” or “The Act”** means the means Companies Act, 2013, or the Companies Act, 1956 (to the extent applicable) and will include any statutory modifications, re-enactments or amendments thereof;
- 1.2. **“Appointed Date”**: means April 1, 2021, the date with effect from which this Scheme shall come into effect or such other date(s) as may be fixed or approved by the Central Government or Ministry of Corporate Affairs or any other competent authority;
- 1.3. **“Acquirer”**: means any person or body corporate acquiring shares in the Shipping Corporation of India Limited pursuant to the process of Strategic Disinvestment.
- 1.4. **“Board” or “Board of Directors”**: in relation to the Demerged Company and the Resulting Company, as the case may be, means the board of directors of such company, and shall include a committee of directors, if any, constituted or appointed and authorized to take any decision for the implementation of this scheme on behalf of such Board of Directors.
- 1.5. **“BSE”** shall mean BSE Limited.
- 1.6. **“Effective Date”**: means the date on which the certified copy of the order(s) of the Ministry of Corporate Affairs under Sections 230 - 232 of the Act sanctioning the Scheme, is filed with the Registrar of Companies.

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Any references in this Scheme to the words “upon the Scheme becoming effective” or “effectiveness of this Scheme” or “date of coming into effect of the Scheme” or “Scheme coming into effect” shall mean the Effective Date.

- 1.7. **“Equity Share(s)”** means the equity shares of the Demerged Company or the Resulting Company, as the case may be.
- 1.8. **“Government Company”** has the meaning ascribed to such term in section 2(45) of Companies Act, 2013.
- 1.9. **“Law” or “Applicable Law”** includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, MCA, Board, Court of India or any other country or jurisdiction as applicable.
- 1.10. **“MCA”** means the Ministry of Corporate Affairs, Government of India.
- 1.11. **“MCA Notification”** means Ministry of Corporate Affairs Notification No. G.S.R. 582 (E), Dated 13th June, 2017 in which the word “MCA”, wherever it occurs, the words “Central Government” shall be substituted in Chapter XV, sections 230 to 232 of the Companies Act, 2013.
- 1.12. **“NSE”** shall mean National Stock Exchange of India Limited.
- 1.13. **“IT Act”** means the Income Tax Act, 1961 and any other statutory modifications, amendments, restatements or re-enactments thereof, from time to time and to;
- 1.14. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;



1.15. "MTI Powai" means MTI Land, Sagar Gyan Building, Data Centre, Solar Power Plant, Augmentation of Solar Power Plant and all other immovable properties, assets, located at Maritime Training Institute, Adi - Shankaracharya Marg, Powai, Mumbai - 400072.

1.16. "Non-Core Assets" means all the undertakings, immovable or movable properties, assets, liabilities, of whatsoever nature and kind, and where so ever situated, as on the Appointed Date and Surplus Cash as deposited with SCI Surplus Cash A/c, described more particularly in the **Schedule I** annexed hereto and any subsequent changes made thereto upon the decision of the Competent Authority. Without prejudice and limitation to the generality of the above, the Non-Core Assets, shall mean and include:

- (i) All immovable properties i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) in relation to the Non-Core Assets and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
- (ii) all assets, as are movable in nature pertaining to the Non-Core Assets, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal actionable claims, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees;



- (iii) Surplus Cash means any amount as may be ascertained to transfer to the Resulting Company in SCI Surplus Cash Account along with the Non-Core assets depending on utilisation for ongoing vessel acquisition and surplus from working capital requirements.
- (iv) SCI Surplus Cash Account means any account opened in the trust of the Resulting Company to transfer above mentioned surplus cash for the purpose of maintenance and upholding of the Non-Core assets.
- (v) all the investments, being the investments in subsidiary companies, joint venture companies, associate companies, partnership firms or investments of any other nature, that pertain to the Non-Core Assets.
- (vi) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, liberties and advantages (including those granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies for the purpose of carrying on the business relating to the Non-Core Assets or in connection therewith) including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Non-Core Assets;
- (vii) all contracts, agreements, service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids,



tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits there under pertaining to the Non-Core Assets;

(viii) all applications (including hardware, software, licenses, source codes, para-metrication and scripts), registrations, goodwill, licenses, trade names, trademarks, service marks, copy rights, patents, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Non-Core Assets;

(ix) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and whosoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favor of or enjoyed by the Demerged Company pertaining to the Non-Core Assets or in connection with or relating to the Demerged Company in respect of the Non-Core Assets and all other interests of whatsoever nature belonging to or in the ownership, power, possession or

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control of or vested in or granted in favors of or held for the benefit of or enjoyed by the Demerged Company and pertaining to the Non-Core Assets;

- (x) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Non-Core Assets;
- (xi) All debts (whether secured or unsecured), borrowings, including loans and borrowings from banks and/or financial institutions, to the extent the said loans/borrowings are related, allocated or demarcated to the Non-Core Assets, and all obligations, duties and liabilities (including contingent liabilities) of the Demerged Company relating to the Non-Core Assets, more particularly defined in Schedule.
- (xii) any and all earnest monies and/or security deposits, pre-deposits under indirect taxes or other entitlements in connection with or relating to the Non-Core Assets;
- (xiii) all legal or other proceedings (past, present and future) of whatsoever nature relating to or involving the Demerged Company that pertain to the Non-Core Assets.
- (xiv) any other Asset specifically allocated by the Board of Directors of the Demerged Company or by the Competent Authority as relating to or belonging to the Non-Core Assets.

Any issue as to whether any Asset, Liability, rights, title, interest,



obligations, Demerger Proceedings, licenses, records and the like pertains to the Non-Core Assets shall be mutually decided between the Board of Directors of the Demerged Company and the Resulting Company on the basis of evidence that they may deem relevant for the purpose (including the books or records of the Demerged Company);

- 1.17. **“SCI”** means The Shipping Corporation of India Limited”.
- 1.18. **“SCILAL”** means Shipping Corporation of India Land And Assets Limited.
- 1.19. **“Record Date”**: means a date after the effectiveness of the Scheme fixed by the board of SCI to determine the eligibility of shareholders to whom shares of the SCILAL (“Resulting Company”) shall be allotted pursuant to this Scheme.

Provided that in case, the Strategic Disinvestment of SCI happens before the Effective Date under the Scheme, the Record Date for purpose of promoters of SCI shall be deemed to be appointed date.

- 1.20. **“Regional Director”**: means the Regional Director (Western Region), Ministry of Corporate Affairs.
- 1.21. **“Remaining Business”** means all the undertakings, business, activities, operations, assets and liabilities of the Demerged Company, other than those Non-Core Assets which are transferred to the Resulting Company pursuant to Scheme of Demerger. as Non-Core Assets;
- 1.22. **“Registrar of Companies” or “RoC”**: means the Registrar of Companies at State of Maharashtra.
- 1.23. **“Rules”**: means the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 1.24. **“Scheme” or “Scheme of Demerger”**: means this Scheme of Arrangement for Demerger of Non-Core Assets of the Demerged

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Company to a Resulting Company under Sections 230 -232 of the Companies Act, 2013 as approved by the Board of Directors of both the Companies in its present form and with any modifications and amendment, if any as may be made from time to time by the Board of Directors of both the Companies and with appropriate approvals of Ministry of Ports, Shipping and Waterways, Government of India subject to sanction of the Ministry of Corporate Affairs and other relevant regulatory authorities as may be required under Companies Act, 2013, SEBI (LODR) and all other applicable laws and circulars issued in this regard.

1.25. **“Surplus Cash”** means any amount as may be ascertained to transfer to the Resulting Company in SCI Surplus Cash Account along with the Non-Core assets depending on utilisation for ongoing vessel acquisition and surplus from working capital requirements

“SCI Surplus Cash Account” means any account opened in the trust of the Resulting Company to transfer above mentioned surplus cash for the purpose of maintenance and upholding of the Non-Core assets.

1.26. **“SEBI”** means Securities and Exchange Board of India.

1.27. **“Shipping House, Mumbai”** means Shipping Building including land located at 245, Madam Cama Road, Nariman Point, Mumbai - 400021.

1.28. **“Strategic Disinvestment”** means sale of 63.75% stake of Government of India in the Shipping Corporation Of India Limited along with the transfer of management control in favour of the Acquirer.

1.29. **“Stock Exchanges”** shall mean BSE, NSE or any other Stock Exchange, where equity shares of SCI are currently listed/may be listed.

2. INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein

shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the IT Act, the Securities Contracts (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957, the Depositories Act, 1996, the Competition Act, 2002, the SEBI Act, 1992, the Code of Civil Procedure, 1908 and other Applicable Laws, including any statutory amendment, modifications or re-enactment thereof, from time to time.

Unless otherwise expressly provided the provisions and clauses of Chapter 1 shall be applicable to the entire Scheme.

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CHAPTER 2
DEMERGER OF NON-CORE ASSETS OF SCIL INTO SCILAL

PART I
CAPITAL STRUCTURE

1. Capital Structure:

1.1. The authorized, issued, subscribed and paid-up share capital of the Demerged Company (i.e. SCI) as per its audited financial statement as of the Appointed Date is as under:

Authorized Share Capital	Amount (Rs.)
1,00,00,00,000 equity shares of Rs. 10/- each	10,00,00,00,000/-
Paid up Share Capital	Amount (Rs.)
46,57,99,010 equity shares of Rs. 10/- each	4,65,79,90,100/-
Total	4,65,79,90,100/-

1.2. The authorized, issued, subscribed and paid-up share capital of the Resulting Company (i.e. SCILAL) on the date of incorporation is as under:

Authorized Share Capital	Amount (Rs.)
50,000 equity shares of Rs10 each	5,00,000/-
Issued, Subscribed and Paid up Share Capital	Amount (Rs.)
10,000 equity shares of Rs10 each	1,00,000/-
Total	1,00,000/-

The Resulting Company is the wholly owned subsidiary of Demerged Company. However, once the Scheme is effective, the Resulting Company will have a replica shareholding of the SCI and thereafter it shall function as an Independent Listed Company.



PART II
DEMERGER AND VESTING OF NON-CORE ASSETS OF THE DEMERGED
COMPANY INTO THE RESULTING COMPANY

2. Upon the coming into effect of this Scheme, with effect from the Appointed Date and subject to the provisions of Chapter 2 of this Scheme, the Non-Core Assets shall, without any further act, instrument, deed, matter or thing, be demerged from the Demerged Company and transferred to and vested with and into the Resulting Company on a going concern basis, in the manner described hereunder.

3. TRANSFER OF ASSETS AND LIABILITIES

3.1. Transfer of Assets

3.1.1. Upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Demerged Company in any freehold/ leasehold/leave and license/right of way properties of the Demerged Company in relation to the Non-core Assets (as defined in Schedule), which are to be transferred to the Resulting Company, shall, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in the Resulting Company on the same terms and conditions.

3.1.2. If any of the freehold properties or leasehold properties forming part of Non-core Asset, are sold or transferred during the pendency of the Scheme, after Appointed Date and before the Scheme getting effective, the consideration received or receivable on such sale or transfer shall form part of the Demerged Company and shall be deposited in a separate escrow account of the Demerged Company where the Resulting Company will be the 'Beneficiary' or as may be decided by the Board of Resulting Company or any Competent Authority and this money shall be transferred to the Resulting Company, upon the Scheme becoming effective.

3.1.3. In respect of such of the assets of the Non-Core Assets as are movable in nature and/or otherwise capable of transfer by manual or constructive



delivery and/or by endorsement and delivery, the same shall stand transferred by the Demerged Company without requiring any deed or instrument of conveyance, and shall become the property of the Resulting Company.

3.1.4. In respect of assets other than those dealt with in Clause 3.1.2. above, *vis a vis* sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits, if any, whether recoverable in cash or in kind or for value to be received, bank balances, etc. in respect of Non-Core Assets, the same shall stand transferred to and vested in the Resulting Company without any notice or other intimation to any person, such that the right of the Demerged Company to recover or realize the same stands transferred to the Resulting Company and appropriate modification(s) would be made in their respective books/records to reflect the aforesaid changes.

3.1.5. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favor of the Demerged Company, and the rights and benefits under the same, in so far as they relate to the Non-Core Assets and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties and all other interests relating to the goods or services being dealt with by the Non-Core Assets, shall be transferred to and vested in the Resulting Company and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with Applicable Laws, the Resulting Company on such approvals, clearances, permissions so as to empower and facilitate the transfer and vesting of the Non-Core Assets of the Demerged Company in the Resulting Company and continuation of operations pertaining to the Non-Core Assets of the Demerged Company in the Resulting Company





without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against the Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto.

3.1.6. In so far as various incentives, exemptions, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed or availed by the Demerged Company in relation to the Non-Core Assets, whether granted by any government body, local authority or by any other person, the same shall, without any further act or deed, vest with and be available to the Resulting Company on the same terms and conditions.

3.1.7. All assets, estate, rights, title, interest and authorities acquired by the Demerged Company after the Appointed Date and prior to the Effective Date for operation of the Non-Core Assets shall also stand transferred to and vested in the Resulting Company.

3.2. TRANSFER OF LIABILITIES

3.2.1. All debts (whether secured or unsecured), borrowings, including loans and borrowings from banks and/or financial institutions, to the extent the said loans/borrowings are related, allocated or demarcated to the Non-Core Assets, and all obligations, duties and liabilities (including contingent liabilities) of the Demerged Company relating to the Non-Core Assets, more particularly defined in Schedule, shall without any further act, instrument or deed be and stand transferred to the Resulting Company and shall thereupon become the debts, borrowings, obligations, duties and liabilities of the Resulting Company, which it undertakes to meet, discharge and satisfy to the exclusion of the Demerged Company and to keep the Demerged Company indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts,



obligations, duties and liabilities have arisen in order to give effect to the provisions of this Clause.

3.2.2. Where any of the liabilities and obligations of the Demerged Company as on the Appointed Date, that are deemed to be transferred to the Resulting Company, have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company and all liabilities and obligations incurred by the Demerged Company for the operations of the Non-Core Assets after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of the Resulting Company. To the extent any such liabilities and obligations relating to the Non-Core Assets outstanding on the Effective Date, they shall, without any further act or deed, be and stand transferred to the Resulting Company and shall become the liabilities and obligations of the Resulting Company which shall meet, discharge and satisfy the same. It is clarified that all liabilities in relation to the Remaining Business shall vest solely with the Demerged Company, which alone shall be responsible to meet, discharge and satisfy the same. It is further clarified that where any liability or obligation vests solely with the Demerged Company or the Resulting Company in terms of this Clause 3.2.2., as the case may be, but has been met, discharged or satisfied by the other party, such other party shall be entitled to a reimbursement towards such liability or obligation from the party which should have incurred or discharged it.

3.2.3. Any claims, liabilities or demands arising on account of the Non-Core Assets which relate to the period prior to the Appointed Date but arise at any time after the Effective Date shall be entirely borne by the Resulting Company. In the event, that such liability is incurred by or such claim or demand is made upon the Demerged Company, then the Resulting Company shall indemnify the Demerged Company for any payments made in relation to the same.

3.2.4. In so far as the assets relating to the Non-Core Assets are concerned, the security, existing charges and mortgages over such assets, to the extent they relate to any loans or borrowings of the Remaining Business of the

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Demerged Company, shall, without any further act, instrument or deed, stand released and discharged and shall no longer be available as security in relation to those liabilities of the Demerged Company which are not transferred to the Resulting Company. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this Clause.

3.2.5. In so far as the assets of the Remaining Business of the Demerged Company are concerned, the security/existing charges and mortgages over such assets, to the extent they are relatable, allocable, demarcated to any loans or borrowings of the Non-Core Assets, the same shall stand released and discharged, without any further act, instrument or deed be released. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this Clause.

3.2.6. In so far as the existing security in respect of the loans of the Demerged Company and other liabilities relating to the Remaining Business of the Demerged Company are concerned, such security shall, without any further act, instrument or deed be continued with the Demerged Company only with respect to the assets of the Remaining Business.

3.2.7. Without prejudice to the provisions of the foregoing Clauses, the Demerged Company and the Resulting Company shall enter into and execute such deeds, instruments, documents and/or writings and/or do all acts and deeds, as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the ROC to give effect to the provisions of this Clause and foregoing Clauses, if required.

Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of the foregoing Clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.



PART III

BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF THE BUSINESS OF THE NON-CORE ASSETS FOR THE RESULTING COMPANY

4. With effect from the date of approval of the Scheme by the Boards and up to and including the Effective Date:

4.1. The Demerged Company shall be carrying on and be deemed to have been carrying on all business and activities relating to the Non-Core Assets and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Non- Core Assets including the Surplus Cash for and on account of, and in trust for the Resulting Company;

4.2. All income or profits accruing or arising to the Demerged Company, or all costs, charges, expenses or losses arising or incurred by it (including the effect of taxes, if any, thereon), relating to the Non-Core Assets shall, for all purposes, be treated as profits, income, costs, charges, expenses, taxes or losses, as the case may be, of the Resulting Company;

4.3. The Demerged Company undertakes that it will preserve and carry on the business of the Non-Core Assets with diligence and utmost business prudence and agrees that it will not, without prior written consent of a respective Boards of Resulting Company and the Demerged Company, alienate, charge, mortgage or encumber or otherwise deal with or dispose of the Non-Core Assets or any part thereof or recruit new employees (in each case except in the ordinary course of business) or conclude settlements with union or employees without the concurrence of the Resulting Company or undertake substantial expansion or change the general character or nature of the business of the Non-Core Assets ;

4.4. The Demerged Company and/or the Resulting Company shall be entitled,



pending sanction of the Scheme, to apply to the Central/State Government(s), regulatory/local/administrative bodies and all other agencies, departments and authorities concerned as are necessary under any Applicable Law for such consents, approvals and sanctions, which the Resulting Company may require to carry on the business of the Non-Core Assets; and

4.5. That in order to ensure smooth functioning and administration and due compliance, and in the interest of all stakeholders, keeping in mind the objectives set out in the Scheme, the Non-Core Assets and Remaining Business (and related business and activities of the Demerged Company and the Resulting Company) including with respect to marketing, accounting, financial, secretarial, administrative, compliance matters, shall forthwith be managed and carried on in the same manner as they would be on the Effective Date. The officers involved in operation and management of the Non-Core Assets and the Remaining Business shall ensure that all statutory compliances and other activities are duly carried out on timely manner.

4.6. Notwithstanding anything contained herein above, in case the Strategic Disinvestment of SCI happens before the Effective Date and the management and control of the Demerged Company is transferred to the Acquirer pursuant to Strategic Disinvestment, the powers and duties assigned to the Board of the Demerged Company, as may be mentioned in the Scheme, with respect to the Non-core Assets including the Surplus Cash as deposited with SCI Surplus Cash A/c, which are to be transferred to the Resulting Company, shall get effected and vested with the Board of the Resulting Company in the manner as is determined in this Scheme or as may be determined or directed by the Competent Authority.

5. LEGAL PROCEEDINGS

5.1. Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or MCA) by or against the Demerged Company, under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future, and in each



case relating to the Non-Core Assets, shall be continued and enforced by or against the Resulting Company. In the event that the legal proceedings referred to herein require the Demerged Company and the Resulting Company to be jointly treated as parties thereto, the Resulting Company shall be added as a party to such proceedings and shall prosecute and defend such proceedings in co-operation with the Demerged Company. In the event of any difference or difficulty in determining as to whether any specific legal or other proceedings relate to the Non-Core Assets or not, a decision jointly taken by the Board of Directors of the Demerged Company and the Resulting Company in this regard, shall be conclusive evidence of the matter.

- 5.2. If proceedings are initiated against the Demerged Company in respect of the matters referred to in clause 5.1 above, it shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the latter shall reimburse and indemnify the Demerged Company against all the liabilities and obligations incurred by the Demerged Company in respect thereof.

The Resulting Company undertakes to have all legal and other proceedings initiated by or against the Demerged Company in respect of the matters referred to in Clause 5.1 above transferred to its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company.

6. CONTRACTS, DEEDS, ETC.

- 6.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature, in relation to the Non-Core Assets, to which the Demerged Company is a party or whose benefit the Demerged Company may be eligible for, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of the Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of the



Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto.

- 6.2. Notwithstanding the fact that vesting of the Non-Core Assets occurs by virtue of the Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, under any Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings, as may be necessary, to be executed in order to give effect to the above provisions with respect to Non-Core Assets. The Demerged Company will, if necessary, be a party to the above. The Resulting Company shall, with regard to the Non-Core Assets only, under the provisions of this Scheme, be deemed to have been authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances of the Non-Core Assets, that may be required to be carried out or performed by the Demerged Company.

7. SAVING OF CONCLUDED TRANSACTIONS

- 7.1. The transfer and vesting of the assets, liabilities and obligations of the Non-Core Assets under Clause 3 of this Chapter and the continuance of the proceedings by or against the Resulting Company under Clause 5 of this Chapter shall not affect any transactions or proceedings already completed by the Demerged Company on and after the Appointed Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company as acts, deeds and things done and executed by and on behalf of the Resulting Company.

8. TREATMENT OF TAXES

- 8.1. Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Demerged Company (including under the IT Act,



Customs Act, 1962, Central Excise Act, 1944, state sales tax laws, Central Sales Tax Act, 1956, value added tax/ sales tax, service tax, goods and services tax, foreign trade policy and all other Applicable Laws), accruing and relating to the Non-Core Assets from the Appointed Date onwards, including but not limited to tax deducted at source, tax credits, advance taxes and deposits, minimum alternate tax credits, any refund and claims shall, for all purposes, be treated as tax deducted at source or refunds and claims, advance taxes and deposits, minimum alternate tax credits, as the case may be, of the Resulting Company.

- 8.2. Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, service tax, goods and services tax etc. relating to the Non-Core Assets to which the Demerged Company is entitled to shall be available to and vest in the Resulting Company, without any requirement of any further act or deed.
- 8.3. Upon the Effective Date, the Demerged Company and the Resulting Company are permitted to revise and file their respective income tax returns, withholding tax returns, including tax deducted at source certificates, sales tax/value added tax returns, service tax returns, GST returns and other tax returns for the period commencing on and from the Appointed Date, and to claim refunds/credits, pursuant to the provisions of this Scheme.
- 8.4. The Board of Directors of the Demerged Company shall be empowered to determine, if any specific tax liability or any tax proceeding relates to the Non-Core Assets and whether the same would be transferred to the Resulting Company.
- 8.5. Upon the Effective Date, any tax deposited, certificates issued or returns filed by the Demerged Company relating to the Non-Core Assets shall continue to hold good as if such amounts were deposited, certificates were issued and

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returns were filed by the Resulting Company.

- 8.6. All the expenses incurred by the Demerged Company and the Resulting Company in relation to the demerger of the Non-Core Assets, including stamp duty expenses, if any, shall be allowed as deduction to the Demerged Company and the Resulting Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.
- 8.7. Any refund under the tax laws due to the Demerged Company pertaining to the Non-Core Assets consequent to the assessments made on the Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Resulting Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company upon the passing of the orders on this Scheme by the MCA upon relevant proof and documents being provided to the said authorities.
- 8.8. The Demerged Company may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Non-Core Assets shall stand transferred to and vested in the Resulting Company and all benefits, entitlements and incentives of any nature whatsoever including benefits and refund claims under the income tax, excise duty, sales tax, value added tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives in relation to the Non-Core Assets, to the extent statutorily available, shall be claimed by the Resulting Company.

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PART IV

ISSUANCE OF SHARES BY THE RESULTING COMPANY AND ACCOUNTING TREATMENT

ISSUANCE OF SHARES BY THE RESULTING COMPANY



- 9.1. Upon the effectiveness of the Scheme, the investments in the equity share capital of Resulting Company as appearing in the books of accounts of Demerged Company shall stand cancelled. Simultaneous to such cancellation, the Resulting Company shall allot to the equity shareholders of the Demerged Company (whose names are registered in the register of members of the Demerged Company on the Record Date, or his/her/its legal heirs, executors or administrators or, as the case may be, successors), equity shares of face value Rs. 10/- (Rupees Ten) each credited as fully paid up of the Resulting Company in the ratio of 1(one) equity share of the face value of Rs. 10/- (Rupees Ten) each of the Resulting Company for every 1(one) equity share of face value Rs.10/- (Rupees Ten) credited as fully paid-up held in the Demerged Company.

Provided that in case, the Strategic Disinvestment of SCI happens before the Effective Date under the Scheme, the Record Date for purpose of Promoters of SCI shall be deemed to be Appointed Date of the Scheme and only the Government of India being the promoter of SCI as on the Appointed Date shall get shares in the Resulting Company under the promoters category. In such an event, the Record Date to determine the list of eligible shareholders other than the promoters of SCI shall be fixed by the Resulting Company.

- 9.2. The equity shares issued and allotted pursuant to Clause 9.1 above shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in Demerged Company in dematerialized form or as per the proviso of clause 9.1, into the account with the depository participant in which the equity shares of Demerged Company are held or such other account with the depository participant as is intimated by the equity shareholders to Resulting Company before the Record Date. All those equity shareholders of Demerged Company who hold equity shares of Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to



Resulting Company before the Record Date. In the event that Resulting Company has received notice from any equity shareholder of Demerged Company that equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any member do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue equity shares of Resulting Company in accordance with Clause 9.1 as the case may be, in physical form to such equity shareholder.

9.3. The equity shares issued and allotted by the Resulting Company in terms of Clause 9.1 above shall be subject to the provisions of the memorandum and articles of association of the Resulting Company and shall rank pari-passu in all respects.

9.4. In the event of there being any pending share transfers, whether lodged or outstanding, of any equity shareholder of Demerged Company, the Board of Directors of Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in Demerged Company as if such changes in registered holder were already operating as on the Record Date.

9.5. Where the equity shares of Resulting Company are to be allotted, pursuant to Clause 9.1 above, to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of Demerged Company, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of Resulting Company.

9.6. The equity shares to be issued by Resulting Company, pursuant to Clause 9.1 above, in respect of any equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, be

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held in abeyance by Resulting Company.

- 9.7. Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 62 of the Act and other relevant and applicable provisions of the Act for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company, as provided for in this Scheme.
- 9.8. Resulting Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by Resulting Company to the non-resident equity shareholders of Demerged Company. Resulting Company shall comply with Applicable Laws, if any, including the provisions of Foreign Exchange Management Act, 1999, to enable it to issue and allot equity shares to the non-resident equity shareholders of Demerged Company.
- 9.9. The equity shares to be issued by Resulting Company, in terms of Clause 9.1 above will, subject to exemption from SEBI, be listed and admitted to trading on the Stock Exchanges where the equity shares of Demerged Company are listed and/or admitted to trading in terms of Rule 19(7) of the Securities Contract (Regulation) Rules, 1957 and other applicable rules/ regulations. Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the Applicable Laws for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled the Stock Exchanges shall list and /or admit such equity shares for the purpose of trading.
- 9.10. The equity shares allotted by Resulting Company, pursuant to Clause 9.1 above, shall remain frozen in the depositories system till the listing and trading permission is given by the Stock Exchanges.

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11. Except for the issuance of equity shares by the Resulting Company pursuant



to Clause 9.1 above, there shall be no change in the shareholding pattern or control of the Resulting Company between the Record Date and the listing of its equity shares.

9.12. The cancellation of the equity share capital of the Resulting Company as per Clause 9.1 above and the consequential capital reduction shall be effected as a part of this Scheme itself and not under a separate procedure in terms of Section 66 of the Act. The consent of the shareholders of the Resulting Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the reduction under the provisions of Section 66 of the Act and no further compliances would be separately required.

9.13. The reduction of capital of the Resulting Company, as above, does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.

9.14. Notwithstanding the reduction of the existing share capital of the Resulting Company in terms of Clause 9.1 above, the Resulting Company shall not be required to add "and reduced" as a suffix to its name.

9.15. The share entitlement ratio has been duly certified by Mr. Harish Chander Dhamija, an independent Registered Valuer. Further, Corporate Professionals Capital Private Limited, a SEBI Registered Category 1 Merchant Banker has provided a Fairness Opinion on fairness of the share entitlement ratio determined for the demerger. The Share Entitlement Report and the Fairness Opinion have been duly considered and approved by the Board of Directors of Demerged Company and Resulting Company.

10. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE RESULTING COMPANY

10.1. Upon the Scheme getting approved by the MCA the existing authorized share capital of the Resulting Company i.e. Rs. 5,00,000 (Five Lakh Only) divided



into 50,000 equity shares of Rs. 10/- shall be increased to Rs.465,79,90,100 (Four Hundred And Sixty Five Crores Seventy Nine Lakhs Ninety Thousand and Hundred) divided into 46,57,99,010 (Forty Six Crores Fifty Seven Lakhs Ninety Nine Thousand and Ten) equity shares of Rs. 10/- each.

- 10.2. On approval of the Scheme by the members of the Resulting Company and Demerged Company pursuant to Section 230- 232 of the Companies Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 13, 14, 61 and other applicable provisions of Companies Act, 2013 as may be applicable for the purpose of amendment of the Memorandum of Association of the Resulting Company as above. It is clarified that no separate Shareholders' resolution as required under Sections 13, 14 and 61 of the Companies Act, 2013 for amendment of the Memorandum of Association of the Resulting Company will be required.

The following Clause in the Memorandum and Article of Association of the Resulting Company shall stand amended to read as under:

"The Authorized Share Capital of the company is Rs.465,79,90,100 (Four Hundred And Sixty Five Crores Seventy Nine Lakhs Ninety Thousand and Hundred) divided into 46,57,99,010 (Forty Six Crores Fifty Seven Lakhs Ninety Nine Thousand and Ten) equity shares of Rs. 10/- each. The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares".

- 10.3. The Resulting Company shall file the necessary statutory compliances/forms with the concerned Registrar of Companies for giving effect to, inter alia, the increase in authorized capital and amendment in the Memorandum of Association of the Resulting Company, along with the applicable fees and duties, on or before the Record Date.

ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED



COMPANY

Upon this Scheme coming into effect on the Effective Date, and with effect from the Appointed Date, the Demerged Company shall account for the transfer and vesting of the Non-Core Assets with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time and other generally accepted accounting principles in India as under:

- (i) the Demerged Company shall reduce the book values of assets and liabilities of the Non-Core Assets as at the close of business on the day immediately preceding the Appointed Date in its books of accounts; and
- (ii) Upon this Scheme coming into effect on the Effective Date, the Demerged Company shall make an adjustment equal to the book values of the Non-Core Assets as per Clause 11(i) above, first in the amount of retained earning created for bringing the Non-core Assets to their fair value in terms of IndAS 101,) forming part of the retained earnings to the extent available, thereafter, if required, in the General Reserve under the head "Other Equity".

12. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY

- 12.1. Upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, the Resulting Company shall account for the demerger and vesting of the Non-Core Assets with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time and other generally accepted accounting principles in India as under:



- (i) The Resulting Company shall record the Assets and Liabilities of the Non-Core Assets vested in it pursuant to this Scheme at the respective book values appearing in the books of accounts of the Demerged Company;
- (ii) The Resulting Company shall credit its share capital account with the aggregate face value of the Shares issued by it to the shareholders of the Demerged Company pursuant to Clause 9.1 above;

The difference between Clauses 12.1(i) and 12.1(ii) above shall be recorded within "Other Equity" of the Resulting Company.

PART V CONDUCT OF REMAINING BUSINESS

13. REMAINING BUSINESS

13.1. The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed solely by the Demerged Company, subject to the provisions of the Scheme.

13.2. All legal or other proceedings by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced by or against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceedings by or against the Demerged Company.

13.3. With effect from the Appointed Date and up to and including the Effective Date:



- a) The Demerged Company shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
- b) All profits accruing to the Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Demerged Company; and
- c) all employees relatable to the Remaining Business shall continue to be employed by the Demerged Company and the Resulting Company shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

CHAPTER 3

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME

1. APPLICATIONS TO MINISTRY OF CORPORATE AFFAIRS (MCA)

The Companies shall, with all reasonable dispatch, make joint applications/petitions to the MCA pursuant to Sections 230 to 232 read with other applicable provisions of the Act, as may be applicable, from time to time, for holding/dispensing with the meetings of the shareholders and/or secured and unsecured creditors of all the Companies; obtaining one or more orders from the MCA sanctioning this Scheme and effecting this Scheme.

2. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- 2.1 The Board of Directors of the Companies (or Committees thereof) may assent from time to time, on behalf of all persons concerned including the shareholders, to any modifications or amendments or additions to the Scheme or to any conditions or limitations, which either the Board of Directors of the Companies may deem fit, or which the MCA and/or any competent authority, if any, under the Applicable Laws may deem fit, to approve of or impose, and



which the Board of Directors of the Companies may in their discretion, deem fit, or to resolve all doubts or difficulties that may arise in carrying out and implementing this Scheme and to do all acts, instruments, deeds, matters and thing necessary or to review position relating to the satisfaction of the conditions of this Scheme and if necessary, to waive any of those (to the extent permissible under Applicable Laws) for bringing the Scheme into effect. In the event, any of the conditions that may be imposed by the MCA or other competent authorities including the SEBI and the Stock Exchanges, which the Companies may find unacceptable for any reason, whatsoever, then the Companies are at liberty to withdraw the Scheme. The aforesaid powers of the Companies may be exercised by their respective Board of Directors or Committees formed by the respective Board of Directors.

2.2 For the purpose of giving effect to the Scheme or to any modifications or amendments thereof, or additions thereto, the Board of Directors of the Demerged Company or Resulting Company may give all such directions as are necessary, including directions for settling or removing any question of doubt or difficulty that may arise, and such determination or directions, as the case may be, shall be binding on all parties in the same manner as if the same were specifically incorporated in this Scheme.

2.3 Notwithstanding Clauses 2.1 and 2.2 above, the Companies shall be at liberty to withdraw or modify the Scheme for the reason of any condition or alteration imposed by the MCA or any other governmental/regulatory authority not being acceptable to them. The Company may also withdraw the scheme voluntarily if any such directions of the Competent Authority are received in this regard.

2.4 If any Chapter (or part thereof) of the Scheme is held to be invalid or ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Laws, then such Chapter (or part thereof) shall be severable from the remainder of the Scheme and the Scheme shall not be affected thereby, unless the deletion of such Chapter (or part thereof) shall cause the Scheme to become materially adverse to any party, in which case the Companies to

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which such Chapter (or part thereof) relates to shall attempt to bring about the modifications in the Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such Chapter (or part thereof).

3. SEBI COMPLIANCES

- 3.1 Since the Demerged Company is a listed company, this Scheme is subject to the compliances by the Demerged Company of all the requirements under the Listing Regulations and all statutory directives of the SEBI insofar as they relate to sanction and implementation of the Scheme.

The Demerged Company shall also comply with the directives of relevant SEBI Circular.

4. CONDITIONALITY OF THE SCHEME

The effectiveness of the Scheme is conditional upon and subject to:

- 4.1 The Scheme being approved by the respective requisite majorities of the various classes of Shareholders and creditors of the Companies as required under the Act.
- 4.2 The approval of the Administrative Ministry and other Competent Authority/(ies)/stakeholders.
- 4.3 The sanction of Ministry of Corporate Affairs under Section 230 and 232 of the said Act whether with or without any modifications and amendments as the MCA may deem fit, in favor of the Companies and to the necessary Orders under Section 232 of the said Act, being obtained.
- 4.4 No Objection to the Scheme being given by the respective Stock Exchanges on which the shares of SCI are listed and SEBI.
- 4.5 Certified copies of the orders of the MCA above being filed by the Companies with the Registrar of Companies having jurisdiction over each of such Company.

5. NON-RECEIPT OF APPROVAL AND REVOCATION /WITHDRAWL OF



THIS SCHEME

In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained and/or the scheme not being sanctioned by the MCA, the board of directors of both the companies are hereby empowered and authorized to move an appropriate application before MCA to withdraw the Scheme. In case the Scheme is required to be withdrawn after the approval of MCA but any time before the same being effective, the same can be withdrawn only with the prior approval of MCA. Once the approval of the MCA is obtained to withdraw the Scheme, this Scheme will stand revoked, cancelled and will have no effect.

6. COST, CHARGES AND EXPENSES

6.1 All costs, charges, duty, taxes and expenses incurred, with relating to this Scheme, from the Appointed Date to the Effective Date or which may arise subsequent to the Effective Date but relate to a period between the Appointed Date and Effective Date, including the expenses, if any, arising out of/or incurred in securing approvals and sanctions for the Scheme and matters incidental thereto, shall be considered to be the cost, expense and charges incurred to make this scheme effective

6.2 All the expenses mentioned in clause 6.1 above, as and when they arise, shall be borne and paid by the Resulting Company solely. In the event the said expenses are borne/incurred by Demerged Company, the same shall be reimbursed to the Demerged Company and shall be appropriated in the accounts of Demerged Undertaking and also in the accounts of the Resulting Company.

7. DATE OF EFFECT AND OPERATIVE DATE:

The Scheme shall be effective from the Appointed Date but shall be operative from Effective Date.



8. SEVERABILITY

If any part of this Scheme is held invalid, ruled illegal by any Court of competent jurisdiction, or becomes unenforceable for any reason, whether under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties the benefits and obligations of this Scheme, including but not limited to such part.

9. MISCELLANEOUS

Notwithstanding anything contained in this Scheme, the Companies shall be entitled to declare, distribute and pay dividend, whether interim or final, to their respective shareholders prior to the Effective Date in accordance with Applicable Laws.

DETAILS OF ASSETS AND LAIBILITIES OF NON – CORE ASSETS AS ON 31.03.2021

PART-I

SHORT DESCRIPTION OF THE FREE HOLD PROPERTY OF THENON-CORE ASSETS DIVISION

S. N.	Location	Built up Area in Sq.ft	Book value as on 31.03.2021 in Rs.	Remark
1.	FLAT NO 32, AJANTA IDEAL CHS, 3RD FLOOR, NEAR COLABA BUS STATION, 75, COLABA MUMBAI-400005	1318	93,999.98	
2.	ANITA CHS, MOUNT PLEASANT ROAD, MUMBAI-400006	0	2,200.00	Parking Space with Separate Agreement
3.	FLAT NO 11, ANITA CHS, MOUNT PLEASANT ROAD, MUMBAI-400006	1865	50,916.25	
4.	FLAT NO 8, ASHA MAHAL APT, HOPE HALL CHS, DR GOPAL RAO DESHMUKH MARG, MUMBAI -400026	1450	49,726.02	



Draft Scheme of Demerger

5.	ASHRAYA CHSL, 266 Walkeshwar Road, Mumbai 400 006.	0	1,072.00	Parking Space with Separate Agreement
6.	21 ASHRAYA CHSL, 266 Walkeshwar Road, Mumbai 400 006.	1214	5,750.14	
7.	22 ASHRAYA CHSL, 266 Walkeshwar Road, Mumbai 400 006.	1214	5,760.86	
8.	12 ASHRAYA CHSL, 266 Walkeshwar Road, Mumbai 400 006.	1216	6,678.66	
9.	11 ASHRAYA CHSL, 266 Walkeshwar Road, Mumbai 400 006.	1516	7,003.66	
10.	53, ARABIAN SEA VIEW CHS, CASABLANCA APT, CUFFE PARADE COLABA MUMBAI 400005	1506	20,637.95	
11.	133, ARABIAN SEA VIEW CHS, CASABLANCA APT, CUFFE PARADE COLABA MUMBAI 400005	1506	26,500.02	
12.	163, ARABIAN SEA VIEW CHS, CASABLANCA APT, CUFFE PARADE COLABA MUMBAI 400005	1506	26,500.02	
13.	Flat No.505, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	850	93,500.00	
14.	Flat No.605, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	850	93,500.00	
15.	Flat No.703, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	850	93,500.00	
16.	Flat No.704, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	850	93,500.00	
17.	Flat No.701, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	900	1,19,075.00	
18.	Flat No.702, Chanakya CHSL, Raheja Township, Malad (E). Mumbai 400097	900	1,19,075.00	
19.	FLAT NO 13 CHITRAKOOT CHS, ALTAMOUNT ROAD, MUMBAI-400026	1965	21,291.72	
20.	FLAT NO 34 CHITRAKOOT CHS, ALTAMOUNT ROAD, MUMBAI-400026	2350	49,491.65	
21.	86 B, NAV DARYA MAHAL CHS, 80, NEPEAN SEA ROAD, MUMBAI 400006	1145	46,204.20	
22.	FLAT 7/8, DATTA KUTIR BUILDING, R.A.KIDWAI ROAD, WADALA, MUMBAI 400031	1100	11,252.04	
23.	Flat No. 9 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
24.	Flat No. 10 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
25.	Flat No. 11 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-	400	75,165.22	

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	400069.			
26.	Flat No. 12 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
27.	Flat No. 15 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
28.	Flat No. 16 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
29.	Flat No. 17 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
30.	Flat No. 18 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
31.	Flat No. 21 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
32.	Flat No. 22 ,Gundavali CHSL, FerozeApts, GundavaliGauthan, Andheri Kurla Road, Andheri (East), Mumbai-400069.	400	75,165.22	
33.	Flat No. 305A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	590	75,634.56	
34.	Flat No. 405A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	590	75,634.56	
35.	Flat No. 505A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	590	75,634.56	
36.	Flat No. 605A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	590	75,634.56	
37.	Flat No. 705A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	590	75,634.56	
38.	Flat No. 401A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
39.	Flat No. 402A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
40.	Flat No. 501A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	



Draft Scheme of Demerger

41.	Flat No. 502A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
42.	Flat No. 503A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
43.	Flat No. 504A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
44.	Flat No. 601A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
45.	Flat No. 602A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
46.	Flat No. 603A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
47.	Flat No. 604A HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,07,101.84	
48.	Flat No. 105B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,06,003.19	
49.	Flat No. 106B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
50.	Flat No. 107B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
51.	Flat No. 108B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
52.	Flat No. 209B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
53.	Flat No. 306B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
54.	Flat No. 309B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
55.	Flat No. 409B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
56.	Flat No. 506B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
57.	Flat No. 509B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
58.	Flat No. 606B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	



Draft Scheme of Demerger

	400 097			
59.	Flat No. 706B HARSHAVARDHAN - b, Raheja Township, Malad (E), Mumbai 400 097	850	1,12,328.19	
60.	FLAT NO 151, VARUNA CHS, JOLLY MAKER APARTMENT-3, 119, CUFEE PARADE, COLABA, MUMBAI	1730	59,712.80	
61.	FLAT NO 1A, KAVITA CHS, ARTHUR BUNDER ROAD, COLABA MUMBAI 400005	1900	1,04,799.98	
62.	Flat No.5 A , Lands End Co-op. Hsg. Socy Ltd, 29-D Dongarshi Road, Mumbai 400 006	1680	50,627.50	
63.	FLAT NO 30, LOTUS COURT BUILDING, JAMSHEDJI TATA ROAD, CHURCHGATE, MUMBAI 400020	1506	53,896.02	
64.	FLAT NO 1A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
65.	FLAT NO 2A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
66.	FLAT NO 3A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
67.	FLAT NO 4A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
68.	FLAT NO 5A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
69.	FLAT NO 6A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
70.	FLAT NO 7A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
71.	FLAT NO 8A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	3,190.11	
72.	FLAT NO 9A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	

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73.	FLAT NO 10A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
74.	FLAT NO 11A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
75.	FLAT NO 12A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
76.	FLAT NO 13A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
77.	FLAT NO 14A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
78.	FLAT NO 15A, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
79.	FLAT NO 16, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
80.	FLAT NO 17, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
81.	FLAT NO 18, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
82.	FLAT NO 19, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
83.	FLAT NO 20, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
84.	FLAT NO 21, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
85.	FLAT NO 22, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	



86.	FLAT NO 23, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
87.	FLAT NO 24, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
88.	FLAT NO 25, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
89.	FLAT NO 26, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	5,468.78	
90.	FLAT NO 27, SCI STAFF QUARTERS, JANGALA NAGAR, JEETENDRA ROAD, MALAD EAST, MUMBAI 4000097	400	3,190.11	
91.	FLAT NO 3E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1323	8,490.65	
92.	FLAT NO 9E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1323	8,490.65	
93.	FLAT NO 2E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1323	8,490.65	
94.	FLAT NO 4E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1299	8,068.50	
95.	FLAT NO 5E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1299	8,068.50	
96.	FLAT NO 6E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1299	8,068.50	
97.	FLAT NO 7E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1299	8,068.50	
98.	FLAT NO 8E, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1299	8,068.50	
99.	FLAT NO 2F, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1322	8,217.99	
100.	FLAT NO 3F, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1322	8,217.99	
101.	FLAT NO 2G, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE,KOLKATA -700020	1362	8,478.00	



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102.	FLAT NO 5C, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE, KOLKATA -700020	1854	12,854.40	
103.	FLAT NO 2C, MEGHDOOT CHS, 12, ROWLAND ROAD, P.S. BALLYGUNGE, KOLKATA -700020	1854	12,854.40	
104.	FLAT NO 9C, 9TH FLOOR, MONALISA COOPERATIVE HOUSING SOCIETY, CAMAC STREET, KOLKATA -700017	1422	10,666.68	
105.	FLAT NO 7C, 7TH FLOOR, MONALISA COOPERATIVE HOUSING SOCIETY, CAMAC STREET, KOLKATA -700017	1422	10,666.68	
106.	106 NESTLE -1, Pandurang Budhakar Marg, Worli, Mumbai 400 025.	945	11,82,775.57	
107.	107 NESTLE -1, Pandurang Budhakar Marg, Worli, Mumbai 400 025.	945	11,82,775.57	
108.	Flat No. 34, New Gulistan Co-op. Hsg. Society. Ltd, Carmichel Road, Mumbai 400 026	1450	52,596.00	
109.	FLAT NO 204, OLYMPUS CHS, 5-C, ALTAMOUNT ROAD, MUMBAI, 400026	1980	74,499.98	
110.	23, PARADISE APT CHS, NEPEAN SEA ROAD, MUMBAI 400006	1150	32,019.35	
111.	133, PERSIPOLIS CHS, 100 CUFFE PARADE, COLABA, MUMBAI 400005	1100	56,184.00	
112.	163, PERSIPOLIS CHS, 100 CUFFE PARADE, COLABA, MUMBAI 400005	1100	57,240.00	
113.	RAJHANS CHS, 7TH FLOOR, DONGARSHI ROAD, MUMBAI 400006	0	1,166.67	Parking Space with Separate Agreement
114.	19, RAJHANS CHS, 7TH FLOOR, DONGARSHI ROAD, MUMBAI 400006	1260	12,221.92	
115.	SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	0	2,333.31	Parking Space with Separate Agreement
116.	146, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	35,087.99	
117.	156, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	35,381.29	
118.	16, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	36,252.09	
119.	26, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	37,142.70	
120.	86, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	37,436.21	
121.	96, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	37,729.79	
122.	106, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	38,023.30	

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Draft Scheme of Demerger

123.	116, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	38,394.79	
124.	136, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1258	38,610.39	
125.	155, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1261	38,903.90	
126.	135, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1261	39,197.41	
127.	145, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1261	39,291.21	
128.	165, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1261	39,431.49	
129.	141, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1275	39,585.21	
130.	151, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1275	39,728.99	
131.	161, SATNAM APARTMENTS, Cuffe Parade, Colaba, Mumbai 400 005.	1275	40,026.49	
132.	18B, NEPEAN SEA CHS, SHANAZ, 90, NEPEAN SEA ROAD, MUMBAI 400006	1557	47,515.21	
133.	B WING, TYABJI BAGH CHS, SOMERSET HOUSE, 61-G, BHULABAI DESAI ROAD, 400026	0	1,375.00	Parking Space with Separate Agreement
134.	FLAT NO 84 B WING, TYABJI BAGH CHS, SOMERSET HOUSE, 61-G, BHULABAI DESAI ROAD, 400026	2110	77,002.91	
135.	Flat No. 1 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	310	63,937.50	
136.	Flat No. 9 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	310	63,937.50	
137.	Flat No. 11 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	350	72,187.50	
138.	Flat No. 4 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	395	81,052.11	
139.	Flat No. 12 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	395	81,468.75	
140.	Flat No. 201 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,11,520.86	
141.	Flat No. 204 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,12,354.14	
142.	Flat No. 301 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,12,625.00	
143.	Flat No. 304 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,12,625.00	
144.	Flat No. 401 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,13,729.14	
145.	Flat No. 404 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,13,729.14	
146.	Flat No. 501 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,14,833.36	
147.	Flat No. 504 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,14,833.36	

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Draft Scheme of Demerger

148.	Flat No. 601 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,15,937.50	
149.	Flat No. 602 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,15,937.50	
150.	Flat No. 603 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,15,937.50	
151.	Flat No. 604 SUNDERAM - 3, Raheja Complex, Malad (E), Mumbai-400 097	530	1,15,937.50	
152.	13 TWIN TOWERS PRIMISES CHSL, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 - A-WING	1206	79,358.16	
153.	22 TWIN TOWERS PRIMISES CHSL, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 - A-WING	1261	79,358.16	
154.	23 TWIN TOWERS PRIMISES CHSL, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 - A-WING	1206	79,358.16	
155.	43 TWIN TOWERS PRIMISES CHSL, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 - A-WING	1206	79,358.16	
156.	21 TWIN TOWERS PRIMISES CHSL, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 - A-WING	1720	1,11,671.44	
157.	Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	0	4,772.98	Parking Space with Separate Agreement
158.	Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	0	7,801.48	Parking Space with Separate Agreement
159.	Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	0	8,380.52	Parking Space with Separate Agreement
160.	Flat No. 11/13, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	13,064.20	
161.	Flat No. 12/14, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	13,956.60	
162.	Flat No. 21/23, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	13,956.60	
163.	Flat No. 22/24, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	13,956.60	
164.	Flat No. 31/33, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	13,997.55	
165.	Flat No. 32/34, Vijay Laxmi Apartment Co-op. Hsg. Society Ltd. 16, Carmichal Road, Mumbai 400 026.	1360	14,384.75	

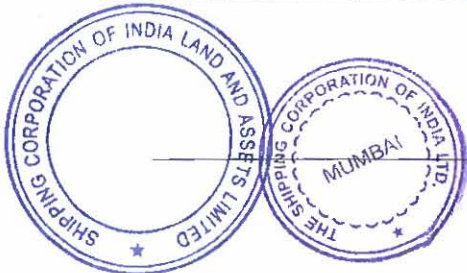
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Draft Scheme of Demerger

166.	5- B1, Wing B, New Woodland CHSL, 57, Dr. G. Deshmukh Marg, Mumbai 400 026.	1002	45,600.00	
167.	13 STRAND ROAD, P.S.-HARE STREET, KOLKATA-700001 (Land)	11885	65,030.00	
168.	13 Strand Road, P.S.-HARE STREET, KOLKATA-700001 (Shipping House-Kolkata)	86510	10,55,842.70	
169.	Shipping House – Bombay (Building)	141783	26,88,252.00	

S. N.	Location	Built up Area in Sq.ft	Book value as on 31.03.2021 in Rs.	Remark
170.	1 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	
171.	2 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	
172.	3 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	
173.	4 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	
174.	5 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	A Qtr Building - Area In sq.m. 145.74
175.	6 'A' (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	425	-	
176.	D1 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	
177	D2 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	
178	D3 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	D I Qtr Building - Area In sq.m. 708.7
179	D4 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	
180	D5 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	
181	D6 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	1459	-	D II Qtr Building - Area In sq.m. 708.7



182	B1 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	609.52	-	B Qtr Building - Area In sq.m 552.03
183	B2 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	609.52	-	
184	B3 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	609.52	-	
185	B4 (MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072	609.52	-	
S. N.	Location	Built up Area in Sq. Meter	Book value as on 31.03.2021 in Rs.	Remark
186	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (Land)*	178871.1	23,76,29,00,000.00	MTI Land Area In sq.m.
187	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (All other buildings excluding SG, Data Centre & Qtrs-)	8013.78	5,22,56,322.55	All other buildings excluding Sagar Gyan, Data Centre & Qtrs-Area In sq.m.
188	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (Data centre)	860.99	1,67,06,997.60	Data centre-Area In sq.m.
189	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (Sagar Gyan Building)	7368.69	3,83,44,886.87	Sagar Gyan Building-Area In sq.m.
190	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (Solar Plant Phase 1)	NA	2,17,74,860.72	Solar Power plant 353.5 KW
191	(MTI) Maritime Training Institute, Adi-Shankaracharya Marg, Powai, Mumbai 400 072 (Solar Plant Phase 2)	NA	87,62,172.11	162 KWP Augmentation of solar plant

PART-II**SHORT DESCRIPTION OF THE LEASEHOLD PROPERTY OF THE NON-CORE ASSETS DIVISION**

S. N.	Particulars	Book value as on 31.03.2021 in Rs.
1.	Shipping House, 245, Madam Cama Road, Nariman Point, Mumbai 400021 (Land)	Rs. 8,89,401

**PART III
SURPLUS CASH AT BANK**

S. N.	Particulars	Amount in Rs.
1.	**Minimum Surplus Cash at "SCI Surplus Cash A/c for holding and maintenance of Non-Core Assets"	1000,00,00,000

****The Rs. 1000 Crores as appearing above can be enhanced in future depending on the utilisation for ongoing vessel acquisition and surplus from working capital requirements.**

PART-IV

DETAILS OF OTHER ASSETS AND INVESTMENT

S. N.	Particulars	Book value as on 31.03.2021 in Rs.
1.	Investment in 49% equity shares of Irano Hind Shipping Co.	39,10,777
	Less: Investment loss allowance	(39,10,777)
	Net Investment amount shown	-
2.	Advance to Irano Hind Shipping Co. Ltd.	23,40,129
	Less: Provision for Doubtful advances	(23,40,129)
	Net Advance amount shown	-
3.	1,00,000 (Prev.yr.1,00,000) shares of Rs 10 each fully paid up of SAIL SCI Shipping Company Pvt. Ltd.~	10,00,000
	Less: Impairment loss allowance	(3,32,000)
	Net investment amount shown	6,68,000
4.	Shares of 1 USD each fully paid of ISI Maritime Ltd. (2,95,029 Shares of face value 1 USD are received as a gift from Irano-Hind Shipping Co. Ltd.)	0.00
5.	Shares of USD 1 each fully paid up of BIIS Maritime (16 Shares of face value 1USD are received as a gift from Irano-Hind Shipping Co. Ltd.)	0.00

~ SAIL SCI Shipping Company Pvt. Ltd. has been struck off.

PART-V

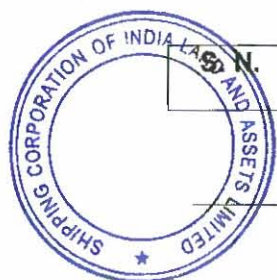
DETAILS OF LIABILITIES ASSOCIATED WITH ASSETS HELD FOR SALE OF THE NON-CORE ASSETS

S. N.	Particulars	Book value as on 31.03.2021 in Rs.
1.	Other Current Labilities - Amount payable to Irano Hind Shipping Co. (US\$ 29.642 Million)	217,88,16,761.79

PART- VI

LEASE LIABILITY ASSOCIATED WITH NON-CORE ASSETS

S. N.	Particulars	Book value as on 31.03.2021 in Rs.
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1.	Lease liability	8,84,639.00
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PART- VII

DEFERRED TAX LIABILITY ASSOCIATED WITH NON-CORE ASSETS

S. N.	Particulars	Book value as on 31.03.2021 in Rs.
1.	Deferred Tax Liability on upward valuation of MTI Land	55,02,00,000

Notes:

The above list of Non-core assets is subject to change upon the approval of the Competent Authority in this regard.

* This includes land at MTI Powai along with its Building and Solar Plant. If a decision to sell/ transfer entire MTI as a unit/undertaking is taken, all associated assets and liabilities of MTI as appearing in the financial statements will be deemed to be part of Non-Core Assets for this Scheme.

For & On behalf of
The Shipping Corporation of India Limited

ARane

Smt Swapnita Vikas Yadav
Company Secretary

Date:
Place: Mumbai

For & on behalf of
Shipping Corporation of
India Land and Assets Limited

ARane

Smt Swapnita Vikas Yadav
Authorised Representative on behalf of
Board of Shipping Corporation of India Land and
Assets Limited

Date:
Place: Mumbai

011.2021
ARane



SHARE ENTITLEMENT REPORT

FOR THE PROPOSED DEMERGER OF
NON -CORE ASSETS (DEMERGED UNDERTAKING)
OF
SHIPPING CORPORATION OF INDIA LIMITED
(DEMERGED COMPANY)

INTO
A newly formed wholly owned subsidiary of the Company
for the purpose of Demerger
(RESULTING COMPANY)

THROUGH SCHEME OF ARRANGEMENT
UNDER SECTION 230 - 232 OF THE COMPANIES ACT, 2013



**HARISH
CHANDER
DHAMIJA**

Registered Valuer SFA

FCA, ACS, IP and Registered Valuer

37/44 West Punjabi Bagh

New Delhi 110026

IBBI/RV/03/2018/10088

Mobile 9818427033

email ID: harishdhamija57@gmail.com

Ref. No 82410/44/16/21-22

Dated 3 August 2021

To
The Board of Directors
Shipping Corporation of India Limited
Registered Office
Shipping House, 245 Madame Cama Road,
Mumbai - 400021.

To
Shipping Corporation of India Limited
The Promoters,
Newly Wholly owned subsidiary of the Company
(under incorporation) for the purpose of Demerger,
Proposed Registered Office
Shipping House, 245 Madame Cama Road,
Mumbai – 400021 (Resultant Company)

Dear Sir,

Sub: Recommendation of Fair Share Entitlement Ratio for Transfer and vesting of Non-Core Assets of Shipping Corporation of India Limited (Demerged Company) into a newly wholly owned subsidiary of the Company (under incorporation) for the purpose of Demerger (Resulting Company) through Scheme of Arrangement for Demerger under the Provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013.

We refer to our engagement whereby Shipping Corporation of India Limited (Demerged Company) has requested the undersigned for recommending the Fair Share Entitlement Ratio for the proposed Demerger of Non-Core Assets (Demerged Undertaking) of Shipping Corporation of India Limited (Demerged Company) on a going concern basis into a newly formed wholly owned subsidiary of the Company formed for the purpose of Demerger (Resulting Company) pursuant to Scheme of Arrangement for Demerger under the Provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 (“Scheme” or “Scheme of Arrangement”).

The “Fair Share Entitlement Ratio” for the purpose of this report refers to the number of fully paid up Equity Shares of face value Rs 10 each to be issued by a newly formed wholly owned subsidiary of the Company formed for the purpose of Demerger (Resultant Company), to the equity shareholders of Shipping Corporation of India Limited (Demerged Company) as consideration for the proposed demerger of Non-Core Asset on a going concern basis into Resultant Company

It has been informed that Corporate Professionals Capital Private Limited CPCPL (SEBI Registered Category -I Merchant Banker) has been appointed by SCL in a turnkey project to act as consultant for demerger / hive off / transfer of non-core assets and assets held for sale.

The undersigned has been hereafter referred as “Valuer” or “We” in this report (“Report”)



1

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In the following paragraphs we have summarized our valuation analysis together with the description of the methodologies used, scope of work , assumptions, exclusions, caveats, limitations and disclaimers.

1. PURPOSE OF ENGAGEMENT AND APPOINTING AUTHORITY

Based on the discussions held with the CPCPL, we understand that Shipping Corporation of India Limited (Demerged Company) has proposed to transfer and vest the Non-Core Assets in to Resultant Company as mentioned in the Scheme of Arrangement for Demerger, and therefore requires the fair share entitlement ratio of equity shares between Demerged Company and Resulting Company.

The appointment of the undersigned as Registered Valuer has been confirmed by the Audit Committee /Board of Directors of Demerged Company. We are issuing this report for the purpose mentioned above, in compliance with applicable provisions of the Companies Act, 2013.

2. BACKGROUND OF THE COMPANIES

2.1. Profile of Shipping Corporation of India Limited

Shipping Corporation of India Limited (hereinafter referred to as "SCI" or "Demerged Company"), is a Public Limited, Government Company, within the meaning of section 2(45) of the Companies Act, 2013, having Corporate Identification Number (CIN) L63030MH1950GOI008033 was incorporated under the Companies Act, 1956 on October 2, 1961, by the amalgamation of Eastern Shipping Corporation Limited and Western Shipping Corporation Limited by the order of Government of India, having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India. It is a widely held listed company, with its equity shares listed on National Stock Exchange of India Limited and BSE Limited

SCI is the largest Indian shipping Company. The SCI has substantial interests in various segments of the shipping trade. SCI's owned fleet includes Bulk carriers, Crude oil tankers, Product tankers, Container vessels, LPG / Ammonia carriers and Offshore Supply Vessels, sailing through for six decades. SCI has a significant presence on the global maritime map.

As per management certified financials of Shipping Corporation of India Limited, the Total Income for the year 2020-21 and EQUITY as on 31 March 2021 is given below :

Name of Company	Total Income 2020-21 (Rs in Million)	EQUITY as on 31 March 2021 Equity Share Capital & Other Equity (Rs in Million)
Shipping Corporation of India Limited (Total)	38,288.1	79020.2

2.2. Profile of Non-Core Assets (Demerged Undertaking)

Non-Core Assets (Demerged Undertaking) shall mean all immovable or movable properties, assets, liabilities, of whatsoever nature and kind, and where so ever situated which is not related to the core assets of the Company. The details of Non-Core Assets has been given in Schedule I to Scheme of Arrangement for Demerger



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Total Income for the year 2020-21 of the Non-Core Assets (Demerged Undertaking) and Demerged Company is given below

Name of Division	Total Income (Rs in Million) 2020-21	Total Income as percentage of Total Turnover
Non-Core Assets-Demerged Undertaking	Nil	Nil
Demerged Company	38,288.1	100%

2.3. Profile of Resultant Company

It has been informed by the management that Resultant Company shall be incorporated as a wholly owned subsidiary of the Demerged Company, which is under the processes of incorporation for the purpose of Demerger, which will be incorporated as public limited company under the Companies Act, 2013 having its registered office at Shipping House, 245 Madame Cama Road, Mumbai - 400021. It has been informed by the management that this company will be incorporated with object of carrying on the business by acquiring the Non-Core Assets of SCL.

The Resulting Company will be a wholly owned subsidiary of Demerged Company. However, once the Scheme of Arrangement for Demerger is effective, the Resulting Company will have a replica shareholding of Demerged Company

It has also been informed by the management that the shares of "Resulting Company" will be listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange Limited ("NSE").

Based on Certified Balance Sheet provided by the management, the Net Assets as on 31 March 2021 of SCI (Non-Core Assets), SCI (Core Business Assets) and SCI (Total) are summarized below:

(Amount in INR Mn)

Particulars	As at 31 March 2021		
	SCI (Non -Core)	SCI (Core)	SCI total
Total Assets (Non-Current Assets & Current Assets)	23,917.4	107451.9	131369.3
Total Liabilities (Non-Current Liabilities & Current Liabilities)	2729.9	49619.2	52349.1
Net Assets (Total Assets minus Total Liabilities)	21,187.5	57832.7	79020.2
% of Net Assets (Non-Core & Core)	26.81%	73.19%	100.00%

Note on Non-Core Assets:

(i) It has been specifically stated in the above management certified carved out Balance Sheet that the bifurcation has been done on the basis of information available and may change depending upon demerger strategy .



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(ii) Freehold land includes MTI Land Powai and Kolkata land. Building includes cost of Shipping House at Mumbai Rs 13.4 million which is leasehold land. Building at MTI includes Sagar Gyan Complex, Data center, Residential Flats and Kolkata Shipping House etc. Furniture, Fittings and Equipment includes Solar Plant at MTI Land. Ownership Flats and Residential Building includes Cost of shares and Bonds in Cooperative Society/Company of face value of Rs 0.07 Million.

3. PROPOSED TRANSACTIONS OF DEMERGER

Objects and Rationale of the Scheme of Arrangement for Demerger:

As on the date of valuation 31 March, 2021, 63.75% equity shares of SCI are owned by Government of India.

The Government of India is in the process of strategic disinvestment of its equity stake in SCI together with transfer of management control. To facilitate such disinvestment of SCI in an effective, efficient and rapid manner and also to unlock the value of business and assets it is found appropriate that the Non-core Assets of the Company, of which value is not getting reflected in the value of business of SCI, should be separated from SCI and should be kept in an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets.

Considering this, and in line with the guidance of Department of Investment and Public Assets Management, DIPAM and other competent authorities, the management of the Companies is of the view that demerger of Non-Core Assets-of SCI into Resultant Company pursuant to this draft Scheme of Arrangement for Demerger, inter alia, would lead to following benefits:

- (i) Creation of a separate and distinct entity for the Non-Core Assets-and would lead to greater operational and administrative efficiencies for the Demerged Company and would also allow the Resulting Company to manage the non-core assets more efficiently;
- (ii) Enabling the business and activities to be pursued and carried on with greater focus and attention through two separate parallel with separate administrative set up of each of them in place. Defined objects of each of the Companies i.e. SCI and a Resultant Company will have required focus in terms of necessary for the growth of respective Companies. The structure provides independence to the management in decisions regarding the use of their respective cash flows for dividends, capital expenditure or other reinvestment in their respective businesses in lines with the directions of the competent authorities and
- (iii) Unlocking of value for SCI by transfer of Non-Core Assets, which would enable optimal exploitation, monetization and development of both companies i.e. SCL and Resulting Company by attracting focused investors and strategic partners having the necessary ability, experience and interests in this sector and by allowing pursuit of inorganic and organic growth opportunities in such businesses.

With a view towards focused management and in the overall interest of all stakeholders, shareholders and creditors, it is proposed that the management and control of the businesses would be realigned and restructured in a manner that the Non-Core Assets-of SCI be demerged and hived-off to the Resulting Company, which would also be listed on the Stock Exchanges.

The implementation of the Scheme of Arrangement for Demerger is thus aimed at maximizing value for the shareholders of SCI.

The Scheme of Arrangement for Demerger, provides for the demerger of Non - Core Assets of the Demerged Company and the vesting thereof in the Resulting Company in accordance with the terms of the Scheme and pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.



4. SHARE HOLDINGS PATTERN OF THE COMPANIES

4.1. Shipping Corporation of India Limited

The Capital Structure of Shipping Corporation of India Limited (Demerged Company) as on 31 March, 2021 based on the information provided by the company (pre-demerger) is as follow:

Share Capital	Amount (Rs.)
Authorized Share Capital 1,00,00,00,000 equity shares of Rs. 10 each	10,00,00,00,000
Issued, Subscribed and Paid-up Share Capital 46,57,99,010 equity shares of Rs. 10 each	4,65,79,90,100

Shareholding Pattern

Particulars	Pre-Demerger (% Holding)
Promoters Shareholdings	63.75%
Public Shareholding	36.25%
Total	100.00

5. IDENTITY OF THE VALUER AND ANY OTHER EXPERTS INVOLVED IN DETERMINATION OF SHARE EXCHANGE RATIO

Name of the Valuer	Harish Chander Dhamija
Address of the Valuer	37/44 West Punjabi Bagh, New Delhi 110026
Contact Detail	9818427033
Email address	harishdhamija57@gmail.com
Qualifications	FCA, ACS ,IP and Registered Valuer-SFA
IBBI Registration No	IBBI/RV/03/2018/10088
Independence and Disclosure of Interest	The undersigned is an independent valuer. There is no conflict of interest. It is further stated that neither the undersigned nor the relatives /associates are related or associated with SCI / Corporate Professionals Capital Private Limited CPCPL – Consultant of SCI for demerger as a turnkey project.
Any other experts involved	No

6. SCOPE OF WORK

Our scope of work is to recommend a Fair Share Entitlement Ratio for the proposed transaction of demerger of Non-Core Assets (Demerged Undertaking) of Shipping Corporation of India Limited into Resulting Company through Scheme of Arrangement for Demerger, using internationally accepted valuation methodology as per International Valuation Standards issued by International Valuation Standards Council ("IVSC").



The Valuation has been carried out as on 31 March, 2021 and the Exchange Ratio has been determined accordingly. Management has provided the certified (i) Standalone Balance Sheet of SCI as on 31 March 2021 (ii) Division wise Standalone Balance Sheet as on 31 March 2021 showing SCI Total, SCI Non -Core and SCI Core.

This Report is our deliverable in respect of recommendations of Fair Share Entitlement Ratio for the proposed transaction.

This Report is subject to the scope, assumptions, exclusions, caveats, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

7. DATE OF APPOINTMENT, DATE OF VALUATION, DATE OF REPORT AND CURRENCY

Appointment of Valuer	Appointment as Valuer was done on 25 July 2021 by CPCPL Consultant. On 3 August 2021, Board of Directors of SCI has confirmed the appointment.
Date of Valuation	31 March 2021
Date of Report	3 August 2021
Currency	INR

8. SOURCES OF INFORMATION/INSPECTIONS

To arrive at fair share entitlement ratio under the said Draft Scheme of Arrangement for Demerger, we have relied upon:

- Management Certified (i) Standalone Balance Sheet of SCI as on 31 March 2021 (ii) Division wise Standalone Balance Sheet as on 31 March 2021 showing SCI Total, SCI Non -Core and SCI Core.
- Audited Financial Results of SCI for the Financial Year 2018-19 and 2019-20.
- Scheme of Arrangement for Demerger.
- Correspondence with the Management including Management Representations Letter.
- MCA Databases and other relevant information and documents for the purpose of engagement.

It is stated that pursuant to the draft scheme of arrangement for demerger, the identified assets as pertaining to Non-Core Assets (Demerged Undertaking) will be transferred to a 'Resulting Company' at the same values as appearing in the books of SCI (Demerged Company),

We have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise from SCL/CPCPL. We have provided the opportunity to CPCL and SCL, to review our draft Report (excluding the recommended Fair Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies/omissions are avoided in our final Report.

As stated above that Corporate Professionals Capital Private Limited CPCPL (SEBI Registered Category -I Merchant Banker) has also been appointed to provide fairness opinion on the recommended Fair Share Entitlement Ratio for the purpose of aforementioned proposed transaction. Therefore, we have discussed with them on the valuation approaches adopted and various assumptions etc. considered by us.



Dr.

9. PROCEDURE ADOPTED

- Procedure used in our analysis included such substantive steps as we considered necessary under the circumstances, including, but not limited to the following:
- Discussion with the Management to understand Business of the Companies and their financial performance. Analysis of information shared by the Management including the following:
- Management certified - (i) Standalone Balance Sheet of SCI as on 31 March 2021 (ii) Division wise Standalone Balance Sheet as on 31 March 2021 showing SCI Total , SCI Non -Core and SCI Core
- Scheme of Arrangement.
- Selection of appropriate internationally accepted valuation methodology after deliberation and analysis of Scheme of Arrangement for arriving and recommendation of Fair Share Entitlement Ratio for the proposed demerger of Non-Core Asset into Resultant Company.

10. VALUATION APPROACHES AND METHODOLOGY

Valuation Base: Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusion of value.

Considering the nature of this exercise, we have considered Fair Value as a Valuation Base.

Premises of Value: Premises of value refer to the conditions and circumstances how an asset is deployed. We have considered Going Concern Value and "As is where is" Value as applicable to the companies being valued, as the Premise of Value.

Intended Users: This Report is intended for the Board of Directors of SCI, Resulting Company and for the purpose of submission to the relevant regulatory authorities

In case of demerger as well as for merger valuation, the emphasis is on arriving at the "relative" values of the shares of these companies to facilitate determination of the "Fair Share Entitlement Ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

From discussion with the CPCPL & SCL and on perusal of draft scheme of arrangement, we understand that:

- The management of SCI is contemplating to demerge of Non-Core Assets (Demerged Undertaking) from SCI into Resultant Company. The Resulting Company will have to be a wholly owned subsidiary of SCI. However, once the scheme is effective, the Resulting Company will have a replica shareholding of the SCI and thereafter it will function as an Independent Listed Company.
- Upon the Scheme become effective the equity shares held by SCI in Resultant Company will be cancelled and equity shareholders of SCI will be entitled to receive the equity shares of Resultant Company.
- Simultaneously/concurrently with the above cancellation and upon the Scheme becoming effective, shareholders of SCI would be entitled to receive shares in Resultant Company in the same proportion in which they own shares in SCI.
- Therefore, only the shareholders of SCI shall hold the shares of Resultant Company. Thus, effectively the shareholding in Resultant Company would continue to remain the mirror shareholding of SCI.
- Upon the scheme becoming effective, the beneficial economic interest of the equity shareholders of SCI in the paid-up equity share capital of a Resultant Company would be the same as it is in the paid-up equity share capital of SCI.



- The determination of fair share entitlement ratio shall not impact the ultimate value for the shareholders of SCI and proposed demerger of Non-Core Assets of SCI into a Resultant Company will be the value neutral to SCI's shareholders. Therefore, for determination of fair share entitlement ratio in the instant case, a detailed valuations of the companies to determine the fair share entitlement ratio would not be relevant.

We have also been represented by the management that the Pre and Post Demerger shareholding pattern of Shipping Corporation of India Limited will remain same as given below:

Particulars	Pre-Demerger (% Holding)	Post-Demerger (% Holding)
Promoters Shareholdings	63.75	63.75
Public Shareholdings	36.25	36.25
Total	100.00	100.00

Specific Consideration:

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 1 June 2017 (collectively referred as "Stock Exchange Circulars") require the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format. The current transaction does not trigger the requirement of valuation report under SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22 December, 2020, since there is no change in the shareholding pattern of the Demerged Company and the Resulting Company.

Hence, as stated above, no relative valuation of these companies is required to be undertaken. Accordingly, we have not carried out valuation of these companies. However, we have given below the disclosures as required under "Stock Exchange Circulars":

Valuation Approaches	Non-Core Assets – (Demerged Undertaking) "A"		A Wholly Owned Subsidiary (Resultant Company) "B"	
	Value per share of SCI for Non-Core Assets (INR)	Weight %	Value per share of A newly incorporated company (INR)	Weight %
Asset Approach	NA	Nil	NA	Nil
Market Approach	NA	Nil	NA	Nil
Income Approach	NA	Nil	NA	Nil
Relative Value per share	NA	Nil	NA	Nil
Share Entitlement ratio (A/B) (Rounded off)			NA	

NA - Not adopted/ Not Applicable

Based on the aforesaid discussion, considering that all equity shareholders of SCI whose name is recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Demerged Company on the Record Date to be fixed by the Demerged Company and Resulting Company are and will,



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upon demerger, become equity shareholders of a newly incorporated company, holding beneficial economic interest in the same proportion as they hold in SCI, the following proposed share entitlement is fair to the equity shareholders of SCI in relation to demerger.

"Equity share of face value of INR 10 (Rupees Ten) each credited as Fully paid up of the Resultant Company in the ratio of 1 (One) equity share of face value of INR 10 (Rupees Ten) each of the Resulting Company for every 1 (one) equity share of face value of INR 10(Rupees Ten) credited as fully paid up in the Demerged Company."

11. CAVEATS, LIMITATIONS AND DISCLAIMERS

- i. This Fair Share Entitlement Report has been issued on the specific request of Company for determining the Fair Share entitlement ratio for the said proposed Scheme of Arrangement in accordance with the Companies Act, 2013 and Rules thereof. This Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without our prior written consent.
- ii. The determination of Fair Value /Fair Share Entitlement Ratio is not a science. The conclusion arrived at in many cases will, of necessity, be subjective and depends on the exercise of individual judgements. There is, therefore, no single undisputed Share Entitlement Ratio. While the undersigned has provided the opinion on the share entitlement ratio based on information available and within the scope of engagement, others may have different opinion.
- iii. The Final responsibility for the determination of fair share entitlement ratio at which the proposed demerger transaction shall take place will be with the board of directors who should take into account other factors such as their own assessments of the proposed demerger transaction and inputs of other advisors.
- iv. The management/representatives warranted to the undersigned that the information they supplied was complete, accurate and true and correct to the best of their knowledge. I have relied upon the representations of the Management concerning the financial and other information relating to proposed transaction. I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.
- v. The undersigned has relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.
- vi. While the scope of work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, the undersigned assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of you and the client. My report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.



Dr.

- vii. The undersigned assumes that the companies fully comply with relevant laws and regulations applicable in all their areas of operations and unless otherwise stated, and that these companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration to matters of regulatory nature, tax nature and legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded in the audited /unaudited financial statements of the companies.
- viii. This report does not look into the business /commercial reasons behind the proposed transaction of demerger nor the likely benefits arising out the same. Similarly, it does not address the relative merits of the proposed transaction as compared with any other alternative business transaction or other alternative or whether or not such alternative could be achieved or are available. This report is restricted to recommendations of fair share entitlement ratio only. Its suitability and applicability for any other use has not been checked by the undersigned.
- ix. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to me as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and I do not assume any obligation to update, revise or reaffirm this Report.
- x. The ultimate analysis will have to be tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the financial statements but could strongly influence the value of the shares. This concept is also recognized in judicial decisions.
- xi. Provision of fair share entitlement ratio recommendations and consideration of the issues described herein are areas of our regular practice. This service do not represent accounting, assurance, auditing, due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.
- xii. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in accounts. Therefore, no responsibility is assumed for matters of legal nature.
- xiii. In Accordance with the customary approach, we have summarized the fair share entitlement ratio of equity shares of the Company based on the information as was provided to undersigned by the management of the Company both written, verbal and other publicly available information. I do not assume any responsibility for the accuracy or reliability of such documents on which we have relied upon in forming our opinion.
- xiv. The undersigned does not express any opinion / recommendation. The shareholders are expected to exercise their own discretion.
- xv. I don't have present or planned future interest in the Company and the fee for this Fair Share Entitlement Ratio analysis is not contingent upon the values reported herein. The Fair Share



Dr.

Entitlement Ratio Analysis contained herein is not intended to represent the value /ratio at any time other than the date that is specifically stated in this Report.

xvi. The report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

xvii. I owe responsibility only to Board of Directors of SCI and the Resultant Company, under the terms of the engagement letter and nobody else. The undersigned will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other advisor to the companies. In no event, I shall be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the companies, their directors, employees or agents. I do not accept any liability to any third party in relation to issuance of this report.

In no circumstances the liability of the undersigned, our associates or employees, relating to the services provided in connection with the engagement set out in this Fair Share Entitlement report shall exceed the amount of fees paid for the assignment.

xviii. The Share Entitlement report should not be construed as investment advice; specifically, the undersigned do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

xix. This report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein. Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme of demerger, without our prior written consent except for disclosure to relevant regulatory authorities including Stock Exchanges, SEBI and Ministry of Corporate Affairs.

xx. The outbreak of Novel Coronavirus COVID -19 declared by the World Health Organization as Global Pandemic on 11 March 2020 has adversely affected the global and Indian economy. Travel restrictions implemented by many countries has affected the economic activities. Governments have announced various measures to combat COVID -19 pandemic and to support the economic and business activities. The outbreak of COVID -19 pandemic has led to significantly higher uncertainties in the near to medium term and its impact is evolving. Considering the unprecedented set of circumstances, value analysis is reported on the basis of 'material valuation uncertainty' and accordingly less certainty and a higher degree of caution should be attached to the value analysis than would normally be the case.



12. CONCLUSIONS

Based on the foregoing and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, I recommend the following fair share entitlement ratio:

“1 (One) Equity share of face value of INR 10 (Rupees Ten) each credited as fully paid up, of Resulting Company (a wholly owned subsidiary of Shipping Corporation of India Limited) for every 1 (One) equity share of face value of INR 10 (Rupees Ten) each credited as fully paid, held in Shipping Corporation of India Limited (Demerged Company)”.



Date: 3 August, 2021

Place: New Delhi

A large, fluid handwritten signature in black ink that reads "Harish Chander Dhamija".

Harish Chander Dhamija

FCA, ACS, IP & Registered Valuer SFA

Registration No IBBI/RV/03/2018/10088

UDIN 21082410AAAAAH3594

FAIRNESS OPINION REPORT

FOR THE PROPOSED DEMERGER OF

SHIPPING CORPORATION OF INDIA LIMITED
(DEMERGED COMPANY)

AND

A NEWLY FORMED WHOLLY OWNED SUBSIDIARY OF THE COMPANY FOR THE PURPOSE
OF DEMERGER

(RESULTING COMPANY)

UNDER SECTION 230 - 232 OF THE COMPANIES ACT, 2013

 **Corporate
Professionals**

3rd August, 2021

Strictly Private & Confidential



Ref. No: CPC/MB/055/2021-22
SEBI Reg. No: INM000011435

To
The Board of Directors
Shipping Corporation of India Limited
Shipping House, 245 Madame Cama Road,
Mumbai - 400021.

To
The Board of Directors
A newly formed wholly owned subsidiary of
the Company for the purpose of Demerger

Sub: Fairness Opinion on Equity Share Entitlement Ratio for Transfer and vesting of Non-Core Assets ("Demerged Undertaking") of Shipping Corporation of India Limited (Demerged Company) into a newly formed wholly owned subsidiary of the Company for the purpose of Demerger (Resulting Company) through Scheme of Arrangement for Demerger under the Provisions of Section 230-232 of the Companies Act, 2013.

Dear Sir,

We refer to our discussion wherein management of Shipping Corporation of India Limited and newly formed wholly owned subsidiary of the Company for the purpose of Demerger, wholly owned subsidiary of the Company has appointed Corporate Professionals Capital Private Limited (SEBI registered category I Merchant Banker) to provide a Fairness Opinion on the share entitlement ratio certified by Shri. Harish Chander Dhamija in connection with the Demerger of an undertaking i.e. Non-Core Assets of Shipping Corporation of India Limited (Demerged Company / SCI) into a newly formed wholly owned subsidiary of the Company for the purpose of Demerger (Resulting Company) (hereinafter referred to as "Proposed Scheme/Scheme/Scheme of Arrangement").

In terms of our engagement, we are enclosing our opinion along with this letter. All comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") read with SEBI No SEBI/HO/CFD/DIL1/CIR/2020/249 dated December 22, 2020, it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of **Corporate Professionals Capital Private Limited**, such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges, Ministry of Corporate Affairs ("MCA") and notices to be dispatched to the shareholder and creditors for convening the meeting pursuant the directions of MCA and we provide consent for the same.

Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully,

For Corporate Professionals Capital Private Limited


[Authorized Signatory]



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Context and Background

The Government of India is in the process of strategic disinvestment of its equity stake in Shipping Corporation of India Limited. To facilitate such disinvestment of SCI in easier and faster manner and to unlock the value business and assets, it is found appropriate by the management of SCI that the Non-core Assets-of the Company, of which value is not getting reflected in the value of business of SCI, should be separated from SCI and should be kept in an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets. Considering this, and in line with the guidance of DIPAM, the management of the Companies is of the view that demerger of Non-Core Assets of SCI into a newly incorporated company pursuant to the Scheme of Arrangement.

At present, 63.75% equity shares of SCI are owned by Government of India. The Government of India has decided for strategic disinvestment of its stakes in SCI. As part of the strategic disinvestment process, the Department of Investment and Public Asset Management ('DIPAM') has analysed the business of SCI and in consultation with the management of SCI has determined the Core Business Assets and Non-core Assets of the Company. Now, with the intent to effective and efficient disinvestment of SCI, the management is contemplating to Demerge/ Hive-Off its Non-Core Assets.

We understand that the proposed Scheme of Arrangement, provides for the Demerger of Non - Core Assets-of the Demerged Company and the vesting thereof in the Resulting Company in accordance with the terms of the Scheme and pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013. The equity shares of Resulting Company are proposed to be listed on the Stock Exchanges pursuant to the Scheme.

The board of directors of the Demerged Company and Resulting Company have resolved to transfer and vesting of Non-Core Assets of Shipping Corporation of India Limited (Demerged Company) into a newly incorporated company (Resulting Company) through a Scheme of Arrangement of Demerger which would be in the interests of the shareholders, creditors and employees of the Demerged Company and the Resulting Company. The Demerged Company is the largest Indian Shipping Company. The SCI has substantial interests in various segments of the shipping trade. SCI's owned fleet includes Bulk carriers, Crude oil tankers, Product tankers, Container vessels, LPG / Ammonia carriers and Offshore Supply Vessels. Sailing through for six decades, SCI today has a significant presence on the global maritime map.



BRIEF ABOUT COMPANIES

1. **Shipping Corporation of India Limited** (hereinafter referred to as "SCI" or "Demerged Company"), is a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, incorporated under the Companies Act, 1956 on October 2, 1961, by the amalgamation of Eastern Shipping Corporation Limited and Western Shipping Corporation Limited by the order of Government of India. It is having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India. It is a widely held listed company, with its equity shares listed on National Stock Exchange of India Limited and BSE Limited.

Extract of Management Certified Balance Sheet of Non-Core Assets of Shipping Corporation of India Limited as on 31.03.2021

Particulars	Amount in INR Mn
Total Assets	23,917.40
Total Liabilities	2,729.90
Net Asset Value	21,187.50

This includes land at MTI Powai along with its Building and Solar Plant. If a decision to sell/ transfer entire MTI as a unit/undertaking is taken, all associated assets and liabilities of MTI as appearing in the financial statements will be deemed to be part of Non-Core Assets for this Scheme.

The Capital Structure of the Demerged Company (Shipping Corporation of India Limited) as on 31st March, 2021 (Pre-Demerger) is as follow:

Particulars	Amount (INR)
Authorized Share Capital 1,00,00,00,000 equity shares of INR 10/- each	10,00,00,00,000/-
Issued, Subscribed and Paid-up Share Capital 46,57,99,010 equity shares of INR 10/- each	4,65,79,90,100/-
Total	4,65,79,90,100/-

2. It has been informed by the management that Resultant Company shall be incorporated as a wholly owned subsidiary of the Demerged Company, which is under the processes of incorporation for the purpose of Demerger, which will be incorporated as public limited company under the Companies Act, 2013 having its registered office at Shipping House, 245 Madame Cama Road, Mumbai - 400021. It has been informed by the management that this company will be incorporated with object of carrying on the business by acquiring the Non-Core Assets of SCI.

The Resulting Company will be a wholly owned subsidiary of Demerged Company. However, once the Scheme of Arrangement for Demerger is effective, the Resulting Company will have a replica shareholding of Demerged Company.

It has also been informed by the management that the shares of "Resulting Company" will be listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange Limited ("NSE").

Based on Certified Balance Sheet provided by the management, the Net Assets as on 31 March 2021 of SCI (Non-Core Assets), SCI (Core Business Assets) and SCI (Total) are summarized below:

(Amount in INR Mn)

Particulars	As at 31 March 2021		
	SCI (Non -Core)	SCI (Core)	SCI total



Total Assets (Non-Current Assets & Current Assets)	23,917.4	107451.9	131369.3
Total Liabilities (Non-Current Liabilities & Current Liabilities)	2729.9	49619.2	52349.1
Net Assets (Total Assets minus Total Liabilities)	21,187.5	57832.7	79020.2
% of Net Assets (Non-Core & Core)	26.81%	73.19%	100.00%

Note on Non-Core Assets:

(i) It has been specifically stated in the above management certified carved out Balance Sheet that the bifurcation has been done on the basis of information available and may change depending upon demerger strategy .

(ii) Freehold land includes MTI Land Powai and Kolkata land. Building includes cost of Shipping House at Mumbai Rs 13.4 million which is leasehold land. Building at MTI includes Sagar Gyan Complex, Data center, Residential Flats and Kolkata Shipping House etc. Furniture, Fittings and Equipment includes Solar Plant at MTI Land. Ownership Flats and Residential Building includes Cost of shares and Bonds in Cooperative Society/Company of face value of Rs 0.07 Million.

The Resulting Company shall be the Wholly Owned Subsidiary of the Demerged Company which will be used to carry the business of Demerged Undertaking of the Demerged Company in addition to the exiting objects with which it was incorporated.

SHARE ENTITLEMENT RATIO FOR DEMERGER: -

On the basis of Scheme of Arrangement, the Share Entitlement Ratio has been arrived at and accordingly the Resulting Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Demerged Company whose name is recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Demerged Company on the Record Date to be fixed by the Demerged Company and Resulting Company.

It is clarified by the management of Demerged Company and Resulting Company in the Scheme of Arrangement that Record Date means a date after the effectiveness of the Scheme fixed by the board of SCI to determine the eligibility of shareholders to whom shares of the newly incorporated company wholly owned subsidiary of Demerged Company ("Resulting Company") shall be allotted pursuant to this Scheme.

Provided that in case, the Strategic Disinvestment of SCI happens before the Effective Date under the Scheme, the Record Date for purpose of promoters of SCI shall be deemed to be appointed date of the Scheme. In such an event, the Record Date to determine the eligibility of the shareholders other than the promoters of SCI shall be fixed by the Resulting Company.

The consideration for such proposed demerger will be discharged by issue of equity shares by Resulting Company (a newly incorporated company) to the equity shareholders of the Demerged Company (Shipping Corporation of India Limited).

As per Chapter 2 - Part IV, Clause 9.1 of Scheme of Arrangement, the management of the companies has decided to issue equal no. of equity shares in the Resulting Company to create replica shareholding of Demerged



Company in Resulting Company. The entitlement ratio for Demerger of Non-Core Assets of Shipping Corporation of India Limited into a Resulting Company is as follows:

1 (One) Equity share of face value of INR 10/- (Rupees Ten) each in a newly incorporated company (Wholly Owned Subsidiary) for every **1 (One)** Equity Share of face value of INR 10/- (Rupees Ten) each in Shipping Corporation of India Limited.

Accordingly, shareholders of Shipping Corporation of India Limited shall become shareholders of a newly incorporated company in the same proportion in which they own shares in Shipping Corporation of India Limited and investment of Shipping Corporation of India Limited in a newly incorporated company shall stand cancelled.

We have also been represented by the management that the Pre and Post demerger shareholding pattern of Shipping Corporation of India Limited will remain same as under:

Particulars	Pre-Demerger (% Holding)	Post-Demerger (% Holding)
Promoters	63.75	63.75
Non-Promoters	36.25	36.25
Total	100	100

Based on above and after considering that the companies involved in the Scheme of Arrangement belong to the same group and there is no change in the shareholding pattern of the companies, we certify the share entitlement ratio to be reasonable and fair.

Further, BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 and NSE Circular No. NSE/CML/2017/12 dated 1 June 2017 (collectively referred as "Stock Exchange Circulars") require the valuation report for a scheme of arrangement to provide certain requisite information in a specified format. The current transaction does not trigger the requirement of valuation report under SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, since there is no change in the shareholding pattern of the Companies.

Hence, as stated above, no relative valuation of these companies is required to be undertaken. Accordingly, we have not carried out valuation of these companies under generally accepted valuation principle of valuation.

However, we have given below the disclosure required under "Stock Exchange Circulars":

Valuation Approach	Non-Core Assets – (Demerged Undertaking) "A"		A Wholly Owned Subsidiary (Resultant Company) – "B"	
	Value per share of SCI for Non-Core Assets Division (INR)	Weight %	Value per share of A newly incorporated company (INR)	Weight %
Asset Approach	NA	Nil	NA	Nil



Market Approach	NA	Nil	NA	Nil
Income Approach	NA	Nil	NA	Nil
Relative Value per share	NA	Nil	NA	Nil
Share Entitlement ratio (A/B) (Rounded off)			NA	

NA - Not adopted/ Not Applicable



CONCLUSION & OPINION

As per chapter 2 - Part IV, Clause 9.1 of draft Scheme of Arrangement, the management of the companies has decided to issue equal no. of equity shares to the shareholders of the Resulting Company so as to create replica shareholding of Demerged Company in the Resulting Company. Further, there is no change in the promoter and public shareholding of the public listed company i.e., the Demerged Company and ultimate beneficial owners of Demerged Company shall become shareholders of Resulting Company in the same ratio (inter-se) as they hold shares prior to the demerger. It is also clarified that in the event the Disinvestment of the Company takes place prior to the effectiveness of the Scheme, the record date for reckoning the eligibility of Promoters shall be the appointed date.

“Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI No SEBI/HO/CFD/DIL1/CIR/2020/249 dated December 22, 2020, we have reviewed the proposed Scheme of Arrangement for Demerger with respect to the share entitlement ratio aspects and consider it to be fair and reasonable from the point of view of equity shareholders of the Companies.

DISCLAIMER

We, Corporate Professionals Capital Private Limited (“CPCPL”), SEBI Registered Category -I, Merchant Banker were awarded the turnkey project for Demerger/Hive -Off/Sale of Assets by the Shipping Corporation of India Limited (“SCI”) with right to appoint various consultants for completing the project.

In terms of SEBI Master Circular dated December 22, 2020 (“SEBI Circular”) a valuation report is to be issued by registered valuer and a fairness opinion is to be issued by SEBI Registered, Merchant Banker on valuation report issued by the Independent Registered Valuer.

In view of the above, we have proposed and finalized the commercial terms with Mr. Harish Chandra Dhamija (Independent Registered Valuer, IBBI) to act as valuer to issue report on share entitlement for the proposed Scheme of Demerger for transfer of Non - Core Assets of SCI into a newly incorporated company. Also, in the capacity of merchant banker, we have issued a fairness opinion on report issued independent registered valuer in compliance of SEBI Circular.

We confirm that there is no conflict of interest between SCI and Corporate Professionals Capital Private Limited who are SEBI Registered, Merchant Banker for issuing fairness opinion on the Share Entitlement Report issued by the Registered Valuer. We also confirm that Mr. Harish Chandra Dhamija (Independent Registered Valuer, IBBI) is acting in an independent capacity and therefore is no conflict of interest between SCI and him.

We also confirm that there is no conflict of interest between Mr. Harish Chandra Dhamija (Independent Registered Valuer, IBBI) who is entrusted with the responsibility of issuing report on share entitlement and M/s Corporate Professionals Capital Private Limited (“CPCPL”), SEBI Registered Category -I, Merchant Banker who has issued a fairness opinion on valuation report issued by the Independent Registered Valuer.



CAVEATS

- We wish to emphasize that, we have relied on explanations and information provided by the respective management and other publicly available information. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed / validated the financial data except what is provided to us by the Demerged Company and Resulting Company.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in the Demerged Company & Resulting Company and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Fairness Opinion Report. This opinion is issued on the understanding that the Management of the Restructured Companies under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness Opinion.



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF THE SHIPPING CORPORATION OF INDIA LIMITED ("THE COMPANY"/ "DEMERGED COMPANY"/ "SCI") AT ITS MEETING HELD ON 3rd AUGUST, 2021 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT FOR DEMERGER OF NON-CORE ASSETS ('DEMERGED UNDERTAKING') OF THE SHIPPING CORPORATION OF INDIA LIMITED ('DEMERGED COMPANY') WITH SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED ('RESULTING COMPANY') AND ITS SHAREHOLDERS AND CREDITORS UNDER SECTION 230 to 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("SCHEME") ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

1. The Board of Directors of the Company ("Board") at its meeting held on 3rd August, 2021 approved the scheme.
2. The Board noted that the Scheme inter alia provides for demerger of Non - Core Assets ('Demerged Undertaking') (as defined in the Scheme) of the Demerged Company and the vesting thereof in the Resulting Company in accordance with the terms of the Scheme.
3. The Salient features including the rationale of the Scheme were noted by the Board.
4. This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2)(c) of the Companies Act, 2013.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. EQUITY SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS)

The Scheme does not have prejudicial effect on the Equity Shareholders (Promoter and Non-Promoter Shareholders) of the Company.

For Demerger of Non - Core Assets ('Demerged Undertaking') (as defined in the Scheme) of the Shipping Corporation Of India Limited with Shipping Corporation of India Land And Assets Limited Shipping Corporation of India Land And Assets Limited (Resulting Company) will issue and allot 1 (one) equity share of the face value of Rs. 10/- (Rupees ten) each for every 1 (one) equity shares of face value of Rs. 10/- (Rupees Ten) each held in the Demerged Company as on record date on the basis of Share Entitlement Report submitted by an Independent Registered Valuer, Mr. Harish

Chander Dhamija, Registered Valuer (Registration No. IBBI/RV/03/2018/10088) dated 3rd August, 2021.

2. KEY MANAGERIAL PERSONNEL ('KMPS') AND DIRECTORS

The Scheme will have no effect on the key managerial personnel and directors of the Company, they will continue to hold their position as such as before.

3. CREDITORS, DEBENTURE HOLDERS AND DEBENTURE TRUSTEES

The Scheme will have no prejudicial effect on the Creditors of the Company. Further, there are no Debenture Holders and Debenture Trustees in the Company, there are no implications on them.



For Shipping Corporation of India Limited



Capt. Binesh Kumar Tyagi

Director

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF THE SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED ("THE COMPANY"/ "RESULTING COMPANY"/ "SCILAL") AT ITS MEETING HELD ON 16th NOVEMBER, 2021 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT FOR DEMERGER OF NON-CORE ASSETS ('DEMERGED UNDERTAKING') OF THE SHIPPING CORPORATION OF INDIA LIMITED ('DEMERGED COMPANY') WITH SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED ('RESULTING COMPANY') AND ITS SHAREHOLDERS AND CREDITORS UNDER SECTION 230 to 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("SCHEME") ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

1. The Board of Directors of the Company ("Board") at its meeting held on 16th November, 2021 approved the scheme.
2. The Board noted that the Scheme inter alia provides for demerger of Non - Core Assets ('Demerged Undertaking') (as defined in the Scheme) of the Demerged Company and the vesting thereof in the Resulting Company in accordance with the terms of the Scheme.
3. The Salient features including the rationale of the Scheme were noted by the Board.
4. This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2)(c) of the Companies Act, 2013.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. EQUITY SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS)

The Scheme does not have prejudicial effect on the Equity Shareholders (Promoter and Non-Promoter Shareholders) of the Company.

For Demerger of Non - Core Assets ('Demerged Undertaking') (as defined in the Scheme) of the Shipping Corporation Of India Limited with Shipping Corporation of India Land And Assets Limited Shipping Corporation of India Land And Assets Limited (Resulting Company) will issue and allot 1 (one) equity share of the face value of Rs. 10/- (Rupees ten) each for every 1 (one) equity shares of face value of Rs. 10/- (Rupees Ten) each held in the Demerged Company as on record date on the basis of Share Entitlement Report submitted by an Independent Registered Valuer, Mr. Harish

Chander Dhamija, Registered Valuer (Registration No. IBBI/RV/03/2018/10088) dated 3rd August, 2021.

2. KEY MANAGERIAL PERSONNEL ('KMPS') AND DIRECTORS

The Scheme will have no prejudicial effect on the directors of the Company, as they will continue to hold their position as such as before.

Further, as on date, there are no KMPs in the Company, hence, there are no implications on them.

3. CREDITORS, DEBENTURE HOLDERS AND DEBENTURE TRUSTEES

The Scheme will have no prejudicial effect on the Creditors of the Company.

Further, there are no Debenture Holders and Debenture Trustees in the Company, hence, there are no implications on them.

For Shipping Corporation of India Land and Assets Limited



Shri Prabir Kumar Gangopadhyay

Director

V.SANKAR AIYAR & Co.
Chartered Accountants
2-C, Court Chambers,
35 New Marine Lines,
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CHOKSHI & CHOKSHI LLP
Chartered Accountants
15/17, Raghavji 'B' Bldg.,
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Off Kemps Corner, Mumbai-400036
LLP Registration No.-AAC 8909

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
The Shipping Corporation of India Limited
Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of The Shipping Corporation of India Limited ("the Company") for the quarter and year ended March 31, 2022 ("the Statement"), , being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Statement:

(i) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Statement 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 opinion on the statement.

Emphasis of Matter

We draw attention to the following matters in the notes to the Statement:

1. Note no. 9 on the matter continued since FY 2014-15 regarding payment of Performance Related Pay (PRP) of Rs.1,103 lakhs vis-a-vis DPE guidelines with respect to computation of profits from core activities and non-observance of "Bell Curve". The Company is pursuing the matter with the Ministry of Ports, Shipping and Waterways for resolution and final decision.



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2. Note no. 11 regarding the practice of seeking balance confirmations in respect of Trade receivables, Trade payables and Deposits, the process of reconciliation and the management's assertion that it would not have any material difference affecting the financial results.
3. Note no. 13 regarding selection of the Company for Strategic Disinvestment process by the Government of India. The disinvestment process and the procedural aspects in relation to the same are in progress.
4. Note no. 14 regarding the status of implementation of the demerger scheme for hiving off the identified non-core assets of SCI to SCILAL and the management representation that considering the direction from the Ministry of Ports, Shipping and Waterways to SCI from time to time including re-iteration dated 22.04.2022 to expedite the process of demerger and certainty of completion of the same in the near future, the necessary disclosures and continued accounting effects considered in the financial statements, has been relied upon.

Our opinion is not modified in respect of these matters.

Management's and Board of Directors' Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Company's Management and Board of Directors are responsible for the preparation and presentation of this Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 Statement that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Management and the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



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

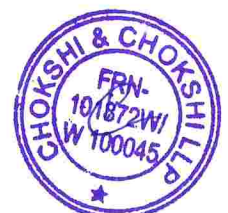
Our objectives are to obtain reasonable assurance about whether the Statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit 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 this Statement.

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 Statement, 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 through a separate report on the complete set of standalone financial statements on whether the Company has adequate internal financial controls with reference to standalone 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 the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 Statement 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 Statement, including the disclosures, and whether the Statement 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.



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The Statement includes the results for the quarter ended March 31, 2022, being the balancing figures between audited figures in respect of full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI FRN: 109208W



G Sankar
Partner
Membership No.046050
UDIN: 22046050AINEER5377

For CHOKSHI & CHOKSHI LLP
Chartered Accountants
ICAI FRN: 101872W/W100045



Kiran Bhoir
Partner
Membership No. 159960
UDIN: 22159960AINFJF2872

Place: Mumbai
Date: 06.05.2022

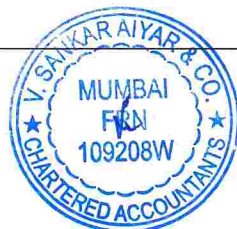


THE SHIPPING CORPORATION OF INDIA LTD.
CIN : L63030MH1950GOI008033
Regd off: Shipping House, 245, Madame Cama Road, Mumbai - 400021
Web site: www.shipindia.com Phone No : 022 - 22026666

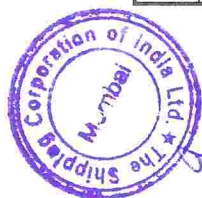
STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

Sr No.	Particulars	STANDALONE				
		QUARTER ENDED			YEAR ENDED	
		31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)
1	Revenue From operations	131,416	143,126	87,535	499,455	370,325
2	Other Income	5,010	2,497	2,534	10,404	12,556
3	Total Income (1+2)	136,426	145,623	90,069	509,859	382,881
4	Expenses					
	Cost of services rendered	80,667	83,231	47,911	290,048	199,903
	Employee benefits expense	15,726	10,655	14,476	48,542	47,378
	Finance costs	7,610	1,688	3,265	15,770	2,111
	Depreciation and amortisation expense	16,001	15,889	15,376	63,544	62,794
	Other expenses	2,321	2,697	2,800	8,137	7,218
	Total expenses (4)	122,325	114,160	83,828	426,041	319,404
5	Profit/(Loss) before exceptional items and tax (3-4)	14,101	31,463	6,241	83,818	63,477
6	Exceptional items	-	-	-	-	-
7	Profit/(Loss) before tax (5-6)	14,101	31,463	6,241	83,818	63,477
8	Tax expense					
	Current tax	924	1,132	105	4,230	3,611
	Tax pertaining to earlier years	100	-	7	104	7
	Deferred tax	5	1,300	(490)	5	(1,951)
	Total tax expense (8)	1,029	2,432	(378)	4,339	1,667
9	Profit/(Loss) for the period (7-8)	13,072	29,031	6,619	79,479	61,810
10	Other comprehensive income					
	<i>Items that will not be reclassified to profit or loss:</i>					
	Remeasurements gain/(loss) of defined benefit plans	34	193	261	1,447	2,068
	Other comprehensive income for the period, net of tax (10)	34	193	261	1,447	2,068
11	Total comprehensive income for the period (9+10)	13,106	29,224	6,880	80,926	63,878
12	Paid Up Equity Share Capital (Face value Rs.10 each)	46,580	46,580	46,580	46,580	46,580
13	Other Equity excluding Revaluation Reserves	-	-	-	823,384	743,622
14	Earnings per equity share (not annualised)					
	(1) Basic earnings per share (in ₹)	2.81	6.23	1.42	17.06	13.27
	(2) Diluted earnings per share (in ₹)	2.81	6.23	1.42	17.06	13.27



Segment-Wise Revenue, Results, Assets and Liabilities							(₹ in lakhs)
Sr No.	PARTICULARS	STANDALONE					
		QUARTER ENDED			YEAR ENDED		
		31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)	
1	Segment Revenue						
	i. Liner	45,128	43,426	21,048	146,914	60,166	
	ii. Bulk Carrier	25,302	30,675	14,056	115,299	52,646	
	iii. Tanker	52,493	61,038	43,784	205,021	230,926	
	iv. Technical & Offshore	9,049	8,399	8,402	32,690	26,494	
	v. Others	529	246	371	1,275	485	
	Total	132,501	143,784	87,661	501,199	370,717	
	Unallocated Revenue	458	421	612	1,404	5,603	
	Total	132,959	144,205	88,273	502,603	376,320	
2	Segment Results						
	Profit/(Loss) before Tax and Interest						
	i. Liner	17,744	18,044	7,630	61,227	7,595	
	ii. Bulk Carrier	10,635	15,369	2,261	57,049	1,128	
	iii. Tanker	(11,549)	(2,501)	(2,490)	(28,315)	50,770	
	iv. Technical & Offshore	1,320	691	(522)	2,062	(4,928)	
	v. Others	79	(135)	12	(255)	(869)	
	Total	18,229	31,468	6,891	91,768	53,696	
	Add: Unallocated income (Net of expenditure)	15	265	819	564	5,331	
	Profit before Interest and Tax	18,244	31,733	7,710	92,332	59,027	
	Less: Interest Expenses						
	i. Liner	1	1	2	5	5	
	ii. Bulk Carrier	339	220	231	1,069	1,748	
	iii. Tanker	794	192	399	1,761	1,268	
	iv. Technical & Offshore	318	120	186	820	474	
	v. Others	-	-	-	-	-	
	Total Segment Interest Expense	1,452	533	818	3,655	3,495	
	Unallocated Interest expense	6,158	1,155	2,447	12,115	(1,384)	
	Total Interest Expense	7,610	1,688	3,265	15,770	2,111	
	Add: Interest Income	3,467	1,418	1,796	7,256	6,561	
	Profit/(Loss) before Tax	14,101	31,463	6,241	83,818	63,477	
3	Segment Assets						
	i. Liner	47,680	52,570	51,204	47,680	51,204	
	ii. Bulk Carrier	156,649	156,674	158,394	156,649	158,394	
	iii. Tanker	556,647	553,832	547,999	556,647	547,999	
	iv. Technical & Offshore	151,345	152,683	138,508	151,345	138,508	
	v. Others	1,549	1,537	861	1,549	861	
	Total Segment Assets	913,870	917,296	896,966	913,870	896,966	
	Unallocable Assets	471,636	451,956	416,727	471,636	416,727	
	Total Assets	1,385,506	1,369,252	1,313,693	1,385,506	1,313,693	
4	Segment Liabilities						
	i. Liner	43,732	49,890	90,731	43,732	90,731	
	ii. Bulk Carrier	61,072	58,170	55,573	61,072	55,573	
	iii. Tanker	89,511	82,121	60,194	89,511	60,194	
	iv. Technical & Offshore	58,608	58,229	53,892	58,608	53,892	
	v. Others	301	523	328	301	328	
	Total Segment Liabilities	253,224	248,933	260,718	253,224	260,718	
	Unallocable Liabilities	262,318	263,460	262,773	262,318	262,773	
	Total Liabilities	515,542	512,393	523,491	515,542	523,491	



The Shipping Corporation of India Limited
Standalone Balance Sheet
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at	
		31 March 2022	31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	760,655	1,015,287
Capital work-in-progress	4	5,831	3,266
Right-of-use asset	5	1,809	2,101
Other intangible assets	6	9	50
Financial assets			
i. Investments	7(a)	7,838	7,713
ii. Loans	7(b)	20,882	23,868
iii. Other financial assets	7(c)	20,086	543
Deferred tax assets (net)		-	-
Income Tax assets (net)	8	21,202	19,477
Other non-current assets	9	13,019	11,241
Total non-current assets		851,331	1,083,546
Current assets			
Inventories	10	17,479	8,760
Financial assets			
i. Investments	7(d)	-	-
ii. Trade receivables	7(e)	63,721	63,046
iii. Cash and cash equivalents	7(f)	13,698	22,402
iv. Bank balances other than (iii) above	7(g)	126,993	81,113
v. Loans	7(b)	169	792
vi. Other financial assets	7(c)	54,135	33,274
Other current assets	9	18,741	20,753
Total current assets		294,936	230,140
Assets classified as held for sale	11	-	7
Non core Assets held for Demerger	11(a)	239,239	-
Total assets		1,385,506	1,313,693
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	46,580	46,580
Other Equity	13	586,025	743,622
Other Equity held for Demerger	13(a)	237,359	-
Total equity		869,964	790,202
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	14(a)	214,619	266,378
ii. Lease Liabilities	14(b)	2,101	2,243
iii. Other financial liabilities	14(c)	135	33
Provisions	15	6,863	6,332
Deferred tax liabilities (net)	16	83	5,580
Other non-current liabilities	17	-	-
Total non-current liabilities		223,801	280,566
Current liabilities			
Financial liabilities			
i. Borrowings	14(d)	103,119	99,060
ii. Lease Liabilities	14(b)	198	219
iii. Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	14(e)	3,714	4,194
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	14(e)	120,099	79,071
iv. Other financial liabilities	14(c)	21,742	21,019
Other current liabilities	17	14,191	16,683
Provisions	15	1,379	891
Total current liabilities		264,442	221,137
Liabilities directly associated with assets classified as held for sale	18	-	21,788
Liabilities directly associated with assets classified as held for Demerger	18(a)	27,299	-
Total liabilities		515,542	523,491
Total equity and liabilities		1,385,506	1,313,693



The Shipping Corporation of India Limited
 Standalone Cash flow statement
 (All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
A Cash Flow from operating activities		
Profit/(Loss) before income tax	83,818	63,477
Adjustments for		
Add:		
Depreciation and amortisation expenses	63,544	62,794
Finance costs	6,543	10,674
Bad debts and irrecoverable balances written off	31	184
Provision for doubtful debts	781	1,281
Write off of Fixed Assets	134	484
Provision of Asset held for sale	-	-
Foreign Currency Fluctuations	14,699	(8,388)
Less:		
Dividend received from Joint Ventures	(394)	(2,911)
Interest received	(7,257)	(6,561)
Excess Provisions written back	(690)	(157)
Profit on sale of investment	(569)	(449)
Surplus on sale of fixed assets	-	(38)
Provision for doubtful debts	-	-
Change in non-current investment due to fair valuation	(24)	13
Change in operating assets and liabilities		
(Increase)/Decrease in Trade Receivables	(302)	(3,119)
(Increase)/Decrease in Other Current / Non Current Assets	(21,152)	22,301
(Increase)/Decrease in inventories	(8,719)	4,378
(Increase)/Decrease in Trade Payables	37,165	(10,545)
(Increase)/Decrease in Other Current / Non Current Liabilities	2,926	3,617
	170,534	137,035
Cash generated from operations		
Income taxes paid	(6,059)	(2,983)
Net cash inflow from operating activities	(A)	134,052
B Cash flow from investing activities:		
Purchase of property, plant and equipment/ intangible assets	(49,223)	(19,673)
Sale proceeds of property, plant and equipment	6	57
Dividend Received from Joint Ventures	394	2,911
Investment in Shares of SCI LAL	(1)	-
Share application money	-	(100)
Purchase/sale of investments (net)	569	449
Purchase of non-current investments	-	-
Loans given to Subsidiary - ICSL	(50)	-
Loan remitted / Recovery to/from employees and Joint venture	(1,753)	1,799
Other Deposits with banks	(65,111)	(11,814)
Advances and other Deposits	43	171
Interest received	7,114	5,448
Net cash inflow / (outflow) from investing activities	(B)	(20,752)
C Cash flow from financing activities		
Long term loans repaid	(56,814)	(67,646)
Long term loans borrowed	-	-
Short term loans borrowed/(repaid)	(556)	(31,662)
*Dividend on shares paid of earlier years and transfer to IEPF	-	-
Interest paid	(6,211)	(11,189)
Dividend Paid	(1,161)	(3,486)
Payment of Lease liability	(152)	(142)
Other financing costs	(365)	(1,318)
Net cash outflow from financing activities	(C)	(115,443)
Net increase/(decrease) in cash and cash equivalents	(A+B+C)	(8,796)
Cash and cash equivalents at the beginning of the financial year	22,402	24,478
Exchange difference on translation of foreign currency cash and cash equivalents	92	67
Cash and cash equivalents at the end of the year**	13,698	22,402



The Shipping Corporation of India Limited
 Standalone Cash flow statement
 (All amounts in INR lakhs, unless otherwise stated)

** Comprises of		
Balances with banks in current accounts#		
Balance in current account with repatriation restrictions	8,912	19,489
Balances with banks in deposits account with original maturity of less than three months @	-	-
Total	4,786	2,913
	13,698	22,402

#Balances with banks in current accounts unavailable for use

Particulars	31 March 2022	31 March 2021
Unspent CSR money	3	-
Unpaid dividend	10	7
Unspent Staff welfare fund	115	-
Total	128	7

@ Balances with banks in deposits account with original maturity of less than three months unavailabe for use

Particulars	31 March 2022	31 March 2021
Unutilized Govt subsidy fund of Male service	200	-
Superannuation Fund	3,625	-
Total	3,825	-



Notes to standalone financial results:

- 3 The above standalone financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 6th May 2022.
- 4 The Joint Statutory Auditors of the Company have carried out the audit of the standalone financial results for the quarter and year ended 31st March 2022, pursuant to the requirements of Regulation 33 of the SEBI (LODR) Regulations, 2015 (as amended from time to time).
- 5 The standalone financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards (IndAS) as prescribed under Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other accounting principles generally accepted in India.
- 6 Segment Results:
 - a. Segment definitions: Liner segment includes break-bulk and container transport. Bulk Carriers include dry bulk carriers. Tankers segment includes crude and product carriers, gas carriers. T&OS segment includes company owned offshore vessels and vessels (passenger vessels, research vessels and offshore vessels) managed on behalf of other organisations and income from technical consultancy services. Others segment include income earned from Maritime Training Institute. Unallocable items including interest expense to the extent unallocable and interest income are disclosed separately.
 - b. Agent Advances are allocated to segments in the ratio of payable to the agents.
- 7 The Company holds 49% in Irano Hind Shipping Company, P.J.S. (IHSC) a joint venture company. As per the directives received from the Government of India, it has been agreed to dissolve the Company. Therefore, investment in IHSC was classified as 'held for sale'. Pursuant to the Demerger Scheme, Investment in IHSC and corresponding liabilities associated with it is considered as Non-Core Asset in terms of Demerger Scheme and accordingly the same has been reclassified as "Non-core assets / liabilities held for Demerger" with reference to note no. 14 mentioned below.
- 8 The Company raised funds through Follow-on Public Offering (FPO) on 15th December 2010 and had utilized 100% of funds as contemplated under the objects clause of the issue set out in prospectus. However, due to default of shipyards, the Company rescinded four shipbuilding contracts and received Rs.33,065 lakhs as refund from shipyards. The shareholders approved the proposal to redeploy the said sum for acquisition of any such vessels or towards the balance payments remaining due for tonnage acquisition vide their resolution passed through postal ballot on 17th February 2017. The Company has utilised Rs.19,680 lakhs out of the above and the balance of Rs.13,385 lakhs has been earmarked for further utilisation as per the aforesaid resolution.
- 9 The matter of payment of Performance Related Pay (PRP) of Rs.1,103 lakhs vis-à-vis DPE guidelines w.r.t. computation of PRP from core activities and non-observance of "Bell Curve" is continued



since the FY 2014-15. The Action Taken Notes (ATNs) furnished by the Ministry of Ports, Shipping and Waterways (MoPSW) are yet to be examined by Committee of Public Undertakings. The Company is pursuing the matter with the aforesaid Ministry and awaiting their further instructions for resolution and final decision in the matter.

10 The foreign exchange (gain)/loss for the respective period is recognised as under:

(Rs. in Lakhs)

Particulars	QUARTER ENDED			YEAR ENDED	
	31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)
(A) Finance Cost *	5,793	151	1,513	9,227	(8,563)
(B) Other Expenses /Other Income**	436***	(157)	(418)	214	(2,322)
Total [(A) +(B)] - Total Forex (Gain)/Loss [Net]	6,229	(6)	1,095	9,441	(10,885)

*As per para 6(e) and in the manner of arriving at the adjustment given in para6A of Ind AS 23, the exchange difference arising from foreign currency borrowings is adjusted to the Finance Cost.

**The remaining foreign exchange (gain)/loss after above adjustment is included in "Other Income / Other Expenses".

*** Other income for the quarter and year ended 31st March 2022 shown as Rs. 5,010 lakhs and Rs. 10,404 lakhs is inclusive of foreign exchange loss of Rs. 436 lakhs and foreign exchange loss Rs. 214 lakhs respectively.

11 The Company has the practice of seeking confirmations of balances from all the parties in respect of the Trade Receivables, Trade Payables and Deposits. During the year, the Company has sent letters to all such parties seeking confirmations of balances. There are fewer responses to the confirmation requests. The company is in the process of following up with the parties for the purpose of recovery / payment of dues. In case of Trade Receivables, 52% of the Total Trade receivables pertains to Government and Public Sector Undertaking Customers. While the reconciliation is an on-going process, the management does not expect any material difference affecting the financial statements due to the same.

12 As per the guidelines dated 27.5.2016 issued by Department of Investment and Public Asset Management (DIPAM), MOF, GOI in respect of dividend, bonus shares, etc. the Company has an obligation to comply with these guidelines. However, the company shall take in to consideration and be guided by the provisions of the Companies Act 2013, Companies (Declaration and Payment of Dividend) Rules, 2014 and Guidance Note on Dividend & Secretarial Standard 3 (SS3) for taking necessary action appropriate and deemed fit in the circumstances.

13 The proposed strategic disinvestment of SCI is being handled by Department of Investment and Public Asset Management (DIPAM) with the engagement of necessary advisors. In this regard Preliminary Information Memorandum (PIM) for inviting expression of interest was released on 22nd December, 2020. The Virtual Data Room is open and is being managed by the Transaction Advisor for the process of due diligence by the Qualified Interested Parties.



14. The Demerger Scheme ('the Scheme') for hiving off the identified non-core assets has been approved by the SCI Board on 03.08.2021. Pursuant to instructions of Ministry of Ports, Shipping and Waterways (MoPSW), the Company has incorporated a 100 % subsidiary viz. Shipping Corporation of India Land and Assets Limited (SCILAL) for the demerger of Non-Core assets on 10.11.2021 in terms of the Scheme. The Board of SCILAL has approved the Scheme on 16.11.2021. The Scheme has been approved by the stock exchange vide approval dated 2nd March 2022.

Subsequent to the approval of Scheme by the Boards of SCI as well as SCILAL, assets and liabilities to be transferred to SCILAL have been categorised as Non-Core Assets / Liabilities Held for Demerger and consequential impact has been given in Profit and Loss account w.r.t reversal of amortisation of deferred tax liability, depreciation and foreign exchange loss. Post approval of the Scheme by MCA, the assets and liabilities pertaining to the said non-core assets will be transferred to SCILAL basis the appointed date mentioned in the Scheme as per the book value as on 31.03.2021 and from 16.11.2021, income and expenses related to Non-Core assets as per the Scheme will be accordingly transferred to SCILAL.

MoPSW vide their letter dated 22.04.2022 has directed SCI to expedite the process of de-merger of non-core assets of SCI to SCILAL and also requested the Board of SCI to review the demerger scheme for demerging the non-core assets of SCI to SCILAL including Shipping House, Mumbai and MTI, Powai to complete the process of de-merging all the non-core assets to the new company SCILAL on immediate basis prior to the completion of Share Purchase Agreement and suggested certain modification in the Scheme. Such modifications do not have any impact on carrying value of non core assets in the financial statements. The implementation of the Scheme including the modified scheme is in process and considering the reiteration by MoPSW and DIPAM to expedite the demerger process, there is a certainty of completion of the process in the near future, and accordingly, the relevant disclosures with continued accounting effects have been considered in the financial statements.

15. The Company has assessed the current scenario basis internal and external information available and believes that no impact of Covid 19 was felt in Q4 2021-22 and hence there is no impact in its ability to continue operations and meet its financial commitments.

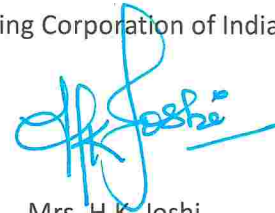
16. The Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13th November 2020 and has invited suggestions from stakeholders. The Central Government on 30th March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will account for the same once the Code becomes effective.

17. The Board of Directors recommended a dividend of Rs.0.33/- per equity share of face value of Rs. 10/- each. The outgo on this account will be approximately Rs.1551 Lakhs, subject to the approval of members at the ensuing Annual General Meeting.



18. Pursuant to the provisions of sections 143(6) of the Companies Act,2013 the audited annual accounts of the Company are subject to review by the Comptroller & Auditor General of India.
19. The figures for the quarter ended 31.03.2022 and 31.03.2021 are the balancing figures between the audited figures in respect of the full financial year 2021-22 and 2020-21 and the published unaudited year to date figures up to the third quarter ended 31.12.2021 and 31.12.2020 respectively.
20. The figures of the previous year/ period have been regrouped or rearranged wherever necessary / practicable to conform to current year / period's presentations.

For The Shipping Corporation of India Ltd.



Mrs. H.K. Joshi
Chairperson & Managing Director
DIN - 07085755



Place: Mumbai
Date: 06.05.2022



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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of

The Shipping Corporation of India Limited

Report on the Audit of the Consolidated Financial Results

Opinion

We have audited the accompanying consolidated annual financial results of The Shipping Corporation of India Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (the Holding Company, its subsidiaries together referred to as "the Group") and its joint ventures for the quarter and year ended March 31, 2022 ("the Statement"), , being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

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 audited financial results of the subsidiaries and joint ventures referred to in the Other Matters section below, the aforesaid Statement:

(i) includes the financial results of the following entities:

Sr. No.	Name of the Entity	Relationship
1	Inland & Coastal Shipping Limited	Subsidiary
2	Shipping Corporation of India Land And Assets Limited	Subsidiary
3	India LNG Transport Co.No.1 Ltd (ILT 1)	Joint Venture
4	India LNG Transport Co.No.2 Ltd (ILT 2)	Joint Venture
5	India LNG Transport Co.No.3 Ltd (ILT 3)	Joint Venture
6	India LNG Transport Co.No.4 Pvt Ltd (ILT 4)	Joint Venture

(ii) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group and its joint ventures for the quarter and year ended March 31, 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group and its joint ventures, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical



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requirements that are relevant to our audit of the Statement 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 obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the statement.

Emphasis of Matter

We draw attention to the following matters in the notes to the Statement:

1. Note no.10 on the matter continued since FY 2014-15 regarding payment of Performance Related Pay (PRP) of Rs.1,103 lakhs vis-a-vis DPE guidelines with respect to computation of profits from core activities and non-observance of "Bell Curve". The Company is pursuing the matter with the Ministry of Ports, Shipping and Waterways for resolution and final decision.
2. Note no.12 regarding the practice of seeking balance confirmations in respect of Trade receivables, Trade payables and Deposits, the process of reconciliation and the management's assertion that it would not have any material difference affecting the financial results.
3. Note no.14 regarding selection of the Company for Strategic Disinvestment process by the Government of India. The disinvestment process and the procedural aspects in relation to the same are in progress.
4. Note no. 15 regarding the status of implementation of the demerger scheme for hiving off the identified non-core assets of SCI to SCILAL and the management representation that considering the direction from the Ministry of Ports, Shipping and Waterways to SCI from time to time including re-iteration dated 22.04.2022 to expedite the process of demerger and certainty of completion of the same in the near future, the necessary disclosures and continued accounting effects considered in the financial statements, has been relied upon.

Our opinion is not modified in respect of these matters.

Management's and Board of Directors' Responsibility for the Consolidated Financial Results

This Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of this Statement that give a true and fair view of the consolidated net profit and other comprehensive income and other financial information of the Group including its joint ventures in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group and of its joint ventures 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 its joint ventures 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results 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 Statement by the Management and Directors of the Holding Company, as aforesaid.



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In preparing the Statement, the respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and its joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for overseeing the financial reporting process of the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement 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 this Statement.

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 Statement, 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 through a separate report on the complete set of consolidated financial statements on whether the Holding Company and its subsidiaries which are companies incorporated in India have 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 the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 and its joint ventures 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 Statement 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 and its joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its joint ventures to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, 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 Statement 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.

We also performed procedures in accordance with the circular no. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other Matters

- a) The Statement includes the audited financial results of two subsidiary Companies, whose financial results reflect Group's share of total assets of Rs. 79.70 lakhs as at March 31, 2022, Group's share of total revenues of Rs. 36.45 lakhs and Rs. 38.23 lakhs, Group's share of total net loss after tax of Rs 12.54 lakhs and Rs. 89.14 lakhs for the quarter and year ended March 31, 2022 respectively, and net cash outflows amounting to Rs. 63.27 lakhs for the year ended March 31, 2022, as considered in the Statement, which have been audited by their respective independent auditors. The Statement also includes Group's share of net profit of Rs. 1812.95 lakhs and Rs. 6587.96 lakhs for the quarter and year ended March 31, 2022 respectively, as considered in the Statement, in respect of three joint ventures viz. ILT 1,2 & 3 whose financial results have been audited by their respective independent auditors. The independent auditors' reports on financial results of these entities have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the reports of the such auditors and the procedures performed by us are as stated in section above.



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- b) The Statement also includes Group's share of net profit of Rs. 345.73 lakhs and Rs. 544.44 lakhs for the quarter and year ended March 31, 2022 respectively, as considered in the Statement, in respect of the joint venture ILT-4, whose financial results have been reviewed by the independent auditor of the said joint venture whose report have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this joint venture is based solely on the reports of the such auditors and the procedures performed by us are as stated in section above.
- c) All the joint ventures are located outside India whose financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by their respective independent auditors in respect of ILT-1, ILT-2 and ILT-3 and reviewed by the independent auditor in respect of ILT-4 under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such joint ventures located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such joint ventures located outside India is based on the report of their respective independent auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the Statement 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 results certified by the Board of Directors.

The Statement includes the results for the quarter ended March 31, 2022, being the balancing figures between audited figures in respect of full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For V. Sankar Aiyar & Co.
Chartered Accountants
ICAI FRN: 109208W



G Sankar
Partner
Membership No.046050
UDIN: 22046050AINEME9572

For CHOKSHI & CHOKSHI LLP
Chartered Accountants
ICAI FRN: 101872W/W100045



Kiran Bhoir
Partner
Membership No. 159960
UDIN: 22159960AINFNL5146

Place: Mumbai
Date: 06.05.2022



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STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

(₹ in lakhs)

Sr No.	Particulars	CONSOLIDATED				
		QUARTER ENDED			YEAR ENDED	
		31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)
1	Revenue From operations	131,452	143,126	87,539	499,493	370,329
2	Other Income	5,010	2,497	2,534	10,405	12,556
3	Total Income (1+2)	136,462	145,623	90,073	509,898	382,885
4	Expenses					
	Cost of services rendered	80,710	83,258	47,939	290,168	199,931
	Employee benefits expense	15,726	10,655	14,476	48,542	47,378
	Finance costs	7,610	1,688	3,265	15,770	2,111
	Depreciation and amortisation expense	16,001	15,889	15,376	63,544	62,794
	Other expenses	2,329	2,697	2,801	8,145	7,219
	Total expenses (4)	122,376	114,187	83,857	426,169	319,433
5	Profit/(Loss) before exceptional items, share of net profits of investments accounted for using equity method and tax (3-4)	14,086	31,436	6,216	83,729	63,452
6	Share of net profit/(loss) of associates and joint ventures accounted for using equity method	2,159	2,150	1,982	7,132	7,824
7	Profit/(Loss) before exceptional items and tax (5+6)	16,245	33,586	8,198	90,861	71,276
8	Exceptional items	-	-	-	-	-
9	Profit/(Loss) before tax (7-8)	16,245	33,586	8,198	90,861	71,276
10	Tax expense					
	Current tax	924	1,132	105	4,230	3,611
	Tax pertaining to earlier years	100	-	7	104	7
	Deferred tax	5	1,300	(490)	5	(1,951)
	Total tax expense (10)	1,029	2,432	(378)	4,339	1,667
11	Profit/(Loss) for the period (9-10)	15,216	31,154	8,576	86,522	69,609
12	Other comprehensive income					
	<i>Items that will not be reclassified to profit or loss:</i>					
	Remeasurements gain/(loss) of defined benefit plans	34	193	261	1,447	2,068
	Share of OCI of associates and joint ventures, net of tax	4,269	696	3,150	6,128	203
	Other comprehensive income for the period, net of tax (12)	4,303	889	3,411	7,575	2,271
13	Total comprehensive income for the period (11+12)	19,519	32,043	11,987	94,097	71,880
14	Paid Up Equity Share Capital (Face value Rs.10 each)	46,580	46,580	46,580	46,580	46,580
15	Other Equity excluding Revaluation Reserves	-	-	-	863,106	770,173
16	Earnings per equity share (not annualised)					
	(1) Basic earnings per share (in ₹)	3.27	6.69	1.84	18.57	14.94
	(2) Diluted earnings per share (in ₹)	3.27	6.69	1.84	18.57	14.94



Segment-Wise Revenue, Results, Assets and Liabilities					(₹ in lakhs)	
Sr No.	PARTICULARS	CONSOLIDATED				
		QUARTER ENDED			YEAR ENDED	
		31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)
1	Segment Revenue					
	i. Liner	45,128	43,426	21,048	146,914	60,166
	ii. Bulk Carrier	25,302	30,675	14,056	115,299	52,646
	iii. Tanker	52,493	61,038	43,784	205,021	230,926
	iv. Technical & Offshore	9,049	8,399	8,402	32,690	26,494
	v. Others	529	246	371	1,275	485
	Total	132,501	143,784	87,661	501,199	370,717
	Unallocated Revenue	495	420	616	1,442	5,607
	Total	132,996	144,204	88,277	502,641	376,324
2	Segment Results					
	Profit/(Loss) before Tax and Interest					
	i. Liner	17,744	18,044	7,630	61,227	7,595
	ii. Bulk Carrier	10,635	15,369	2,261	57,049	1,128
	iii. Tanker	(11,549)	(2,501)	(2,490)	(28,315)	50,770
	iv. Technical & Offshore	1,320	691	(522)	2,062	(4,928)
	v. Others	79	(135)	12	(255)	(869)
	Total	18,229	31,468	6,891	91,768	53,696
	Add: Unallocated income (Net of expenditure)	2,161	2,388	2,776	7,607	13,130
	Profit before Interest and Tax	20,390	33,856	9,667	99,375	66,826
	Less: Interest Expenses					
	i. Liner	1	1	2	5	5
	ii. Bulk Carrier	339	220	231	1,069	1,748
	iii. Tanker	794	192	399	1,761	1,268
	iv. Technical & Offshore	318	120	186	820	474
	v. Others	-	-	-	-	-
	Total Segment Interest Expense	1,452	533	818	3,655	3,495
	Unallocated Interest expense	6,158	1,155	2,447	12,115	(1,384)
	Total Interest Expense	7,610	1,688	3,265	15,770	2,111
	Add: Interest Income	3,465	1,419	1,796	7,256	6,561
	Profit/(Loss) before Tax	16,245	33,587	8,198	90,861	71,276
3	Segment Assets					
	i. Liner	47,680	52,570	51,204	47,680	51,204
	ii. Bulk Carrier	156,649	156,674	158,394	156,649	158,394
	iii. Tanker	556,647	553,832	547,999	556,647	547,999
	iv. Technical & Offshore	151,345	152,683	138,508	151,345	138,508
	v. Others	1,549	1,537	861	1,549	861
	Total Segment Assets	913,870	917,296	896,966	913,870	896,966
	Unallocable Assets	511,404	485,303	443,300	511,404	443,300
	Total Assets	1,425,274	1,402,599	1,340,266	1,425,274	1,340,266
4	Segment Liabilities					
	i. Liner	43,732	49,890	90,731	43,732	90,731
	ii. Bulk Carrier	61,072	58,170	55,573	61,072	55,573
	iii. Tanker	89,511	82,121	60,194	89,511	60,194
	iv. Technical & Offshore	58,608	58,229	53,892	58,608	53,892
	v. Others	301	523	328	301	328
	Total Segment Liabilities	253,224	248,933	260,718	253,224	260,718
	Unallocable Liabilities	262,364	263,500	262,795	262,364	262,796
	Total Liabilities	515,588	512,433	523,513	515,588	523,514



The Shipping Corporation of India Limited
Consolidated Balance Sheet
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	760,655	1,015,287
Capital work-in-progress	4	5,831	3,266
Right-of-use asset	5	1,809	2,101
Other intangible assets	6	9	50
Investments accounted for using the equity method	6(a)	47,204	35,072
Financial assets			
i. Investments	7(a)	373	349
ii. Loans	7(b)	20,832	22,741
iii. Other financial assets	7(c)	20,086	443
Deferred tax assets (net)		-	-
Income Tax assets (net)	8	21,202	19,477
Other non-current assets	9	13,019	11,241
Total non-current assets		891,020	1,110,027
Current assets			
Inventories	10	17,482	8,769
Financial assets			
i. Investments	7(d)	-	-
ii. Trade receivables	7(e)	63,732	63,050
iii. Cash and cash equivalents	7(f)	13,709	22,477
iv. Bank balances other than (iii) above	7(g)	126,993	81,113
v. Loans	7(b)	169	792
vi. Other financial assets	7(c)	54,162	33,275
Other current assets	9	18,768	20,756
Total current assets		295,015	230,232
Assets classified as held for sale	11	-	7
Non core Assets held for Demerger	11(a)	239,239	-
Total assets		1,425,274	1,340,266
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	46,580	46,580
Other Equity	13	625,747	770,173
Other Equity held for Demerger	13(a)	237,359	-
Total equity		909,686	816,753
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	14(a)	214,619	266,378
ii. Lease Liabilities	14(b)	2,101	2,243
iii. Other financial liabilities	14(c)	135	33
Provisions	15	6,863	6,335
Deferred tax liabilities (net)	16	83	5,580
Total non-current liabilities		223,801	280,569
Current liabilities			
Financial liabilities			
i. Borrowings	14(d)	103,119	99,060
ii. Lease Liabilities	14(b)	198	219
iii. Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	14(e)	3,714	4,194
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	14(e)	120,108	79,071
iv. Other financial liabilities	14(c)	21,742	21,019
Other current liabilities	17	14,229	16,702
Provisions	15	1,378	891
Total current liabilities		264,488	221,156
Liabilities directly associated with assets classified as held for sale	18	-	21,788
Liabilities directly associated with assets classified as held for Demerger	18(a)	27,299	-
Total liabilities		515,588	523,514
Total equity and liabilities		1,425,274	1,340,266



The Shipping Corporation of India Limited
Consolidated Cash flow statement
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
A Cash Flow from operating activities		
Profit/(Loss) before income tax	90,861	71,276
Adjustments for		
Add:		
Depreciation and amortisation expenses	63,544	62,794
Finance costs	6,543	10,674
Bad debts and irrecoverable balances written off	31	184
Provision for doubtful debts	781	1,281
Write off of Fixed Assets	135	484
Foreign Currency Fluctuations	14,699	(8,388)
Less:		
Dividend received from Joint Ventures	(394)	(2,911)
Interest received	(7,257)	(6,561)
Share of profit of associates and joint ventures	(7,132)	(7,824)
Excess Provisions written back	(690)	(157)
Profit on sale of investment	(569)	(449)
Surplus on sale of fixed assets	-	(38)
Change in non-current investment due to fair valuation	(24)	13
Change in operating assets and liabilities		
(Increase)/Decrease in Trade Receivables	(310)	(3,120)
(Increase)/Decrease in Other Current / Non Current Assets	(21,203)	22,288
(Increase)/Decrease in inventories	(8,713)	4,378
(Increase)/Decrease in Trade Payables	37,172	(10,545)
(Increase)/Decrease in Other Current / Non Current Liabilities	2,945	3,626
	170,419	137,005
Cash generated from operations		
Income taxes paid	(6,059)	(2,983)
Net cash inflow from operating activities	(A)	164,360
B Cash flow from investing activities:		
Purchase of property, plant and equipment/ intangible assets	(49,223)	(19,673)
Sale proceeds of property, plant and equipment	6	57
Dividend Received from Joint Ventures	394	2,911
Profit on sale of investment		
Purchase/sale of investments (net)	569	454
Loan remitted / Recovery to/from employees and Joint venture	(1,753)	1,799
Other Deposits with banks	(65,111)	(11,814)
Advances and other Deposits	43	171
Interest received	7,114	5,448
Net cash inflow / (outflow) from investing activities	(B)	(107,961)
C Cash flow from financing activities		
Long term loans repaid	(56,814)	(67,646)
Short term loans borrowed/(repaid)	(556)	(31,662)
Interest paid	(6,211)	(11,189)
Dividend Paid	(1,161)	(3,486)
Payment of Lease liability	(152)	(142)
Other financing costs	(365)	(1,318)
Net cash outflow from financing activities	(C)	(115,443)
Net increase/(decrease) in cash and cash equivalents	(A+B+C)	(8,860)
Cash and cash equivalents at the beginning of the financial year	22,477	24,478
Exchange difference on translation of foreign currency cash and cash equivalents	92	67
Cash and cash equivalents at the end of the year**	13,709	22,477



The Shipping Corporation of India Limited
 Consolidated Cash flow statement
 (All amounts in INR lakhs, unless otherwise stated)

** Comprises of		
Balances with banks in current accounts#	8,923	19,564
Balances with banks in deposits account with original maturity of less than three months @	4,786	2,913
Total	13,709	22,477

#Balances with banks in current accounts unavailable for use

Particulars	31 March 2022	31 March 2021
Unspent CSR money	3	-
Unpaid dividend	10	7
Unspent Staff welfare fund	115	-
Total	128	7

@ Balances with banks in deposits account with original maturity of less than three months unavailable for use

Particulars	31 March 2022	31 March 2021
Unutilized Govt subsidy fund of Male service	200	-
Superannuation Fund	3,625	-
Total	3,825	-



Notes to consolidated financial results:

3. The Consolidated financial results relate to The Shipping Corporation of India Ltd ("the Company"), its subsidiaries and Joint Venture Companies (together referred to as the "Group"). The consolidated financial results of the group have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act 2013, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other accounting principles generally accepted in India.

4. The following Subsidiaries / Joint Ventures have been considered for the purpose of Consolidation in accordance with Ind AS 110 - Consolidated Financial Statements:

Subsidiaries –

Inland & Coastal Shipping Ltd. (ICSL)

Shipping Corporation of India Land and Assets Limited (SCILAL)

Joint Ventures -

India LNG Transport Company (No.1) Ltd. (ILT 1)

India LNG Transport Company (No.2) Ltd. (ILT 2)

India LNG Transport Company (No.3) Ltd. (ILT 3)

India LNG Transport Company (No.4) Pvt. Ltd. (ILT 4)

The aforesaid Joint Ventures prepare financial statements following calendar year. The financial results of ILT 1, ILT 2 and ILT 3 for the period 1st April 2021 to 31st March 2022 are audited by their auditors. In respect of one Joint Venture viz. ILT 4, financial results for the period 1st April 2021 to 31st December 2021 are audited by their auditors, while for the remaining period 1st January 2022 to 31st March 2022 are limited reviewed. The subsidiary companies i.e. Inland & Coastal Shipping Limited prepares audited financial statements following financial year and the other subsidiary, Shipping Corporation of India Land and Assets Limited, which was incorporated on 10th November 2021 and has prepared financials for the period 10th November 2021 to 31st March 2022. The financial statements of both these subsidiaries for the year/ period ended 31st March 2022 have been audited by their auditors.

5. The above consolidated financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 6th May 2022.

6. The Joint Statutory Auditors of the Company have carried out the audit of the consolidated financial results for the quarter and year ended 31st March 2022 pursuant to the requirements of Regulation 33 of the SEBI (LODR) Regulations, 2015 (as amended from time to time).

7. Segment Results:

- a. Segment definitions: Liner segment includes break-bulk and container transport. Bulk Carriers include dry bulk carriers. Tankers segment includes crude and product carriers, gas carriers. T&OS segment includes company owned offshore vessels and vessels (passenger vessels, research vessels and offshore vessels) managed on behalf of other organisations and income from technical consultancy services. Others segment include income earned from



Maritime Training Institute. Unallocable items including interest expense to the extent unallocable and interest income are disclosed separately.

- b. Agent Advances are allocated to segments in the ratio of payable to the agents.
8. The Company holds 49% in Irano Hind Shipping Company, P.J.S. (IHSC) a joint venture company. As per directives received from the Government of India, it has been agreed to dissolve the Company. Therefore, investment in IHSC was classified as held for sale and not considered for consolidation. Pursuant to the Demerger Scheme, Investment in IHSC and corresponding liabilities associated with it is considered as Non-Core Asset in terms of Demerger Scheme and accordingly the same has been reclassified as "Non-core assets / liabilities held for Demerger" with reference to note no. 13 mentioned below.
9. The Company raised funds through Follow-on Public Offering (FPO) on 15th December 2010 and had utilized 100% of funds as contemplated under the objects clause of the issue set out in prospectus. However, due to default of shipyards, the Company rescinded four shipbuilding contracts and received Rs.33,065 lakhs as refund from shipyards. The shareholders approved the proposal to redeploy the said sum for acquisition of any such vessels or towards the balance payments remaining due for tonnage acquisition vide their resolution passed through postal ballot on 17th February 2017. The Company has utilised Rs.19,680 lakhs out of the above and the balance of Rs.13,385 lakhs has been earmarked for further utilisation as per the aforesaid resolution.
10. The matter of payment of Performance Related Pay (PRP) of Rs.1,103 lakhs vis-à-vis DPE guidelines w.r.t. computation of profits from core activities and non-observance of "Bell Curve" is continued since the FY 2014-15. The Action Taken Notes (ATNs) furnished by the Ministry of Ports, Shipping and Waterways (MoPSW) are yet to be examined by Committee of Public Undertakings. The Company is pursuing the matter with the aforesaid Ministry and awaiting their further instructions for resolution and final decision in the matter.
11. The foreign exchange (gain)/loss of the Company for the respective periods is recognised as under:
(Rs. In Lakhs)

Particulars	QUARTER ENDED			YEAR ENDED	
	31.03.2022 (AUDITED)	31.12.2021 (UNAUDITED)	31.03.2021 (AUDITED)	31.03.2022 (AUDITED)	31.03.2021 (AUDITED)
(A) Finance Cost *	5,793	151	1,513	9,227	(8,563)
(B) Other Expenses /Other Income**	436***	(157)	(418)	214	(2,322)
Total [(A) +(B)] - Total Forex (Gain)/Loss [Net]	6,229	(6)	1,095	9,441	(10,885)

*As per para 6(e) and in the manner of arriving at the adjustment given in Para 6A of Ind AS 23, the exchange difference arising from foreign currency borrowings is adjusted to the Finance Cost.

**The remaining foreign exchange (gain)/loss after above adjustment is included in "Other Income / Other Expenses".



*** Other income for the quarter and year ended 31st March 2022 shown as Rs.5,010 lakhs and Rs.10,405 lakhs is inclusive of foreign exchange loss of Rs.436 lakhs and foreign exchange loss Rs.214 lakhs respectively.

12. The Company has the practice of seeking confirmations of balances from all the parties in respect of the Trade Receivables, Trade Payables and Deposits. During the year, the Company has sent letters to all such parties seeking confirmations of balances. There are fewer responses to the confirmation requests. The company is in the process of following up with the parties for the purpose of recovery / payment of dues. In case of Trade Receivables, 52% (majority) of the Total Trade receivables pertains to Government and Public Sector Undertaking Customers. While the reconciliation is an on-going process, the management does not expect any material difference affecting the financial results due to the same.
13. As per the guidelines dated 27.5.2016 issued by Department of Investment and Public Asset Management (DIPAM), MOF, GOI in respect of dividend, bonus shares, etc. the Company has an obligation to comply with these guidelines. However, the company shall take in to consideration and be guided by the provisions of the Companies Act 2013, Companies (Declaration and Payment of Dividend) Rules, 2014 and Guidance Note on Dividend & Secretarial Standard 3 (SS3) for taking necessary action appropriate and deemed fit in the circumstances.
14. The proposed strategic disinvestment of SCI is being handled by Department of Investment and Public Asset Management (DIPAM) with the engagement of necessary advisors. In this regard a Preliminary Information Memorandum (PIM) for inviting expression of interest was released on 22nd December, 2020. The Virtual Data Room is open and is being managed by the Transaction Advisor for the process of due diligence by the Qualified Interested Parties.
15. The Demerger Scheme ('the Scheme') for hiving off the identified non-core assets has been approved by the SCI Board on 03.08.2021. Pursuant to instructions of Ministry of Ports, Shipping and Waterways (MoPSW), the Company has incorporated a 100 % subsidiary viz. Shipping Corporation of India Land and Assets Limited (SCILAL) for the demerger of Non-Core assets on 10.11.2021 in terms of the Scheme. The Board of SCILAL has approved the Scheme on 16.11.2021. The Scheme has been approved by the stock exchange vide approval dated 2nd March 2022.

Subsequent to the approval of Scheme by the Boards of SCI as well as SCILAL, assets and liabilities to be transferred to SCILAL have been categorised as Non-Core Assets / Liabilities Held for Demerger and consequential impact has been given in Profit and Loss account w.r.t reversal of amortisation of deferred tax liability, depreciation and foreign exchange loss. Post approval of the Scheme by MCA, the assets and liabilities pertaining to the said non-core assets will be transferred to SCILAL basis the appointed date mentioned in the Scheme as per the book value as on 31.03.2021 and from 16.11.2021, income and expenses related to Non-Core assets as per the Scheme will be accordingly transferred to SCILAL.

MoPSW vide their letter dated 22.04.2022 has directed SCI to expedite the process of de-merger of non-core assets of SCI to SCILAL and also requested the Board of SCI to review the demerger scheme for demerging the non-core assets of SCI to SCILAL including Shipping House, Mumbai and MTI, Powai to complete the process of de-merging all the non-core assets to the new company



SCILAL on immediate basis prior to the completion of Share Purchase Agreement and suggested certain modification in the Scheme. Such modifications do not have any impact on carrying value of non core assets in the financial statements. The implementation of the Scheme including the modified scheme is in process and considering the reiteration by MoPSW and DIPAM to expedite the demerger process, there is a certainty of completion of the process in the near future, and accordingly, the relevant disclosures with continued accounting effects have been considered in the financial statements.

16. The Company has assessed the current scenario basis internal and external information available and believes that no impact of Covid 19 was felt in Q4 2021-22 and hence there is no impact in its ability to continue operations and meet its financial commitments.
17. The Parliament has approved the Code on Social Security, 2020 which subsumes the Provident Fund and the Gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13th November 2020 and has invited suggestions from stakeholders. The Central Government on 30th March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will account for the same once the Code becomes effective.
18. The Board of Directors recommended a dividend of Rs.0.33/- per equity share of face value of Rs.10/- each. The outgo on this account will be approximately Rs.1551 Lakhs, subject to the approval of members at the ensuing Annual General Meeting.
19. Pursuant to the provisions of sections 143(6) of the Companies Act, 2013 the audited annual accounts of the Company are subject to review by the Comptroller & Auditor General of India.
20. The figures for the quarter ended 31.03.2022 and 31.03.2021 are the balancing figures between the audited figures in respect of the full financial year 2021-22 and 2020-21 and the published unaudited year to date figures up to the third quarter ended 31.12.2021 and 31.12.2020 respectively.
21. The figures of the previous year/ period have been regrouped or rearranged wherever necessary / practicable to conform to current year / period's transactions.

Place: Mumbai
Date: 06.05.2022

For The Shipping Corporation of India Ltd.


Mrs. H.K. Joshi
Chairperson & Managing Director
DIN - 07085755





JKJS & CO. LLP
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Members of Shipping Corporation of India Land and Assets Limited
CIN: U70109MH2021GOI371256
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Shipping Corporation of India Land and Assets Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the statement of Profit and Loss and the statement of Cash Flows for the period year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, the loss for the period and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Companies Act, 2013 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 opinion.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgement, were of most significance in our audit of financial statements of the current period. These matters are addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

①

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Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendments Rules, 2016. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

2





Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required under sub-section (5) of section 143 of the Act, in case of a Government Company, we give in the "Annexure-B", a statement of the matter specified in the directions issued by the Office of the Comptroller and Auditor General of India.
3. As required by section 143(3) of the Act, we further 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Financial Statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;
 - e) On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in "Annexure-C"
 - g) In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the period, hence section 197(16) of the Act is 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, in our opinion and to the best of our information and according to the explanations given to us:

3






- i. As represented by the Management, the Company does not have any pending litigation which would impact its financial position.
- ii. There are no material foreseeable losses on long term contracts including derivative contracts;
- iii. The company is not required to transfer any amounts as required by the law to Investor Education and Protection Fund.
- iv. (a) As represented by the management, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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) As represented by the management, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 the audit procedures performed nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the period.

For JKJS & CO. LLP

Chartered Accountants

Firm Registration No.: 121161W/ W100195


CA Nirmal Kumar Khetan

Partner

UDIN: 22044687AGVVTQ1646

Place: Mumbai,

Date : 06-04-2022





Annexure "A" to the Independent Auditors Report of Shipping Corporation of India Land and Assets Limited for the period ended on 31st March 2022 (referred to in our report of even date).

With reference to the Annexure "A" referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of Shipping Corporation of India Land and Assets Limited on financial statements for the period ended on 31st March 2022, we report that:

- (i) (a) The Company does not have any Property, Plant & Equipment and Intangible Assets and hence reporting under clause (i)(a) to (i)(d) of the Order are not applicable.
(b) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) a) According to the information and explanation given to us the company business does not have any inventory, hence the provision of clause of 3 (ii)(a) of the said order is not applicable to the company.
b) According to the information and explanations provided to us, the Company has not been sanctioned working capital limits. Accordingly, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties. Accordingly, the provisions of clause 3 (iii) (a) to 3 (iii) (f) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or deemed deposits during the period year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 (as amended) or any other relevant provisions of the Companies Act, 2013 does not arise.
- (vi) The Company is not required to maintain cost records as per Section 148 (1) of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014.
- (vii) a) According to the information and explanations given to us and the records of the company examined by us, the undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess, Goods & Service Tax to the extent applicable to the Company have been regularly deposited with the appropriate authorities. The provisions relating to provident fund, employees state insurance are not applicable to the company. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2022 for a period more than six months from the date they became payable.
b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Goods & Service Tax, Duty of Custom, Duty of Excise, and Value Added Tax which have not been deposited on account of disputes with the related authorities:
- (viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the period.
- (ix) a) In our opinion and according to the information and explanations given to us, the Company has not borrowed any amounts from financial institutions, banks, government, or by issue of debentures.
b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.



- c) According to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.
- d) According to the information explanation provided to us, there are no funds raised on short term basis. Accordingly, the provision stated in paragraph 3(ix)(d) of the Order is not applicable to the Company.
- e) According to the information explanation given to us and on an overall examination of the financial statements of the Company, we report that the company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies. Accordingly paragraph 3(ix)(f) of the order is not applicable.
- (x) a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.
- (xi) a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the period ended March 31, 2022, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18 'Related Party Disclosures' specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014. However Section 177 is not applicable to the company.
- (xiv) a) In our opinion and based on our examination, the Company does not require to comply with provision of section 138 of the Act. Hence, the provisions stated in paragraph 3(xiv) (a) to (b) of the Order are not applicable to the Company.





- (xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- (xvi) a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
- b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.
- c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (xvii) The Company has reported cash loss of Rs. 17,422 during the current financial period (1st accounting period for the Company).
- (xviii) There has been no resignation of the statutory auditors during the period. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- (xxi) According to the information and explanations given to us, the Company does not have any subsidiary / Associate/ Joint Venture. Accordingly, there is no preparation of consolidated financial statements. Accordingly, the provisions stated in paragraph clause 3 (xxi) of the Order are not applicable to the Company.

For JKJS & CO. LLP

Chartered Accountants

Firm Registration No.: 121161W/ W100195


CA Nirmal Kumar Khetan

Partner

UDIN: 22044687AGVVTQ1646

Place: Mumbai,

Date : 06-04-2022



⑦



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Directions under Section 143(5) of the Companies Act, 2013 on the Accounts of Shipping Corporation of India Land and Assets Limited for the period ended on 31st March 2022

	Directions	Remarks
1	Whether the Company has system in place to process all the accounting transaction through IT system? If yes, the implication of processing of accounting transaction out IT system on the integrity of accounts along with financial implications, if any may be stated.	Presently, the Company does not process all the accounting transactions through IT System. Plans are under discussions to install the software. The transactions are reviewed/ authorized by the officers in in-charge and approved as per the financial authority established in the Company.
2	Whether there is any restructuring of an existing loan or cases of waive/ write off of debts/ loans/ interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated	During the period under review, the Company did not have any loans or any case of waive/ write off of debts/ loans/ interest.
3	Whether funds received/ receivable for specific schemes from Central/ State agencies were properly accounted for/ utilized as per its terms and conditions? List the cases of deviation	During the period under review, the company has not received/ receivable funds for any specified scheme from the Central/ State agencies.

For JKJS & CO. LLP
Chartered Accountants
Firm Registration No.: 121161W/ W100195


CA Nirmal Kumar Khetan
Partner
UDIN: 22044687AGVVTQ1646
Place: Mumbai,
Date : 06-04-2022





ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT

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 financial statements of the Company for the period ended on March 31, 2022, we have audited the internal financial controls over financial reporting of Shipping Corporation of India Land and Assets Limited as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

④






Inherent limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

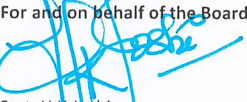
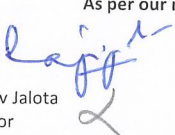
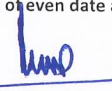
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JKJS & CO. LLP
Chartered Accountants
Firm Registration No.: 121161W/ W100195


CA Nirmal Kumar Khetan
Partner
UDIN: 22044687AGVVTQ1646
Place: Mumbai,
Date : 06-04-2022



10

SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED		
Standalone Balance Sheet		
(All amounts in INR, unless otherwise stated)		
	Notes	As at 31 March 2022
ASSETS		
Non-current assets		
Property, plant and equipment		-
Capital work-in-progress		-
Investment properties		-
Goodwill		-
Other intangible assets		-
Biological assets other than bearer plants		-
Investments accounted for using the equity method		-
Financial assets		-
i. Investments		-
ii. Loans		-
iii. Other financial assets		-
Deferred tax assets (net)		-
Tax assets (net)		-
Other non-current assets		-
Total non-current assets		-
Current assets		
Inventories		-
Financial assets		-
i. Investments		-
ii. Trade receivables		-
iii. Cash and cash equivalents	02	99,810.00
iv. Bank balances other than (iii) above		-
v. Loans		-
vi. Other financial assets		-
Other current assets		-
Assets classified as held for sale		-
Total current assets		99,810.00
Total assets		99,810.00
EQUITY AND LIABILITIES		
Equity		
Equity share capital	03	1,00,000.00
Other equity		-
i. Reserves and Surplus	04	(17,422.00)
ii. Other Reserves		-
Equity attributable to owners		82,578.00
Non-controlling interests		-
Total equity		82,578.00
LIABILITIES		
Non-current liabilities		
Financial liabilities		-
i. Borrowings		-
ii. Other financial liabilities		-
Provisions		-
Deferred tax liabilities (net)		-
Other non-current liabilities		-
Current liabilities		
Financial liabilities		-
i. Borrowings		-
ii. Trade payables		-
iii. Other financial liabilities	05	14,232.00
Provisions	06	3,000.00
Current tax liabilities (net)		-
Other current liabilities		-
Total current liabilities		17,232.00
Total liabilities		17,232.00
TOTAL EQUITY & LIABILITIES		99,810.00
The accompanying notes are an integral part of these consolidated financial statements.		
For and on behalf of the Board of Directors, As per our report of even date attached hereto.		
		
Smt. H K Joshi Chairperson & Managing Director DIN - 07081755	Sh. Rajiv Jalota Director DIN - 00152021	CA Nirmal Kumar Khetan Partner, M No. 044687 M/s JKJS & Co. LLP Firm Regn. No.: 121161W/ W1001 Mumbai dated 06.04.22 UDIN: 22044687AGVVTC1616
Mumbai dated 06.04.22		



SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED
 Standalone Statement of profit and loss for the year ended 31 March 2022
 (All amounts in INR, unless otherwise stated)

	Note	Quarterly		Yearly
		01 Jan 22 - 31 Mar 22	16 Nov 21 - 31 Dec 21	16 Nov 22 - 31 Mar 22
Revenue from operations				-
Other income				-
Total Income				-
Expenses				
Cost of fuel consumed		-		-
Operating expenditure				
Employee benefits expense		-		-
Finance costs		-		-
Depreciation and amortisation expense		-		-
General, administration and other expenses	07	10,326.00	7,096	17,422.00
Total expenses		10,326.00	7,096.00	17,422.00
Profit / (Loss) before exceptional items and tax		(10,326.00)	(7,096.00)	(17,422.00)
Exceptional items				
Profit / (Loss) before tax		(10,326.00)	(7,096.00)	(17,422.00)
Tax expense				
-Current tax				
-Deferred tax				
Total tax expense		-	-	-
Profit / (Loss) for the Year		(10,326.00)	(7,096.00)	(17,422.00)
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Remeasurements of post-employment benefit obligations				
Income tax relating to these items				
Gains/losses on equity instruments at FVOCI				
Income tax relating to these items				
Other comprehensive income for the year, net of tax		-	-	-
Total comprehensive income for the year		(10,326.00)	(7,096.00)	(17,422.00)
Profit / (Loss) is attributable to:				
Owners of SCILAL		(10,326.00)	(7,096.00)	(17,422.00)
Non-controlling interests				
		(10,326.00)	(7,096.00)	(17,422.00)
Other comprehensive income is attributable to:				
Owners of SCILAL				
Non-controlling interests				
		-	-	-
Total comprehensive income is attributable to:				
Owners of SCILAL				
Non-controlling interests				
		-	-	-
Earnings per equity share				
Basic earnings per share		(1.03)	(0.71)	(1.74)
Diluted earnings per share		(1.03)	(0.71)	(1.74)

The accompanying notes are an integral part of these consolidated financial statements.

For and on behalf of the Board of Directors,

Smt. H K Joshi
 Chairperson & Managing Director
 DIN - 07085755

Sh. Rajiv Jalota
 Director
 DIN - 00152021

Mumbai dated 06.04.22

As per our report of even date attached hereto.

CA Nirmal Kumar Khetan
 Partner, M No. 044687
 M/s JKJS & Co. LLP

Firm Regn. No.: 121161W/ W100195
 Mumbai dated 06.04.2022

UDIN: 22044687AGVVTQ1646



SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED
 Cash Flow Statement for the year ended 31 March 2022
 (All amounts in INR, unless otherwise stated)

	Note	Year ended 31 March 2022
A Cash Flow from operating activities		
Profit / (Loss) before income tax		(17,422.00)
Adjustments for		
Add:		
Depreciation and amortisation expenses		-
Finance costs		-
Loss on assets sold or discarded		-
Unrealised exchange rate difference		-
Bad debts and irrecoverable balances written off		-
Provision for doubtful debts		-
Provision for diminution of value of investment		-
Less:		
Dividend received		-
Interest received		-
Provisions no longer required		-
Provision for doubtful debt written back		-
Profit on sale of investment		-
Surplus on sale of fixed assets		-
Net exchange differences		-
Unwinding of discount on security deposits		-
Change in operating assets and liabilities		
(Increase)/decrease in trade receivables		-
(Increase)/decrease in other financial assets		-
(Increase)/decrease in other non-current assets		-
(Increase)/decrease in other current assets		-
(Increase)/decrease in inventories		-
Increase/(decrease) in trade payables		-
Increase/(decrease) in other financial liabilities		-
Increase/(decrease) in provisions		17,232.00
Increase/(decrease) in other non-current liabilities		-
Increase/(decrease) in other current liabilities		-
Cash generated from operations		(190.00)
Income taxes paid		-
Net cash inflow from operating activities (A)		(190.00)
B Cash flow from investing activities:		
Purchase of property, plant and equipment/ intangible assets		-
Capital advances		-
Acquisition of non-controlling interests		-
Sale proceeds of property, plant and equipment		-
Investment in equity shares of associates		-
Proceeds from sale of investments		-
Purchase of non-current investments		-
Redemption of preference shares		-
Long term deposits		-
Short term deposits		-
Interest received		-
Dividend received		-
Net cash inflow from investing activities (B)		-



C Cash flow from financing activities

Repayment of long term borrowings	-
Repayment of short term borrowings	-
Investment in equity shares made by holding company The SCI LTD	1,00,000.00
Payment of unclaimed dividend	-
Dividend on shares (including dividend distribution tax)	-
Amounts deposited in bank accounts towards unpaid dividends	-
Interest paid	-
Investment in equity shares of a subsidiary	-

Net cash inflow (outflow) from financing activities (C)**Net increase/(decrease) in cash and cash equivalents (A+B+C)**

Add: Cash and cash equivalents at the beginning of the financial year

Cash and cash equivalents at the end of the year

99,810.00

99,810.00

Non Cash Financing and investing activities

Acquisition of property, plant and equipment by means of finance lease

Reconciliation of Cash Flow statements as per the cash flow statement**Cash Flow statement as per above comprises of the following**

Cash and cash equivalents

Bank overdrafts

Balances as per statement of cash flows

31 March 2022

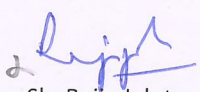
99,810.00

99,810.00

The accompanying notes are an integral part of these consolidated financial statements.

For and on behalf of the Board of Directors,

As per our report of even date attached hereto.


Smt. H K Joshi
Chairperson & Managing Director
DIN - 07085755
Sh. Rajiv Jalota
Director
DIN - 00152021
CA Nirmal Kumar Khetan
Partner, M No. 044687
M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195
Mumbai dated 06.04.2022

Mumbai dated 06.04.2022

UDIN: 22044687AGVVTQ 1646



SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

Statement of changes in equity
(All amounts in INR lakhs, unless otherwise stated)

A. Equity Share Capital (Refer Note 2)

Changes in equity share capital	1,00,000.00
Balance as at 31 March 2022	1,00,000.00

B. Other Equity

Note	Reserves and Surplus				Reserves representing unrealised gains/losses			Total	Non-controlling interests	Total equity		
	Capital Reserve	Securities Premium Reserve	Debt Redemption Reserve	Share Options Outstanding Account	General Reserve	Retained Earnings	Equity instruments through Other Comprehensive Income				Remeasurements of the net defined benefit Plans	Cash Flow Hedges
	-	-	-	-	-	(17,422.00)	-	-	-	(17,422.00)	-	(17,422.00)
Other Comprehensive Income for the year	-	-	-	-	-	(17,422.00)	-	-	-	(17,422.00)	-	(17,422.00)
Balance as at 31 March 2022	-	-	-	-	-	(17,422.00)	-	-	-	(17,422.00)	-	(17,422.00)

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors,

As per our report of even date attached hereto.

Smt. H K Joshi
Chairperson & Managing Director
DIN - 07085785

CA Nirmal Kumar Khetan
Partner, M No. 044687
M/s JKS & Co. LLP

Firm Regn. No.: 121161W/ W100195
Mumbai dated **06.04.2022**
UDIN: **22044687AGVVTQ1646**



1. General information

Shipping Corporation of India Land & Assets Limited (SCILAL) has been incorporated as a wholly owned subsidiary of The Shipping Corporation of (I) Limited (SCI) with Corporate Office at Mumbai on 10.11.2021 with the object of holding and disposing the Non-Core Assets of SCI distinct from the disinvestment transaction.

2. Significant Accounting Policies

These financial statements were authorised for issue by the board of directors on April 6, 2022.

Basis of preparation, measurement and significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis of Preparation

(a) Compliance with Indian Accounting Standards

The financial statements of the company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provisions of the Companies Act, 2013 ("the Act") and current practices prevailing within the Shipping Industries in India. These are the company's first Ind AS financial statements and Ind AS 101, 'First-time Adoption of Indian Accounting Standards' has been applied. The policies set out below have been consistently applied during the period presented.

These financial statements for the period November 16, 2021 to March 31, 2022 are the first the Company has prepared in accordance with Ind AS.

(b) Historical cost convention

The financial statements have been prepared under the historical cost convention

The assets and liabilities reported in the balance sheet are classified on a "current/non-current basis". Current assets, which include cash and cash equivalents, are assets that are intended to be realized, sold or consumed during the normal operating cycle of the Company or in the 12 months following the balance sheet date; current liabilities are liabilities that are expected to be settled during the normal operating cycle of the Company or within the 12 months following the close of the financial year.

2.2 Cash and cash equivalents

Cash and cash equivalents includes cash at bank and in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less from date of acquisition.

For the purpose of the statement of cash flows, cash and cash equivalents consist of Investment in equity shares made by Holding company The SCI Ltd as defined above.



2.3 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

2.4 Earnings per share

Basic and Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.6 Preliminary Expenses

The preliminary expenses incurred during the financial year 2021-22 for setting up of the company has been charged off to Profit & Loss account fully as expenditure for the year.

3. Demerger Scheme Accounting

As per Part II, Clause 2 read with Part III Clause 4, 12 of the demerger scheme filed by SCI, once the scheme becomes effective subsequent to the approval by MCA, SCILAL shall account for the demerger and vesting of the Non-Core Assets in its books of accounts in accordance with the Indian Accounting Standards (Ind-AS).

The accounting for the Non-core Assets and the corresponding Liabilities shall be with effect from the appointed date of 01.04.2021 in the books of SCILAL, whereas all profits, income, costs, charges, expenses, taxes or losses, relating to the Non-Core Assets shall, for all purposes, be treated as profits, income, costs, charges, expenses, taxes or losses, as the case may be, of SCILAL, with effect from the date of approval of the Scheme by the Boards i.e. 16.11.2021.

4. Related Party Disclosure

SCILAL is a wholly owned subsidiary of SCI. The preliminary filing expenses incurred by SCI as Holding company amounting to Rs. 14,232 has been absorbed in the books of SCILAL as Other Financial Liabilities as amount Payable to SCI.



SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED**Notes to Standalone Financial Statements**

(All amounts in INR, unless otherwise stated)

2. Cash and Bank Balances

Particulars	31 March 2022
Cash and cash equivalents	
1 Bank Balances	
Current Account	99,810.00
Inter Bank Transfers	-
Term Deposit maturing within 3 months	-
2 Cash Balances, including imprest	
3 Margin Money for Bank Guarantee	-
Total	99,810.00
An amount of Rs. 1,00,000 (Rupees One Lakh) deposited by holding company The SCI Ltd. as against paid up equity share capital (10,000 equity shares of Rs. 10 each).	

3. Equity Share capital

	31 March 2022	
Authorised		
[31 March 2022: 50,000 Equity Shares of INR 10 each		5,00,000.00
Issued, subscribed and fully paid up		
[31 March 2022: 10,000 Equity Shares of INR 10 each		1,00,000.00
		1,00,000.00
Reconciliation of number of shares		
	Number of shares	Amount
Equity Shares :		
Balance as at the beginning of the year	-	-
Add: Equity Shares of Rs. 10 each		1,00,000.00
	10,000	1,00,000.00

For JKJS & CO.LLP
CHARTERED ACCOUNTANT



Partner.



SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED**Notes to Standalone financial statements**

(All amounts in INR, unless otherwise stated)

4. Reserves and Surplus

31 March 2022	
Profit/(Loss) attributable to owners of SCILAL	(17,422.00)
Total	(17,422.00)

5. Other Financial Liabilities

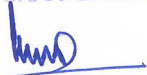
31 March 2022	
Payable to SCI Ltd	14,232.00
Total	14,232.00

6. Provisions

	31 March 2022	
	Current	Non-Current
Other Provisions		
Provision for statutory audit fees	3,000	-
Provision for Profession Tax Registration	-	-
Provision for Trade License Registration	-	-
Total	3,000	-
(a) Provision for statutory audit fees amounting to Rs. 3,000 (Rupees Three Thousand) payable to M/s JKJS & Co. is made in books of M/s SCILAL for the FY 2021-22 as per appointment order received from C&AG.		

7. General, administration and Other expenses

31 March 2022	
GST on Audit Fees	360.00
Bank charges	190.00
Professional and filing fees	11,872.00
Payment to auditors	
Statutory auditors	
a) Audit fees	5,000.00
b) Other matters	
c) Out of pocket expenses	
Total	17,422.00

For JKJS & CO. LLP
CHARTERED ACCOUNTANT
Partner.



DCS/AMAL/PB/R37/2245/2021-22

"E-Letter"

March 02, 2022

The Company Secretary,
SHIPPING CORPORATION OF INDIA LTD.
 245 Madam Cama Road, Shipping House,
 Mumbai, Maharashtra, 400021

Dear Sir,

Sub: Observation letter regarding the Scheme of Arrangement for Demerger between Shipping Corporation of India Limited and Shipping Corporation of India Land and Assets Limited and their respective Shareholders and Creditors

We are in receipt of the Draft Scheme of Arrangement of Shipping Corporation of India Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 28, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall ensure compliance with the said Circular dated March 10, 2017."
- "The entities involved in the Scheme shall duly comply with the various provisions of the Circular dated March 10, 2017."
- "Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- "Company shall ensure that the financials in the Scheme including financials considered for valuation report are not for period more than 6 months old."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the Company obliged to bring the observations to the notice of Hon'ble NCLT."
- "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Accordingly, based on aforesaid comment offered by SEBI, the Company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the Company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose information about Unlisted Companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Shipping Corporation of India Land and Assets Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Shipping Corporation of India Land and Assets Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Shipping Corporation of India Land and Assets Limited is at the discretion of the Exchange. In addition to the above, the listing of Shipping Corporation of India Land and Assets Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Shipping Corporation of India Land and Assets Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all Shipping Corporation of India Land and Assets Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Shipping Corporation of India Land and Assets Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - i. "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - ii. "There shall be no change in the shareholding pattern of Shipping Corporation of India Land and Assets Limited between the record date and the listing which may affect the status of this approval."

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-

Prasad Bhide
Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/29225_II

March 02, 2022

The Company Secretary
Shipping Corporation of India Limited
Shipping House, 245, Madam Cama Road,
Mumbai-400021.

Kind Attn.: Mr. Dipankar Haldar

Dear Sir,

Sub: Observation Letter for draft scheme of arrangement for demerger between Shipping Corporation of India Limited and Shipping Corporation of India Land and Assets Limited and their respective shareholders and creditors.

We are in receipt of draft scheme of arrangement for demerger between Shipping Corporation of India Limited (“Demerged Company”) and Shipping Corporation of India Land and Assets Limited (“Resulting Company”) and their respective shareholders and creditors vide application dated December 02, 2021.

Based on our letter reference no. NSE/LIST/29225 dated December 27, 2021 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) (“Circular”), kindly find following comments on the draft scheme:

- a. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the websites of the listed company and the Stock Exchanges.*
- b. *The entities involved in the scheme shall duly comply with various provisions of the said Circular dated March 10, 2017.*
- c. *Company shall ensure that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (ICDR) Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- d. *Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- e. *Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble National Corporate Law Tribunal (‘NCLT’) and the company is obliged to bring the observations to the notice of Hon’ble NCLT.*

- f. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchanges. Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange’s criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Shipping Corporation of India Land and Assets Limited is at the discretion of the Exchange.

The listing of Shipping Corporation of India Land and Assets Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Shipping Corporation of India Land and Assets Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited (“NSE”) for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

“The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc.”

2. To publish an advertisement in the newspapers containing all the information about Shipping Corporation of India Land and Assets Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about Shipping Corporation of India Land and Assets Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
 - (a) “The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”
 - (b) “There shall be no change in the shareholding pattern or control in Shipping Corporation of India Land and Assets Limited between the record date and the listing which may affect the status of this approval.”

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 02, 2022 within which the scheme shall be submitted to NCLT.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Navratna Company
SO 9001:2015, ISO 14001:2015
& ISO 45001:2018 Certified)

भारतीय नौवहन निगम लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय: शिपिंग हाउस, 245 मादाम कामा रोड, मुंबई - 400 021.
फोन: 91-22 2202 6666, 2277 2000 • वेबसाइट: www.shipindia.com

The Shipping Corporation Of India Ltd.

(A GOVERNMENT OF INDIA ENTERPRISE)

Regd. Office: Shipping House, 245, Madame Cama Road, Mumbai-400 021.
Ph: 91-22 2202 6666, 2277 2000 • Website: www.shipindia.com



सीआईएन/CIN-L63030MH1950G01008033

Complaints Report

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

The Report on Complaints as mentioned above is for the period from 21.12.2021 to 10.01.2022.

For & on behalf of
The Shipping Corporation of India Limited

Shri Dipankar Haldar

Company Secretary

Membership No. – 7748

Address: Shipping House, 245, Madame Cama Road, Mumbai-400021

Date: 12th January, 2022

Place: Mumbai



कार्गो मंजिल तक पहुँचाए. जीवन को राह दिखाए • Transporting Goods. Transforming Lives

September 07, 2022

Ref. No.: CPC/MB/076/2022-23

To,
The Board of Directors
Shipping Corporation of India Land and Assets Limited
Shipping House, 245,
Madame Cama Road, Nariman Point,
Mumbai, Maharashtra – 400021

Dear Sir(s),

Subject: Due Diligence Certificate - Proposed Scheme of Arrangement for Demerger of Non-core assets (Demerged Undertaking) of Shipping Corporation of India Limited (Demerged Company) into Shipping Corporation of India Land and Assets Limited (Resulting Company) and their respective shareholders and creditors under section 230-232 of Companies Act 2013 and rules made thereunder.

Re: Due Diligence Certificate in adherence to SEBI's Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 read with SEBI's Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021

PURPOSE:

This is in reference to our engagement for providing Due Diligence Certificate ("Certificate") on the accuracy and adequacy of the disclosures made in the Abridged Prospectus by **Shipping Corporation of India Land and Assets Limited** ("the Company") as per the format provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 as amended from time to time, read with the SEBI's Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 and SEBI's master circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. The Scheme, under Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof), has been approved by the Board of Directors of the Company on November 16, 2021 and shall be effective from the Appointed Date i.e., April 01, 2021 or such other date as may be fixed or approved by the Hon'ble Ministry of Corporate Affairs ('MCA') or any other Appropriate Authority.

The information contained herein and our Certificate is intended only for the sole use of captioned purpose of obtaining requisite approvals as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance of the SEBI's Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 read with SEBI's master circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

Corporate Professionals Capital Private Limited

CIN - U74899DL2000PTC104508

D-28, South Extn. Part-1, New Delhi 110049, India | T: +91 11 40622200 | F: +91 11 40622201 | E: mb@indiap.com

www.corporateprofessionals.com

SCOPE AND LIMITATIONS:

- This Certificate is for a specific purpose and is issued in terms of and in compliance with the SEBI's Circular dated February 04, 2022 read with SEBI's Master Circular dated November 23, 2021 and hence should not be used for any other purpose or transaction.
- Our due diligence and result are specific to the date of this Certificate and based on information as at September 06, 2022. Further, we have no responsibility to update this Certificate on the circumstances or events after the date hereof.
- We have relied upon the financials and the information and representations furnished to us by the management of the Company and the information available in public domain and have not carried out any audit of such information. Our work does not constitute audit of financials including working results of the Company and accordingly, we are unable to and do not express an opinion on the fairness of any financial information referred to in the Abridged Prospectus.
- This Certificate is issued on the undertaking that the Company have drawn our attention to all the matters, which they are aware of concerning inter-alia the financial position of the Company, its business, and any other matter, which may have an impact on our Certificate, including any material risk concerning the Company or are likely to take place in the financial position of the Company or its business.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of reliance on the information set out here in this Certificate.
- Our opinion is not, nor should it be construed as our opining or certifying the compliance with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

CONCLUSION:

In the circumstances, having regard to all relevant factors, on the basis of information and explanations given to us and on the basis of due diligence conducted by us, we certify as on the date hereof, that the disclosures made in the Abridged Prospectus dated September 06, 2022 is in conformity with the relevant documents, materials and other papers related to the Company and are fair, accurate and adequate.

Yours Faithfully,

For **Corporate Professionals Capital Private Limited**

MANOJ Digitally signed by
MANOJ KUMAR
KUMAR Date: 2022.09.07
17:13:33 +05'30'

Manoj Kumar

Partner and Head – M&A and Transactions

Corporate Professionals Capital Private Limited

CIN - U74899DL2000PTC104508

D-28, South Extn. Part-1, New Delhi 110049, India | T: +91 11 40622200 | F: +91 11 40622201 | E: mb@indiacp.com

www.corporateprofessionals.com

This is an Abridged Prospectus containing information pertaining to the unlisted company involved in the Scheme of Arrangement for Demerger of Non-core assets (Demerged Undertaking) of Shipping Corporation of India Limited (Demerged Company) into Shipping Corporation of India Land and Assets Limited (Resulting Company) under section 230-232 of Companies Act 2013 and rules made thereunder.

The Abridged Prospectus has been prepared in terms of the requirement specified in SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February 2022 and master circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/00000000665 dated 23rd November 2021 and is prepared under Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/C1R/2017/21 dated 10th March 2017.

THIS ABRIDGED PROSPECTUS CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

THIS DOCUMENT SHOULD BE READ TOGETHER WITH THE SCHEME OF ARRANGEMENT FOR DEMERGER.

SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

CIN: The Company was incorporated under the provisions of the Companies Act, 2013 having Company Identification No. U70109MH2021GOI371256;
Date of Incorporation: 10th November 2021; **Registered Office:** Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai, Maharashtra – 400021; **Corporate Office:** Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai, Maharashtra – 400021
Contact Person: Smt. Swapnita Vikas Yadav; **Tel. No.:** +91-22-22772213; **Fax No.:** NA
E-mail: sci.cs@sci.co.in; **Website:** www.shipindia.com

PROMOTERS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

Shipping Corporation of India Limited

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking any decision in relation to the scheme. For taking any decision, investors must rely on their own examination of the company and the scheme including the risk involved. Specific attention of the investors is invited to the section titled "Risk Factors" on page 9 of this Abridged Prospectus.

MERCHANT BANKER

Name: Corporate Professionals Capital Private Limited
Address: D-28, South Extn., Part-I, New Delhi – 110049
Ph. No.: +91-11-40622228/ +91-11-40622248/ +91-11-40622218
Fax. No.: 91-11-40622201
Email ID: manoj@indiacp.com/ ruchika.sharma@indiacp.com
SEBI Regn. No.: INM000011435

STATUTORY AUDITORS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

Name: JKJS & CO. LLP
Address: A-410, 4th Floor, Express Zone, Western Express Highway, Diagonally Opposite Oberoi Mall, Goregaon (E), Mumbai – 400063
Tel No.: 022-2088 3180/81
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E-mail: cjks@gmail.com
Website: www.jkjs.co.in

PROCEDURE

Under the Scheme of Demerger, Shipping Corporation of India Land and Assets Limited shall issue and allot equity shares to the shareholders of Shipping Corporation of India Limited by provisions of applicable laws and based on share exchange ratio as set out in the Scheme, post receipt of approval from Hon'ble Ministry of Corporate Affairs ("MCA").

DETAILS OF PROMOTERS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

Particulars	Details
Shipping Corporation of India Limited	
Nature	Corporate entity
Overview	<ol style="list-style-type: none"> Shipping Corporation of India Limited (hereinafter referred to as "SCI" is a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, incorporated under the Companies Act, 1956 on October 2, 1961, by the amalgamation of Eastern Shipping Corporation Limited and Western Shipping Corporation Limited by the order of Government of India. It is having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India. It is a widely held listed company, with its equity shares listed on the National Stock Exchange of India Limited and BSE Limited. SCI is the largest Indian shipping Company. The SCI has substantial interests in various segments of the shipping trade. SCI's owned fleet includes Bulk carriers, Crude oil tankers, Product tankers, Container vessels, LPG / Ammonia carriers and Offshore Supply Vessels. Sailing through for six decades, SCI today has a significant presence on the global maritime map.
PAN	AAACT1524F
Educational Qualification	NA
Experience in business or employment	NA
List of Companies in which person is Director	NA
No. & % of shares held in the Company	100%

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

Company Overview:	Shipping Corporation of India Land and Assets Limited is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 10 th November, 2021 pursuant to the proposed Scheme of Demerger.
Product/Service Offering:	No product or services are offered since incorporation of the company.
Geographies Served:	Not Applicable
Key Performance Indicators:	Not Applicable
Client Profile or Industries served:	Not Applicable
Intellectual Property, if any:	Not Any
Market Share:	Not Applicable since no sale has been done in the market since incorporation.
Manufacturing Plant, if any:	Not Applicable
Employee Strength:	Nil

Shipping Corporation of India Land and Assets Limited (SCILAL) is incorporated with the object of holding and disposing the Non-core Assets of Shipping Corporation of India Limited (SCI) distinct from the disinvestment transaction initiated by the Government of India. Therefore, the Board of Directors of SCI has agreed, to hive-off of Non-core Assets/Identified Surplus separately and exclude it from the process of Strategic Disinvestment. SCILAL is wholly owned subsidiary of SCI. However, once the scheme becomes effective, the SCILAL will have a replica shareholding of the SCI and thereafter it shall function as an Independent Listed Company.

BOARD OF DIRECTORS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

Sr. No.	Name	Designation (Independent/ Whole-time/ Executive/ Nominee)	Experience including current/past position held in other firms	Other Directorship (Indian/Foreign)
1.	*Binesh Kumar Tyagi	Chairperson and Managing Director	<p>Capt. Binesh Kumar Tyagi has taken over as Chairman and Managing Director of The Shipping Corporation of India Ltd. with effect from 03.09.2022. Capt. Binesh Kumar Tyagi was erstwhile heading the Liner and Passenger Services Division as Director (L&PS), since 8th January 2021. He also held additional charge of Director (T&OS) from 01.05.2021 to 18.05.2022.</p> <p>In his distinguished Shipping career spanning over 32 years in SCI, he has held many responsible appointments, both Afloat and Ashore. After graduation, Capt. Tyagi joined SCI in 1990, as Trainee Nautical Officer (TNOC). He served on board various ships, in different ranks, including as Master. In 2004, he was absorbed ashore, wherein he served at various Management level positions and performed Technical, Vetting, Chartering, Training, Marine HR, Liner, Passenger, Inland Waterways, offshore and S&P functions.</p> <p>Capt. Tyagi is also on the board of Inland and Coastal Shipping Limited (ICSL) since 20th November 2020 and has contributed in the field of IWT.</p> <p>He is a well-rounded shipping professional with qualification in Ship operation, Navigation, Chartering, General Shipping Management, Port Development & Management and Law.</p> <p>Capt. Tyagi is IIMA alumni and also member of various professional bodies like ICS (London), CILT, NMIS, Nautical Institute London, CMMI, Institute of Directors.</p>	<p>Indian -</p> <ol style="list-style-type: none"> Shipping Corporation of India Limited Inland & Coastal Shipping Limited <p>Foreign - NA</p>

2.	Sanjay Kumar	Government Nominee Director	<p>Shri. Sanjay Kumar IAS, 1992 Batch. Prior to this he was working as Joint Secretary (Institutions), Department of School Education & Literacy, Ministry of Human Resource Development, Government of India, New Delhi. Looking after all Government of India Institutions like KVS, NVS, CBSE, NIOS, CTSA, NCERT and NCTE. He has wide experience and handled senior positions in both Central Government and State Government in diverse fields like Finance, Industries and Commerce, conduct of elections, district administration, economic policies and school education. Handled senior positions in both Central Govt. and State Govt. in diverse fields like Finance, Industries and Commerce, conduct of elections, district administration, economic policies and school education.</p>	<p>Indian -</p> <ol style="list-style-type: none"> Shipping Corporation of India Limited; <p>Foreign -</p> <ol style="list-style-type: none"> India LNG Transport Company No 2 Ltd. India LNG Transport Company No 3 Ltd. India LNG Transport Company No 4 Pvt Ltd.
3.	Vikram Singh	Government Nominee Director	<p>Shri Vikram Singh, (IRTS: 1997) looks after the portfolio of Ports Wing and PHRD matters relating to Ports. He has also been assigned the additional charge of work relating to Joint Secretary (Shipping) and Chief Vigilance Officer of the Ministry. He worked as Director, Passenger Marketing in Railway Board.</p>	<p>Indian -</p> <ol style="list-style-type: none"> Shipping Corporation of India Limited Cochin Shipyard Limited Sagarmala Development Company Limited <p>Foreign - NA</p>
4.	Rajiv Jalota	Government Nominee Director	<p>Shri Rajiv Jalota is a Master of Science in Chemistry from Lucknow University. He joined Indian Administrative Service in 1988 and his current rank is of Secretary to GoI. While in service Rajiv completed his Masters in International Development Policy from Duke University, USA. On his return from USA, Rajiv worked as Managing Director, SICOM followed by a full stint as Chief Executive Officer of Maharashtra Industrial Development Corporation (MIDC). He also worked as Commissioner of Employment and Self Employment of Maharashtra State, before joining the Municipal Corporation of Greater Mumbai as Additional Municipal Commissioner (Projects). In the Municipal Corporation</p>	<p>Indian -</p> <ol style="list-style-type: none"> The Indian Sailors Society; India Ports Global Limited; <p>Foreign - NA</p>

			<p>Rajiv was in charge of Finance and Budget, Water Supply and Sewerage Management, Assessment and Collection Department. Capital Value System in Property Tax was introduced in Mumbai during his tenure. Rajiv worked as Commissioner, Sales Tax for Maharashtra from January 2015, and had been a part of Law and Policy making process of GST till he demitted office. He successfully implemented GST in Maharashtra State. Rajiv was awarded with the PM Award for excellence in Public Administration in 2017 as part of a group, which worked on bringing GST to reality. Rajiv had tenure of more than five years in Sales Tax followed by GST. He also managed the Corona Control Room of Maharashtra State. He was heading the Higher and Technical Education department of Maharashtra State since July 2020 wherein he was involved in preparing the Plan of Implementation of National Education Policy 2020. Presently, he is Chairperson of Mumbai Port Authority and Indian Ports Association.</p>	
5.	Amitabh Kumar	Government Nominee Director	<p>Shri Amitabh Kumar, IRS (IT 1987) is the current Director General of Shipping, Ministry of Ports, Shipping and Waterways, GoI.</p> <p>Shri Amitabh Kumar holds a degree of MBA from Southern Cross University, Australia, Advanced Management from Maxwell School of Public Policy, USA and Leadership & Change Management from Wharton Business School, USA. He has recently been conferred Degree of Doctorate of Management (Honoris Causa) by AMET University, Chennai.</p> <p>In his 35 years in Government, he has held several important positions in Government of India and CBDT at Mumbai, Patna, Delhi & Vadodara, including that of Director (Delhi) in Ministry of Home Affairs, Commissioner in CBDT and Addl. Director General of Shipping. He holds the position of Principal Chief Commissioner of Income Tax in his parent cadre, CBDT.</p> <p>He has received several awards and commendations, including Finance</p>	<p>Indian - 1. Indian Register of Shipping;</p> <p>Foreign - NA</p>

			<p>Minister's award and G-Files Governance Award, 2014.</p> <p>His management of COVID-19, including safe repatriation and crew-change of more than 500,000 seafarers, has been greatly appreciated & acknowledged by the international community, including the Nautical Institute, London and International Transport Federation.</p> <p>He leads Indian Delegations in International Maritime Organisation (IMO) and Contact Group on Piracy off the Coast of Somalia (CGPCS).</p> <p>Apart from SCILAL, he is also Director in Indian Register of Shipping and Chairman of Seafarer Welfare Fund Society, Seafarer Provident Fund Organization and Maritime Training Trust</p>	
6.	Vinit Kumar	Government Nominee Director	<p>Shri Vinit Kumar, an I.R.S.E.E. officer of 1993 batch took over charge as Chairman, Kolkata Port Trust on 9th October, 2017.</p> <p>Before joining as Chairman, Kolkata Port Trust, Shri Vinit Kumar was Chief Electrical Engineer in Mumbai Railway Vikas Corporation Ltd. and was looking after the World Bank funded MUTP Project. Shri Kumar held administrative post of Secretary, Central Railway and gained multi-dimensional experience in general administration. Shri Kumar worked in Central Railway in Mumbai suburban system, one of the densest suburban system in the world in maintenance and operations of rolling stock and traction installations. He also worked in Pune and Nagpur in independent charge of traction assets and locomotive workshop. He has wide experience in operation, maintenance, infrastructure development and general administration.</p> <p>He did BE in Electrical Engineering from Delhi College of Engineering, Delhi and obtained PGDBA in marketing from Symbiosis Institute, Pune. Shri Kumar attended training programme on Management in ICLIF, Malaysia and INSEAD, Singapore.</p>	<p>Indian -</p> <ol style="list-style-type: none"> 1. Indian Port Rail & Ropeway Corporation Limited 2. BhorSagar Port Limited 3. Kolkata Port Accretion Limited <p>Foreign - NA</p>

*Capt. Binesh Kumar Tyagi, CMD SCILAL was also a Director of the Company (By virtue of Subscription to the Memorandum of Association of the Company) from the Date of Incorporation of the Company however w.e.f. 4th March, 2022 he ceased to be the Director of the Company

pursuant to the Administrative Ministry's [i.e. Ministry of Ports Shipping and Waterways (MoPSW)] letter dated 04th March, 2022., Subsequently, by virtue of him being appointed as Chairperson and Managing Director of Shipping Corporation of India Limited he was appointed as Chairperson and Managing Director of SCILAL vide MoPSW's clarification letter dated 30th June, 2022. His date of appointment is however effective from 03rd September, 2022.

Please note that if there is a change in Directorship in last three years, then details of past Directors shall also be provided in the table provided below-

S. No.	Name	Designation (Independent/ Whole-time/ Executive/ Non-Executive Nominee)	Experience including current/past position held in other firms
1.	Harjeet Kaur Joshi	Chairperson and Managing Director	Smt. H.K. Joshi joined SCI as Director (Finance) on 5th February, 2015. Prior to assuming charge of the office of Director (Finance) in SCI, she was General Manager (F&A) in ONGC, Mumbai in the Offshore Engineering Services wherein large Mega Offshore Construction Projects are handled. She has a shade over three decades of rich and diversified experience with ONGC which includes almost two decades with ONGC Videsh Limited (OVL – overseas arm of ONGC) which looks after the international business acquisitions of ONGC wherein she was actively associated with the path breaking international transactions which led the company (OVL) to turnaround. She currently also holds additional charge of MD of Indian Ports Global Ltd. (IPGL) and Chairperson & Managing Director of India Ports Global Chabahar Free Zone (IPGCFZ). Mrs. H.K. Joshi has been conferred WISTA India Personality of the Year 2020 award and the 'CEO with HR Orientation' Award at the 28th and 29th Editions of the World HRD Congress for the Years 2020 and 2021 and with 'Sailor Today Sea Shore Awards 2019' under the category of "Woman of Substance". She was also honored with the Best Woman Employee Award 1st Place (Executive Category) by the Forum of Women in Public Sector (under the aegis of SCOPE) in 2018. She was awarded "The Tenth India CFO Awards – Excellence in Finance to enable a Turnaround" hosted by International Market Assessment India Private Limited in association with Pierian Services in May 2016. Mrs. Joshi has also been the recipient of "The Most Influential CFOs of India Award" from Chartered Institute of Management Accounts, UK for two years in succession viz. 2015 and 2016 and the "CMA CFO Award 2014" from The Institute of Cost Accountants of India.
2.	Atul Ubale	Chairperson and Managing Director	Shri Atul Laxman Ubale joined SCI on 15th May, 1989 and took charge as Director (Bulk Carrier & Tanker Division) from 11th November, 2019. Shri Ubale is an alumnus of Mumbai University holding Bachelor of Commerce Degree and Post Graduate Master's Degree in Management Studies.

			<p>In a career spanning over 3 decades endowed with rich and vast experience in various facets of core shipping activities, he has served and held vital positions in Technical & Offshore Services Division handling O&M Offshore Contracts, indigenising Indian offshore industry, ship acquisitions / shipbuilding contracts for augmenting Indian tonnage; and in Bulk carrier and Tanker Division - overseeing chartering and commercial operations of bulk carriers and tankers meeting the ever growing and diverse needs of the Indian Oil Industry.</p> <p>Shri Ubale with his hands on experience, commercial acumen, intimate knowledge of all types of chartering in various market segments including Bulk Carriers, Tankers, Gas Carriers, Container Ships, Passenger Vessels, Tugs etc. is a highly regarded and well-known personality in domestic as well as international chartering market. He has been instrumental in evolving innovative and sustainable strategies for gainfully employing SCI's vast fleet featuring, inchartering / out-chartering fixtures, various types of Contract of Affreightments (COAs) & pool arrangements and also has been at the forefront of conceptualizing and securing highly remunerative and innovative long term charters for SCI's fleet. Owing to his engagement in SCI's overseas office in UK and SCI's Joint Venture Company in Tehran, Shri Ubale carries with himself substantial international exposure and experience, helping make SCI's Chartering & Commercial Operations a name to be reckoned with in the domestic as well as international shipping markets.</p>
3.	Prabir Kumar Gangopadhyay	Director	<p>Shri Prabir Kumar Gangopadhyay has taken over as Director, Personnel & Administration, on 6th September 2021. During his career spanning over 32 years in SCI, he has successfully handled diverse portfolios both on-board vessels and ashore. Shri Prabir Kumar Gangopadhyay, post completing Mechanical Engineering and obtaining Certificate of Competency, joined SCI fleet in 1988 as a Marine Engineer, wherein he served and gained valuable experience on board diverse vessels. After serving as Chief Engineer on-board vessels, he was absorbed ashore in 2002. During his stint ashore, he has served at varied Management level positions in domains of Techno Commercial management and Human Resources management. He has rich experience as a Shipping Professional, which broadly includes handling of operations on-board vessels, management & execution of technical projects, review & optimization of business processes, sourcing & management of appropriate manpower for fleet & shore operations, and administration.</p>

SHAREHOLDING PATTERN PRIOR TO THE SCHEME

S. No.	Particulars	Number of Shares	Percentage holding of pre-scheme
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1.	Promoter & Promoter Group (including Nominee/Beneficiary)	100,000	100.00%
2.	Public	0	0.00%
Total		100,000	100.00%

CHANGES OF CAPITAL STRUCTURE OF THE COMPANY

Date of Issue (mm/dd/yyyy)	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No. of shares)	Whether listed, if not listed, give reasons thereof
10/11/2021	10,000	10	Subscription to MOA	100,000	Unlisted

RESTATED STANDLONE AUDITED FINANCIALS

(Amount in Lacs)

Particulars	As on 31.03.2022	From Incorporation i.e., 10/11/2021 till 31.12.2021*
Total Income from operations	0.00	0.00
Net Profit / (Loss) before tax and extraordinary items	(0.17)	(0.07)
Net Profit / (Loss) after tax and extraordinary items	(0.17)	(0.07)
Equity Share Capital	1.00	1.00
Reserves and Surplus	(0.17)	(0.07)
Net Worth	0.83	0.93
Basic earnings per share (Rs.)	(1.74)	(0.71)
Diluted Earnings per share (Rs.)	(1.74)	(0.71)
Return on net worth (%)	(21.10)	(7.64)
Net asset value per share (Rs.)	8.26	9.29

*Since the Company was incorporated on 10th November, 2021, the financials are provided from the said date.

RISK FACTORS

- The proposed scheme is subject to the approval of the Shareholders and Creditors of SCI and other Statutory and Regulatory Authorities. If the proposed Scheme does not receive the requisite approvals, the object and benefits mentioned in the Scheme will not be achieved.
- There may be uncertain risk in implementing the objects of the Company, which may impact the results of Operations and Profitability.
- Changes in Regulatory Environment in which SCILAL operates could have material adverse effects on its business, to the extent that the resulting company is unable to suitably respond to and comply with any such change in applicable law
- The Company may have competition from existing players which may impact growth of the Company.
- Pandemics like the ongoing Covid-19 can adversely affect the operations and results of the Resulting Company after Demerger.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the Company and amount involved: Nil
- B. Brief details of top 5 material outstanding litigations against the Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved
NA	NA	NA	NA	NA

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the promoters in last 5 financial years including outstanding action, if any: Nil
- D. Brief details of outstanding criminal proceedings against Promoters: Nil

RATIONALE OF THE SCHEME OF ARRANGEMENT

1. The Government of India is in the process of strategic disinvestment of its equity stake in SCI together with transfer of management control. To facilitate disinvestment process of the Company in an effective, efficient and rapid manner and also to unlock the value of the business and the assets, it is found appropriate that the Non-core Assets of the Company, the value of which is not getting reflected in the value of business of SCI, should be separated from SCI and should be kept in an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets. Considering this, and in line with the guidance of DIPAM and other Competent Authority, the demerger of Non-Core Assets of SCI into a SCILAL pursuant to this Scheme, *inter alia*, would lead to following benefits:
 - (a) Creation of a separate and distinct entity for the Non-Core Assets would lead to greater operational and administrative efficiency for the Demerged Company and would also allow the Resulting Company to manage the Non-core assets more efficiently;
 - (b) Enabling the business and the activities to be pursued and carried on with greater focus and attention through two separate parallel companies with separate administrative set up of each of them in place. Defined objects of each of the Companies i.e SCI and SCILAL will have required focus in terms of Core Business and Non-Core business and this will ensure adoption of strategies necessary for the growth of the respective companies. The structure provides independence to the management in decisions regarding the use of their respective cash flows for dividends, capital expenditure or other reinvestment in their respective businesses in lines with the directions of the Competent Authority; and
 - (c) Unlocking of value for SCI by transfer of Non-Core Assets, which would enable optimal exploitation, monetization and development of both the Companies i.e SCI and the Resulting Company, attracting focused investors and strategic partners having the necessary ability, experience and interests in this sector and by allowing pursuit of inorganic and organic growth opportunities in such businesses.
2. With a view towards focused management and in the overall interest of all stakeholders, shareholders and creditors, it is proposed that the management and control of the businesses would be realigned and restructured in a manner that the Non-Core Assets of SCI be demerged and hived-off to the Resulting Company, which would also be listed on the Stock Exchanges.
3. The implementation of the Scheme is thus aimed at maximizing value for the shareholders of SCI.

DECLARATION

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the scheme is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this scheme are true and correct.

For Shipping Corporation of India Land and Assets Limited


Smt Swapnita Vikas Yadav

The Authorised Signatory on behalf of

Board of Shipping Corporation of India Land and Assets Limited

Place: Mumbai

Date: 06.09.2022

24/3/2022-सीएल-III

भारत सरकार
कारपोरेट कार्य मंत्रालय

शास्त्री भवन, "ए" विंग, 5^{वाँ} तल,
डा. राजेन्द्र प्रसाद रोड़,
नई दिल्ली-110001
दिनांक : 02.09.2022

To,

- ✓ 1. M/s Shipping Corporation of India Limited,
Shipping House, 245 Madame Cama Road
Nariman Point, Mumbai – 400 021.
2. M/s Shipping Corporation of India Land and Assets Limited,
Shipping House, 245, Madame Cama Road,
Nariman Point, Mumbai – 400 021.

Subject: Application received u/s 230-232 of the Companies Act, 2013 for approving scheme of Arrangement between M/s Shipping Corporation of India Limited (Demerged Company) and Shipping Corporation of India Land and Assets Limited (Resulting Company).

Sir,

I am to forward herewith a copy of this Ministry's Order dated 01.09.2022 on the above subject for information and necessary action.

भवदीय,



(संजय वर्मा)
उप निदेशक

सूचना एवं आवश्यक कार्यवाही हेतु प्रतिलिपि :-

- 1) Shri Suman Kumar Jha, Corporate Professionals, Advisors & Advocates, D-28,
South Extension Part-I, New Delhi – 110049.

24/3/2022-CL-III

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

In the matter of Sections 230-232 of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement between

M/s Shipping Corporation of India Limited (SCI)

And

M/s Shipping Corporation of India Land and Assets Limited (SCILAL)

1. M/s. Shipping Corporation of India Limited having its registered office at Shipping House, 245 Madame Cama Road, Nariman Point, Mumbai – 400 021.

Applicant/Demerged Company

2. M/s. Shipping Corporation of India Land and Assets Limited having its registered office at Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai – 400 021.

Applicant/Resulting Company

Present:-

- i. Mr. Suman Kumar Jha – Advocate, Corporate Professionals, Counsel for the applicant companies
- ii. Ms. Rakshita Lahoty, Advocate, Corporate Professionals
- iii. Ms. Swapnita Yadav, Company Secretary, SCI
- iv. Mr. Prabir Kumar Ganopadhyay, Director, SCI
- v. Mr. Subramanya Prakash, CFO, SCI
- vi. Mr. S. Shiva, Advocate, Corporate Professionals
.....for Demerged and Resulting Company

ORDER

(Hearing held on 18/08/2022)

Joint petition dated 04.03.2022 received on 08.03.2022 has been filed by the applicant companies with respect to proposed Scheme of Arrangement between M/s Shipping Corporation of India Limited (hereinafter referred as SCI/Demerged Company) and M/s Shipping Corporation of India Land and Assets Limited (hereinafter referred as SCILAL / Resulting Company) u/s 230-

232 of the Companies Act, 2013 read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

2. The said joint petition dated 04.03.2022 was examined in the ministry and various defects were observed. It is also stated in the Scheme of Arrangement (the detail of asset and liabilities of non-core assets which are to be transferred from Demerged Company to the Resulting Company) that *“the Maritime Training Institute lands and buildings are freehold property however, being an institutional property allotted by the Government of Maharashtra to SCI with an specific object of running the maritime training institute, it has certain restrictions on transfer and hence the same shall be transferred to the Resulting company subject to the no-objection of the Government of Maharashtra. The land on which the Shipping House, Mumbai is constructed is a lease hold land and the transfer of such lease to the Resulting Company, shall be subject to the no-objection of Government of Maharashtra. The transfer of investment of SCI in Irano Hind Shipping Company is forming part of non-core assets but the transfer of same shall be subject to approval from the Board of Directors of Irano Hind Shipping Co. and applicable provisions of the Commercial Code of Iran.”*

3. In view of above the ministry issued a query letter dated 16.03.2022 to the petitioner companies seeking information and aforesaid approvals. The petitioner companies replied vide letter dated 08.04.2022, however, they could not submit the complete set of documents and clarifications as sought by this ministry. Accordingly, this ministry issued another query letter dated 22.04.2022 to the petitioner companies seeking additional documents/clarifications. Meanwhile, this ministry received a letter dated 22.04.2022 from the Ministry of Ports, Shipping and Waterways which is addressed to the Chairman and Managing Director of the Shipping Corporation of India Limited (SCI) with copy to this ministry on 26.04.2022 wherein the administrative/parent ministry requested the Board of the Demerged Company to review the demerger scheme for demerging the non-core assets of the SCI to SCILAL including Shipping House, Mumbai and MTI, Powai.

4. Thereafter hearing in the matter was fixed on 23.05.2022 to discuss the issues raised in the letter dated 22.04.2022 of the Ministry of Ports, Shipping and Waterways, however, the hearing could not be held on the said date as the advocate for the petitioner companies sought three (3) days' time and requested to fix the hearing on 26.05.2022. Accordingly, the matter was heard on 26.05.2022 and the authorized representative of the petitioner companies submitted that scheme of arrangement has been modified in the matter and requested to allow to file the modified application/petition along with modified scheme and other documents. Accordingly, this ministry vide order dated 15.06.2022 allowed to file the modified application/petition along with modified scheme and other documents.

5. The applicant companies filed their amended joint application dated 28.06.2022 along with amended Scheme of Arrangement received in this ministry on 29.06.2022 with respect to proposed Scheme of Arrangement between M/s Shipping Corporation of India Limited (SCI/Demerged Company) and M/s Shipping Corporation of India Land and Assets Limited (SCILAL/ Resulting Company) u/s 230-232 of the Companies Act, 2013 read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

6. The amended application is supported by the Affidavits of Smt. Swapnita Vikas Yadav, Company Secretary & Compliance Officer and authorized signatory of the Demerged Company, who is duly authorized to file the same on behalf of the Demerged Company, in terms of the Board of Directors resolution dated 03.08.2021.

7. The amended application is supported by the Affidavits of Smt. Swapnita Vikas Yadav, Company Secretary & Compliance Officer of SCI and authorized signatory of the Resulting Company, who is duly authorized to file the same on behalf of the Resulting Company, in terms of the Board of Directors resolution dated 16.11.2021.

8. The Demerged Company M/s Shipping Corporation of India Limited and Resulting Company M/s Shipping Corporation of India Land and Assets Limited have broadly prayed for the following relief (s):-

- (i) To issue directions for calling and convening virtual meeting of Equity shareholders of the Demerged Company
- (ii) To issue directions for calling and convening virtual meeting of Secured Creditors of Demerged Company
- (iii) To issue directions for calling and convening virtual meeting of Unsecured Creditors of the Demerged Company having an outstanding balance of Rs.50,00,000/-.
- (iv) To issue directions for dispensation of meetings of Equity Shareholders of Resulting Company.

9. The Demerged Company is governed under the administrative control of Ministry of Ports, Shipping and Waterways. Subsequent to the modification, the administrative ministry vide its letter dated 24.05.2022 and the DIPAM (Department of Investment and Public Asset Management) vide its letter dated 17.05.2022 had granted approval for the proposed modified Scheme of Arrangement for Demerger of Non-Core Assets (Demerged Undertaking) of Demerged Company into Resulting Company.

10. The joint amended application was examined in the ministry and it is observed that there is no change in the non-core assets (which are to be transferred from Demerged Company to the Resulting Company) except Surplus Cash at Bank for holding and maintenance of non-core assets was increased from Rs.450,00,00,000/- (Rs.450 Crore) to 1000,00,00,000 (Rs.1,000 Crore) and removal of certain information as stated in Italic words at para 2 above. After examining the joint amended application, this ministry issued a query letter dated 14.07.2022 to the petitioner companies and the petitioner companies replied vide letter dated 22.07.2022. The petitioner companies furnished most of the documents except the reconciliation statement as on 31.12.2021 with respect to the list of unsecured creditors of

Demerged Company as on 31.12.2021 and the approval of Government of Maharashtra for transfer of the Maritime Training Institute lands and buildings and approval of Board of Directors of Irano Hind Shipping Company for the transfer of investment of SCI in Irano Hind Shipping Company to the Resulting Company. In the meantime, hearing in the matter was fixed on 30.08.2022. The petitioner companies were informed vide letter dated 10.08.2022 about the fixation of the date of hearing in the matter and also requested to furnish the reconciliation statement before the date of hearing. Thereafter, the Company Secretary and Authorized Signatory of Demerged Company (Smt. Swapnita Yadav) along with Manager Accounts (Mr. Piyush Kumar Srivastava) furnished the reconciliation statement on 16.08.2022 to this ministry. The hearing in the matter has been preponed to 18.08.2022 instead of 30.08.2022 at the request of representative of petitioner companies.

11. That, the hearing in the matter on the first motion amended application was held on 18.08.2022 and during the course of the hearing the counsel of the petitioner companies clarified that aforesaid assets (as stated at para 2 above) which are part of Non-Core Assets, require approval from Government of Maharashtra for transferring such assets to the Resulting Company. Further approval of Board of Directors of Irano Hind Shipping Company is required for transfer of said assets to the Resulting Company and the Demerged Company has not yet obtained the said approvals. The authorized representative of the applicant companies submitted that they will submit an undertaking to honor all the legal obligations on the part of Demerged Company.

12. After considering the prayers and submissions made by the applicant Resulting Company, it is directed that the meeting of equity shareholders of the Resulting Company is dispensed with since the shareholders of Resulting Company (i.e. SCILAL) are directors on the Board of Shipping Corporation of India Limited (i.e. SCI) and Shipping Corporation of India Land and Assets Limited (i.e. SCILAL) and have already approved the amended application in their respective Board meetings held on 06.05.2022 and 25.05.2022.

13. Further, The Resulting Company has submitted a certificate from statutory auditor of the company dated 15.02.2022 stating that there are no/nil secured creditor as on 31.12.2021. Further, with regard to the unsecured creditor, the Resulting Company furnished a certificate from statutory auditor of the company dated 15.02.2022 stating that there are no/nil unsecured creditor as on 31.12.2021. Hence, the meeting of the secured and unsecured creditors of the Resulting Company is also dispensed.

14. It is directed that the meeting of the Equity Shareholders of the Demerged Company shall be convened for considering, and if thought fit, approving with or without modifications the Scheme of Arrangement. Individual notice of the said meeting to be given to all equity shareholders. The notice and other documents shall also be placed on the website of the Demerged Company and Resulting Company. While conducting the meeting of Equity Shareholders provisions of Companies Act, 2013 & Rules made there under will be complied with.

15. It is directed that the meeting of the all the secured creditors of the Demerged Company as on 31.12.2021 and the meeting of unsecured creditors of the Demerged Company whose debt is of a value more than rupees ten (10) lakhs as on 31.12.2021 shall be convened for considering, and if thought fit, approving with or without modifications the Scheme of Arrangement. The Chairperson of the secured and unsecured creditors meeting will fix the date and time of each meeting. Individual notice of the said meeting to be given to all the secured creditors as on 31.12.2021 and to all the unsecured creditors whose outstanding debt is of a value more than rupees ten (10) lakhs as on 31.12.2021. The notice and other documents shall also be placed on the website of the Demerged & Resulting Company.

16. It is further directed that the chairperson of the meeting shall be the officer not below the rank of Joint Secretary from the administrative ministry of the applicant companies i.e. Ministry of Ports, Shipping and Waterways,

Government of India with respect to the meeting of equity shareholders, secured and unsecured creditors of the Demerged Company.

17. If due to unforeseen circumstances or due to want of Quorum the meeting(s) of the equity shareholders, secured and unsecured creditors of the Demerged Company cannot be held on the date specified as aforesaid, the Chairperson appointed for the purpose shall also be empowered to defer or adjourn such meeting (s) and to hold such further meeting on any subsequent date, if so required and considered appropriate by the Chairperson, after giving further notice to the equity shareholders, secured creditors and unsecured creditors as deemed appropriate by him/them.

18. The quorum for the meeting of the secured and unsecured creditors of the Demerged Company would be one-third of share in terms of value, present in person or by proxy through Video Conferencing (VC).

19. After considering the Covid-19 Pandemic situation prevailing in the country & considering the public interest, the Demerged Company is allowed:-

- i. To convene and hold the meeting of secured and unsecured creditors through video conferencing (VC).
- ii. To ascertain necessary quorum for the meeting, the secured and unsecured creditors participating in the meeting through VC may be considered for the quorum.
- iii. To adopt e-voting system and appoint Scrutinizers for the purpose of conducting poll during secured and unsecured creditors meeting conducted through VC.

20. The Demerged Company shall comply Rule 20 of Companies (Management and Administration) Rules, 2014, which include using system

of 'agency' polling by remote e-voting before meeting and provision of facility of e-voting during the meeting.

21. The notice convening the meeting of the equity shareholders and secured and unsecured creditors of the Demerged Company will be published in at least two prominent newspapers, one in English and the other in Vernacular language of the State in which Demerged Company is registered. In addition to the above, notice for the meeting along with the Scheme of Arrangement, proxy form and explanatory statement under Section 230 of the Companies Act, 2013 shall be dispatched to all the equity shareholders, secured creditors as on 31.12.2021 and unsecured creditors whose outstanding debt is of a value more than rupees ten (10) lakhs as on 31.12.2021 of the Demerged Company at least one month before the day appointed for the said meetings by Registered post/Speed Post/e-mail. The notices to be published and dispatched shall be duly approved by the Chairperson appointed for the meetings. The service of notice of meeting(s) shall be deemed to have been effected in case of delivery by post, at the expiration of forty eight hours after the letter containing the same is posted.

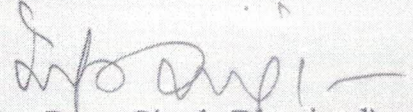
22. And it is further ordered that the Chairperson nominated for the aforesaid meetings shall report to the Central Government the result of the said meetings or adjourned meeting, as the case may be, within 7 days after the conclusion of the meeting duly verified by his affidavit.

23. It is further ordered that the applicant companies shall issue notices in accordance with Rule 8(2) of Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 to the following authorities to send their report as per section 230(5) of the Companies Act, 2013 failing which matter will be considered further in the absence of their report on the proposed scheme of arrangement.

I Regional Director (Western Region), Ministry of Corporate Affairs, Everest 5th Floor, 100 Marine Drive, Mumbai – 400 002, Maharashtra.

- II Registrar of Companies, Everest 5th Floor, 100 Marine Drive, Mumbai – 400 002, Maharashtra.
- III Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited
- IV Jurisdictional Income Tax Authorities
- V Other Statutory Authorities as mentioned in the scheme.

24. The Demerged and Resulting Companies shall file a Confirmation Petition after compliance with directions contained in this Order.



(Inder Deep Singh Dhariwal)
Joint Secretary to the Government of India

Dated: 1st September, 2022
Place: New Delhi