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SCILAL

Unlocking Values



Shipping Corporation of India Land and Assets Limited (SCILAL)
(A GOVERNMENT OF INDIA ENTERPRISE)

शिपिंग कॉर्पोरेशन ऑफ इंडिया लैंड एंड एसेट्स लिमिटेड (एस सी आई एल ए एल)
(भारत सरकार का उद्यम)



SHIPPING HOUSE, MUMBAI

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CADET MARCH SAGAR GYAN, MTI



VISION AND MISSION

Vision

To build a leading Real Estate Holding Company and a world-class maritime training organisation serving Indian and International seafarers.

Mission

- To create a leading residential and commercial real estate holding company.
- To extract maximum benefits out of the properties by leasing or otherwise, at competitive market rates.
- To create a reliable and cost-effective business model to make the best of emerging opportunities in real estate and maritime education sector.
- To create a pool of high-class seafarers through maritime education in the country.
- To create corporate culture that has a strong work ethic, adherence to moral and ethical principles and sustainable profitability.
- To achieve excellence in Quality, Occupational Health, Safety and Environmental Management Systems.

BOARD OF DIRECTORS AS ON 07/08/2023

Capt. B.K. Tyagi
Chairman & Managing Director

Shri Sanjay Kumar
Government Nominee Director

Shri Rajiv Jalota
Government Nominee Director

Shri Rajesh Kumar Sinha
Government Nominee Director

Shri Rathendra Raman
Government Nominee Director

Shri Shyam Jagannathan
Government Nominee Director

Key Managerial Personnel

Ms. Laxmi Kamath
Chief Financial Officer (w.e.f. 08.05.2023)

Shri Mohammad Firoz
Company Secretary & Compliance Officer
(w.e.f 08.05.2023)

STATUTORY AUDITORS*
M/s JKJS & Co. LLP

* M/s JKJS & Co. LLP was appointed as Statutory Auditors of the Company for F.Y. 2022-23. They have also conducted Limited Review audit of Q1, Q2 & Q3 of F.Y. 2022-23 and Q1 of F.Y. 2023-24. For Financial Year 2023-24, Company has not received letter of appointment of Statutory Auditors from CAG

REGISTERED OFFICE
Shipping House, 245, Madame Cama Road,
Mumbai 400 021

REGISTRAR & TRANSFER AGENTS
Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park, Next
to Ahura Centre, Mahakali Caves Road, Andheri (East)
Mumbai – 400093



Dear Shareholders, Ladies and Gentlemen,

On behalf of the Board of Directors of Shipping Corporation of India Land and Assets Limited, it gives me immense pleasure to address you while presenting the 2nd Annual Report of the Company.

The Government of India is in the process of the strategic disinvestment of its equity stake in The Shipping Corporation of India Ltd (SCI) together with transfer of management control. To facilitate the disinvestment process of the company in an effective and efficient manner and also to un-lock the value of the business and the assets, it was found appropriate that the Non-Core Assets of SCI should be separated from SCI and transferred to an independent entity and a separate strategy should be formed for unlocking the value of such Non-Core Assets.

In view of the above, Shipping Corporation of India Land and Assets Limited (SCILAL) was incorporated on 10th November 2021 as a wholly owned subsidiary of SCI pursuant to the approval of the Competent Authorities for hiving off the Non-Core Assets of SCI as a part of the Demerger under the strategic Disinvestment process.

The Ministry of Corporate Affairs (MCA) vide its order dated 22nd February, 2023 sanctioned the Scheme of Arrangement for Demerger of Non-Core Assets of SCI into SCILAL, under sections 230 – 232 of the Companies Act, 2013. Ministry of Corporate Affairs (MCA) has vide order dated 22.02.2023 approved the Scheme of Arrangement for Demerger between the Shipping Corporation of India Limited and Shipping Corporation of India Land and Assets Limited (SCILAL). The Scheme of Demerger is effective from 14th March 2023. Pursuant to allotment of shares to the Shareholders of SCI in the ratio of 1:1, currently your company is progressing towards obtaining the SEBI approval for Listing of shares on National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE).

CHAIRMAN'S MESSAGE



At present your company is in budding stage and various initiatives are being taken at company level as well as in Ministry to develop structures and systems which can enable efficient and smooth functioning of the organization. It is a pleasure to inform that as a step in this direction, the Board of your company has appointed Mr. Mohammad Firoz as Company Secretary and Compliance Officer and Ms. Laxmi Kamath as Chief Financial Officer on Deputation basis from SCI. Further, the day-to-day affairs of your company are presently being taken care by various teams of professionally qualified and experienced officials working in different Departments and Divisions of SCI. Going ahead, we expect that suitable workforce will be deployed as per your company's requirement.

It is my pleasure to present the annual account for FY 2022-23. This year's annual account holds special significance as they are the first Annual Accounts of your company wherein the consequent accounting impact of Demerger is taken into consideration post de-merger order of MCA dated 22nd February 2023. I thus convey my complements to each shareholder on attaining such a crucial and significant milestone of the company.

Your Company has fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. Your Company is making all Possible efforts to comply with the Corporate Governance Provisions.

I would like to express my gratitude to the Government of India for its support. I wish to thank the Hon'ble Minister of Ports, Shipping and Waterways and Minister of AYUSH, Shri Sarbananda Sonowal and Hon'ble Minister of State for Ministry of Ports, Shipping and Waterways, Shri Shripad Naik and Shri Shantanu Thakur for their leadership and consistent support. I would also like to express my gratitude towards Secretary (MoPSW) for his guidance and support. My sincere thanks are also to the other officials of the Administrative Ministry, other Ministries and Departments of the Government of India. I also wish to express my special appreciation towards all the shareholders, stakeholders, my colleagues on the Board of Directors. I also take this opportunity to express my gratitude to all employees of SCI for the efforts and initiatives taken for functioning of the company.

Capt. B. K. Tyagi
Chairman and Managing Director

BOARD OF DIRECTORS



Capt. B. K. Tyagi



Shri Sanjay Kumar



Shri Rajesh Kumar Sinha



Shri Rajiv Jalota



Shri Rathendra Raman



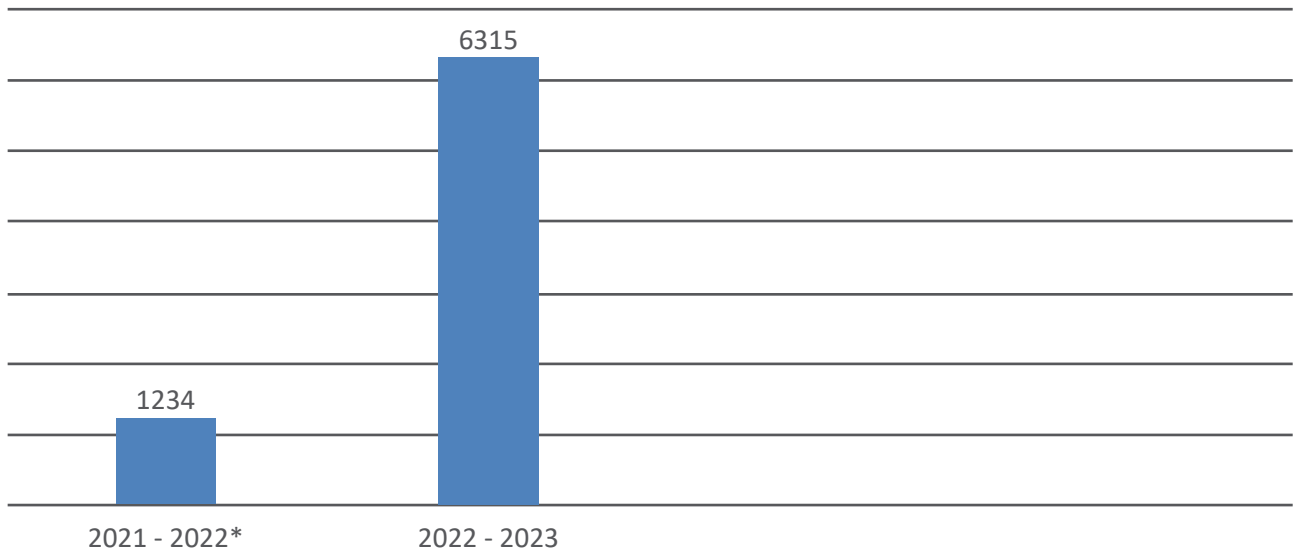
Shri Shyam Jagannathan

BOARD OF DIRECTORS AS ON 07.08.2023

SR.	NAME	SKILLS/ EXPERTISE/ COMPETENCE
1	Capt. B.K. Tyagi (DIN: 08966904)	<p>Capt. Binesh Kumar Tyagi has taken over as Chairman and Managing Director of Shipping Corporation of India Land and Assets Limited with effect from 03.09.2022. Capt. Binesh Kumar Tyagi also hold the charge of Chairman and Managing Director of The Shipping Corporation of India Ltd. (SCI) w.e.f. 03.09.2022 and was erstwhile heading the Liner and Passenger Services Division as Director (L&PS) at SCI since 7th January 2021.</p> <p>Capt. Tyagi earlier held additional charge of Director (T&OS) and Director (P&A) at SCI, and continues to hold additional charge of Director (L&PS) at SCI since 03.09.2022. He is also appointed as CMD, ICSL w.e.f. 03.09.2022 and presently on Board of North of England Protecting & Indemnity Association Ltd (now NorthStandard Limited) and India LNG Transport (ILT) Company No. 1, 2, 3 & 4. He is also serving as Director on board of Indian Register of Shipping (IRS).</p> <p>Capt. Tyagi is an IIMA alumni and also a member of various professional bodies like ICS (London), CILT, NMIS, Nautical Institute London, Institute of Directors and a fellow member of CMMI. Capt. Tyagi is also appointed as Chairman and Member of ABS India National Committee, Member of the South Asia Committee of DNV GL, Lloyd's Register South Asia Advisory Committee and Indian Committee of ClassNK.</p> <p>In his distinguished Shipping career spanning over 33 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>He is a well-rounded shipping professional with qualification & experience in Ship operation, Navigation, Chartering, General Shipping Management, Port Development & Management and Law.</p> <p>Capt. Tyagi has also been felicitated by various National and International Institutions in the industry, in which latest addition is the 'Life Time Achievement' Award bestowed to him at the 18th edition of ShipTek Awards, Kochi in the month of May, 2023.</p>
2	Shri Sanjay Kumar (DIN: 08683335)	<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. His qualification includes Masters in Business Administration (MBA) and ICWA.</p>
3	Shri Rajesh Kumar Sinha (DIN: 05351383)	<p>Shri Rajesh Kumar Sinha, IAS-1994-Kerala Cadre, Additional Secretary, Ministry of Ports, Shipping & Waterways, Government of India looks after the portfolio of Shipping matters in the MoPSW. He has been assigned the additional charge of Chief Vigilance Officer of the Ministry. He has performed as District Collector; Secretary, Finance Department & Principal Secretary in Power, Forest/Wildlife in the Government of Kerala. He has worked in Urban Development, HRD and Energy Sector in Government of India. He is presently official (Government) Director on Board of the Shipping Corporation of India Limited and Shipping Corporation of India Land and Assets Limited, part-time official Director on the Board of Directors of Cochin Shipyard Limited and he was an Ex-officio Member of the Board of Chennai Port Authority.</p>

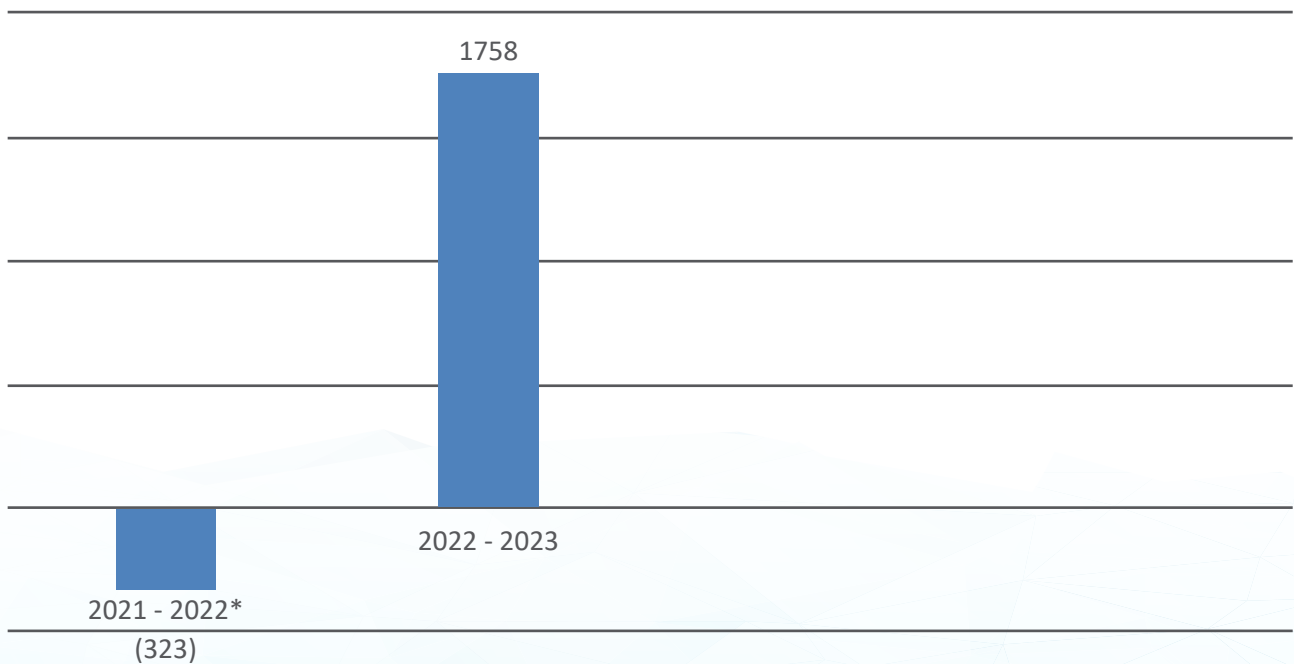
<p>4</p>	<p>Shri Rajiv Jalota (DIN: 00152021)</p>	<p>Shri Rajiv Jalota is a Master of Science in Chemistry from Lucknow University. He joined Indian Administrative Service in 1988 and is currently working in the rank of Secretary to GoI. He belongs to Maharashtra cadre of IAS and worked as CEO of Zilla Parishad, Osmanabad; District Collector of Yavatmal and Latur districts in his initial years. While in service he completed his Masters in International Development Policy from Duke University, USA.</p> <p>On his return from USA, he worked as Managing Director, SICOM followed by a full stint as Chief Executive Officer of Maharashtra Industrial Development Corporation (MIDC). He also served 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 he handled Finance and Budget, Slum Sanitation Water Supply and Sewerage Management and Assessment and Collection Department. He introduced the Capital Value System in Property Tax in Mumbai. He worked as Commissioner, Sales Tax for Maharashtra from January 2015, and was part of National Law and Policy making process of GST till he demitted office. He successfully implemented GST in Maharashtra State. He was awarded with the PM Award for excellence in Public Administration in 2017 as part of a group, which worked for bringing GST to reality. He had tenure of more than five years in GST. He was also responsible for managing the Corona Control Room of Maharashtra State. He was heading the Higher and Technical Education department of Maharashtra State, wherein he was involved in preparing the Implementation Plan of National Education Policy 2020 before joining the Mumbai Port Authority. Presently, he is Chairperson of Mumbai Port Authority and Indian Ports Association. He is instrumental in developing the largest International Cruise Terminal of the country at Mumbai Port, chairing a Committee for enhancing and improving Urban Water Transport in Mumbai Harbour and representing India in the Quad Shipping Task Force.</p>
<p>5</p>	<p>Shri Rathendra Raman (DIN: 08194802)</p>	<p>Shri Rathendra Raman, a 1995 batch Indian Railway Traffic Service (IRTS) officer, is the Chairman of the Syama Prasad Mookerjee Port (SMP). He has previously served as the Chief Freight Traffic Manager (CFTM) in the South Eastern Railway. He has been awarded the General Manager's medal four times and the Railway Minister's medal in the year 2006.</p> <p>He also served as the Chief General Manager of the Eastern Region for Container Corporation of India, where he achieved several notable accomplishments, including the movement of the first container train to Bangladesh and the container movement to Nepal through Jogbani and Batnaha Rail Terminal.</p>
<p>6</p>	<p>Shri Shyam Jagannathan (DIN: 06461011)</p>	<p>Shri Shyam Jagannathan, a 1997 batch IAS officer of the Assam Meghalaya cadre, is the Director General of Shipping, Directorate General of Shipping. He has previously served as Zonal Development Commissioner, SEEPZ, SEZ, Mumbai.</p> <p>He has also served as Commissioner & Secretary, Finance Department, Govt. of Assam; Commissioner, North Assam Division, Revenue Department, Govt of Assam and as Commissioner, Commercial Taxes, Chairman Civil Supplies Corporation, Deptt. of Food & Civil Supplies, Department of Finance, Govt. of Kerala.</p> <p>He has domain knowledge in the core areas of public finances, export promotion, prospective planning, public policy analysis and sectoral exposure to Animal Husbandry and Veterinary Rural development and judicial processes.</p>

Total Income (Rs in lakhs)



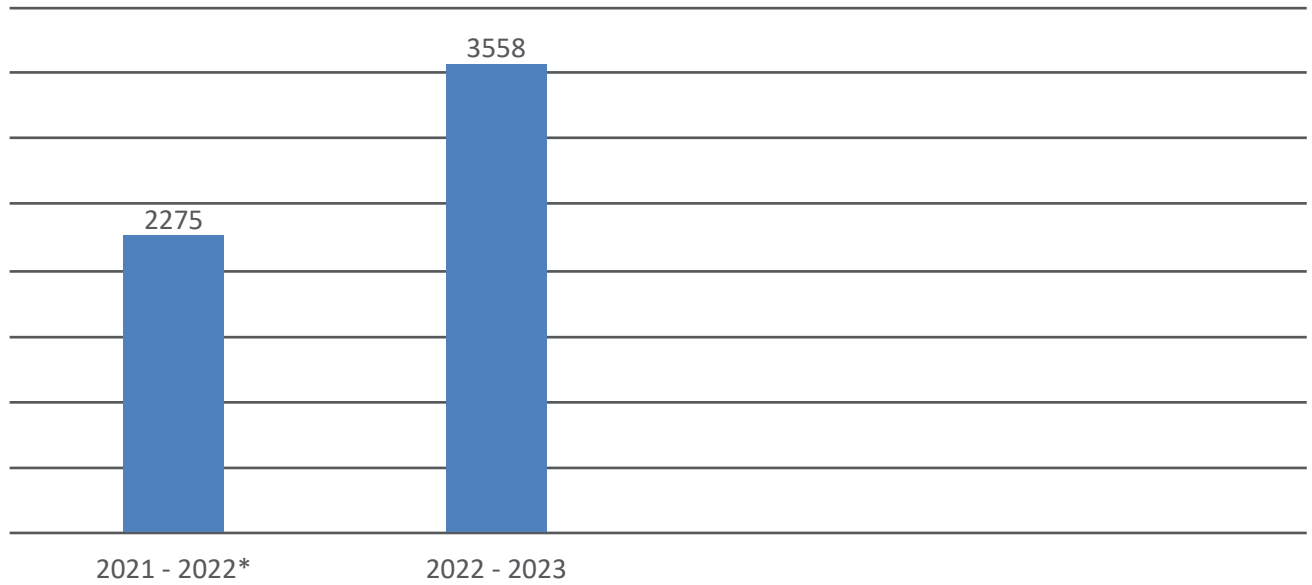
**Figures are restated as per Ind AS 103 to give effect to Demerger Scheme*

Profit Before Tax (Rs in lakhs)



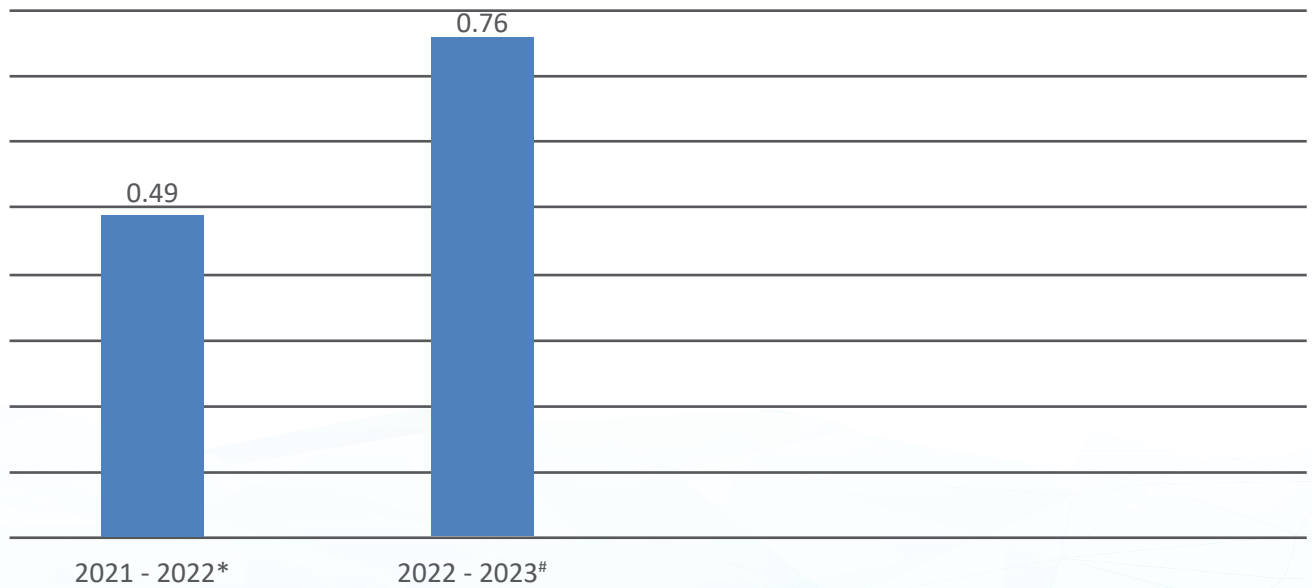
**Figures are restated as per Ind AS 103 to give effect to Demerger Scheme*

Profit After Tax (Rs in lakhs)



*Figures are restated as per Ind AS 103 to give effect to Demerger Scheme

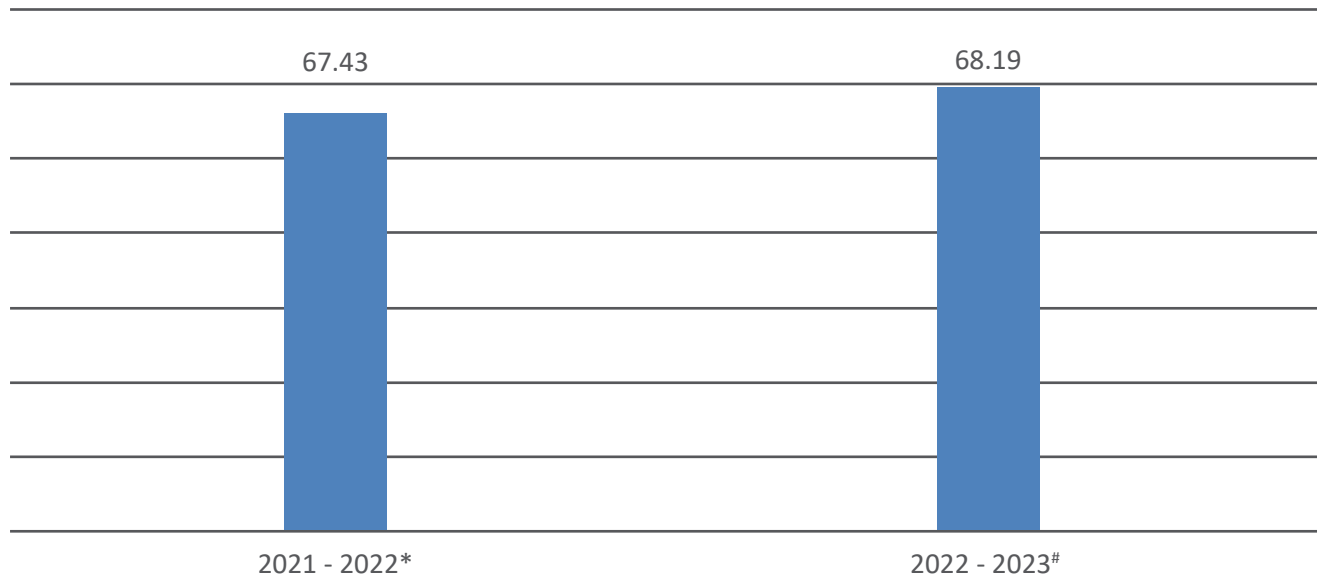
Earning Per Share (in Rs)



*Figures are restated as per Ind AS 103 to give effect to Demerger Scheme

#The shares are pending for allotment as on 31.03.2023

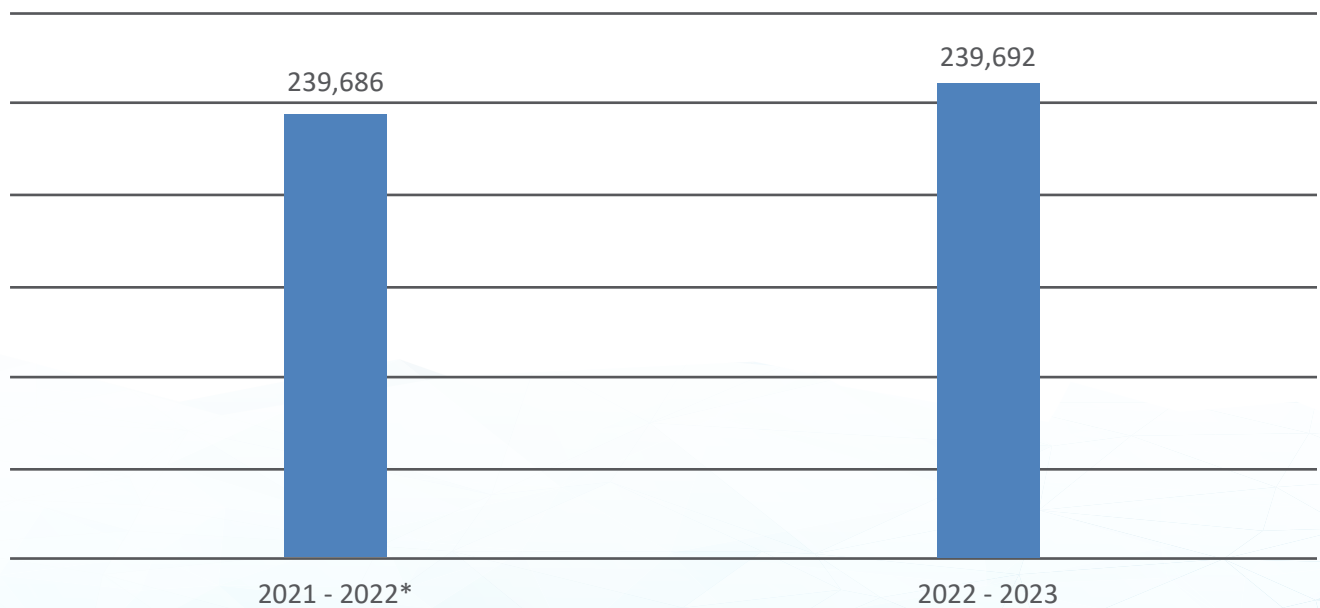
Book Value Per Share at the End of Financial Year (in Rs)



*Figures are restated as per Ind AS 103 to give effect to Demerger Scheme

#The shares are pending for allotment as on 31.03.2023

Gross Block (Rs in lakhs)



*Figures are restated as per Ind AS 103 to give effect to Demerger Scheme



NOTICE OF MEETING

NOTICE is hereby given that the 2nd Annual General Meeting of Shipping Corporation of India Land and Assets Limited (“the Company”) will be held on Friday, 15th September, 2023 at 1400 hours IST at the “Shipping House”, 245, Madame Cama Road, Mumbai - 400021 and also through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

To consider and if thought fit, to pass with or without modifications, if any the following resolutions as an Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and of the Auditors thereon and Comments of the Comptroller and Auditor General of India (C&AG), in terms of Section 143(6) of the Companies Act, 2013.

RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller and Auditor General of India (CAG), in terms of Section 143(6) of the Companies Act, 2013, as circulated to the Shareholders, be and are hereby approved and adopted.

2. To approve remuneration of Auditors for the Financial Year 2023-24

RESOLVED THAT the authority be and is hereby accorded to the Chairman of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24 in accordance with the provisions of the Companies Act, 2013 and all other applicable provisions in this regards along with the terms of the appointment order issued in this regard by C&AG and as has been authorized by the Board.

SPECIAL BUSINESS:

3. **To consider and approve alteration to the Articles of Association of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of Members of the Company be and is hereby accorded to the alteration of the Articles of Association (AOA) of the Company, in the manner as set out below:

- (i) To insert a new clause 18A after clause 18 under “Call on Shares” section of Articles of Association which will read as:
“(18A) The option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.”
- (ii) To insert a new clause 64A after clause 64 under “Board of Directors” section of Articles of Association which will read as:
“(64A) Notwithstanding anything contained in any other articles, prior approval of the President of India should be obtained in respect of Appointment to the posts of Board Level Directors.”
- (iii) To insert a new clause 85A after clause 85 under “Dividends and Reserve” section of Articles of Association which will read as:
“(85A) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.”

RESOLVED FURTHER THAT the Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

By Order of the Board of Directors
For Shipping Corporation of India Land and Assets Limited

Sd/-
Mohammad Firoz
Company Secretary and Compliance Officer

Registered Office:

Shipping House, 245, Madame Cama Road, Mumbai – 400 021
Dated: 07.08.2023

NOTICE OF MEETING

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA), Companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. Hence, in compliance with the relevant Circulars issued by MCA, the AGM of the Company is being held through VC. Members are requested to attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Shipping House, 245, Madame Cama Road, Mumbai - 400 021 which shall be deemed venue of the AGM.
2. Pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in accordance with the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by the member using remote e-Voting system as well as voting from the Venue on the date of the AGM will be provided by NSDL.
3. Facility of joining the AGM through VC/OAVM shall open 1 hour before the scheduled time for the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA as on 11.08.2023. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.scilal.com, and also on the website of NSDL www.evoting.nsdl.com. Any person acquiring shares after the dispatch of notice of AGM but holding shares as on 08.09.2023, may visit SCILAL's website www.scilal.com under 'Investors → Annual Reports' section to view the Annual Report 2022-23.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, Pursuant to MCA Circular Reference No. 14/2020 dated April 08, 2020 the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
6. Statement pursuant to section 102(1) of the Companies Act, 2013 (the 'Act') forms part of this Notice.
7. A person who is not a Member as on cut-off date of remote e voting i.e., 08.09.2023, should treat this notice for information purposes only.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Notification dated 5th June, 2015 read with MCA Notification dated 13th June, 2017, SCILAL being Unlisted Government Company, none of the Directors retire by rotation at this AGM under Section 152 of the Companies Act, 2013.
10. 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 the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in and cs@scilal.com on or before 11.09.2023 till 05:00 PM (IST).
11. Since the Company is in process of Listing its equity shares on the Stock Exchanges (NSE/BSE) the Shareholders are hereby informed that SEBI, effective April 01, 2019, has barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. **Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. The folios shall be frozen, if any of these details are not available on or after October 01, 2023. Shareholders may contact the RTA at investor@bigshareonline.com**
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depositories in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.



NOTICE OF MEETING

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, or any other KYC details etc., to their Depositories in case the shares are held by them in electronic form and to the RTA of the Company in case the shares are held by them in the physical form. Members are requested to contact the Registrar and Transfer Agent (RTA) of the company 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. Email: investor@bigshareonline.com Website: www.bigshareonline.com
14. The Registers of the Directors and Key Managerial Personnel and details of their Shareholding maintained as per Section 170 of the Companies Act, 2013, will only be made available electronically for inspection to the members on their request to the Company at cs@scilal.com mentioning their name, folio no./DPID and client ID and the documents they wish to inspect, with a self-attested PAN card attached to the email.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022.
17. Further SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access www.scilal.com/download for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website www.scilal.com and on the website of the Company's Registrar and Transfer Agent <https://www.bigshareonline.com/>
18. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, Bigshare will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
19. Dispute Resolution Mechanism at Stock Exchanges SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
20. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a bank in India, if not furnished earlier.
21. Instructions for e-voting and joining the AGM are as follows:
 - A) VOTING THROUGH ELECTRONIC MEANS AND DECLARATION OF VOTING RESULT.**
 - I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing its Members the facility to exercise their votes electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - II. The remote e-voting period commences on Tuesday, 12th September, 2023 at 09:00 A.M and ends on Thursday, 14th September, 2023 at 05:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on 08.09.2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those

NOTICE OF MEETING



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

- III. The Board of Directors of the Company have appointed M/s Ragini Chokshi & Co as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. Mrs. Ragini Chokshi (Membership No. F 2390), Partner, will represent M/s Ragini Chokshi & Co. The scrutinizers have communicated their willingness to be appointed and availability for ascertaining the requisite majority.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VI. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she are already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 2499 7000 and 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e. 08.09.2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than three days of conclusion of the AGM, 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.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.scilal.com and on the website of NSDL www.evoting.nsdl.com immediately. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.
- IX. The details of the process and manner for remote e-voting are explained herein below:

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

The remote e-voting period begins on Tuesday, 12th September, 2023 at 09:00 A.M. and ends on Thursday, 14th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08.09.2023, 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 cut-off date, being 08.09.2023.

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.

NOTICE OF MEETING

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.	<ol style="list-style-type: none"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <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: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

NOTICE OF MEETING



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>



NOTICE OF MEETING

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.

NOTICE OF MEETING



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/ 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 the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in and cs@scilal.com on or before 11.09.2023 till 05:00 PM (IST). 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre 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), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@scilal.com
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 Aadhar Card) to cs@scilal.com. If you are an Individual shareholders 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 their demat account maintained with depositories and Depository Participants. Shareholders are required to update their mobile and email id correctly in their Demat Account in order to access E- voting facility.



NOTICE OF MEETING

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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" placed under "**Join 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 or Computer 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/Computer 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 cs@scilal.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at cs@scilal.com from 29.08.2023 to 07.09.2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. 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 AGM.

Registered Office:

Shipping House, 245, Madame Cama Road,
Mumbai – 400 021.

CIN: U70109MH2021GOI371256

Phone No.: 91-22 2202 6666, 2277 2000

Website: www.scilal.com

Date: 07.08.2023

For and on behalf of

Shipping Corporation of India Land and Assets Limited

Sd/-

Mohammad Firoz

Company Secretary and Compliance Officer

ANNEXURE TO THE NOTICE

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

Item No. 3: To consider and approve alteration to the Articles of Association of the Company.

The following statement sets out all the material facts relating to the resolution to be passed as mentioned in the accompanying Notice:

The Captioned Business Item for alteration to the Articles of Association (AOA) of the Company is divided into two parts which are as follows:

- A. Alteration in AOA of the Company to comply with Securities Contracts (Regulation) Rules, 1957 (SCRR, 1957)
- B. Alteration in AOA of the Company to recognize power of President of India to Appoint Directors on the Board of the Company.

Part A: Alteration in AOA of the Company to comply with Securities Contracts (Regulation) Rules, 1957 (SCRR, 1957)

In terms of Scheme of Arrangement for Demerger of Non-Core Assets ('Demerged Undertaking') of Shipping Corporation of India Limited ('SCI'/Demerged Company') into Shipping Corporation of India Land and Assets Limited ('Resulting Company') ('Scheme') approved by the Ministry of Corporate Affairs vide its order dated 22.02.2023, the Company had issued and allotted 465,799,010 equity shares at Rs. 10/- each on 06.04.2023 to the eligible Shareholders of Shipping Corporation of India Limited as on record date i.e. 31.03.2023. Further, the Company has initiated the process to list the equity shares on the Stock Exchanges viz. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

Further, the process of Listing of Equity Shares of SCILAL on stock exchanges is governed, inter alia, by the provisions of Securities Contracts (Regulation) Rules, 1957 (SCRR, 1957) and provisions of Rule 19 (2) (a) of SCRR, 1957 provides for certain mandatory clauses which shall form part of AOA:

Therefore in terms of the requirement of SCRR rule, the Articles of Association (AOA) of SCILAL should provide for five mandatory clauses. Out of those five clauses below mentioned three clauses are currently incorporated in the AOA of the Company viz:

- (i) That the company shall use a common form of transfer, (Clause 21 of AOA)
- (ii) That the fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares, (Clause 9 of AOA)
- (iii) That any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared, (Clause 80 of AOA)

However, the following two clauses do not form part of AOA:

- (i) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law,
- (ii) That option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

Furthermore, while making listing application with the BSE (Designated Stock Exchange of SCILAL) the Company has given an undertaking that clauses currently not forming part of AOA will be incorporated in the AOA at the upcoming Annual General Meeting of the Company.

In order to comply with the provisions of SCRR, 1957 and in terms of the undertaking submitted to BSE, the below two clauses are sought to be inserted by altering the Articles of Association of the Company as per Section 14 the Companies Act, 2013 read with rules framed thereunder:

- (i) To insert a new clause 18A after clause 18 under "Call on Shares" section of AOA which will read as:
“(18A) The option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.”
- (ii) To insert a new clause 85A after clause 85 under "Dividends and Reserve" section of AOA which will read as:
“(85A) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.”

Part B: Alteration in AOA of the Company to recognize power of the President of India to Appoint Directors on the Board of the Company.

SCILAL is a Central Public Sector Enterprise (CPSE) and is under the Administrative Control of President of India acting through Ministry of Ports, Shipping and Waterways, Government of India ("MoPSW" / "Administrative Ministry"). Further the functioning of the Company is also subject to various guidelines and instructions issued by various Ministries / Departments of Government of India, including but not limited to, Department of Public Enterprises, Department of Personnel and Training, Directorate General of Shipping.

At the time of incorporation of the Company, Table F of Schedule I to Sections 4 and 5 of the Companies Act, 2013 which provides for Model Articles of Association of a Company Limited by Shares was adopted.



ANNEXURE TO THE NOTICE

Furthermore, by virtue of SCILAL being CPSE it is implied that various guidelines issued by Ministries / Departments of Government of India, including but not limited to, Department of Public Enterprises, Department of Personnel and Training, Directorate General of Shipping are applicable to SCILAL. Therefore, powers regarding appointment to the posts of Board Level Directors currently vested with Administrative Ministry as per above mentioned guidelines of Ministries / Departments are sought to be recognized in the Constitutional Documents of the Company by altering the Articles of Association in following manner:

(i) To insert a new clause 64A after clause 64 under “Board of Directors” section of AOA which will read as:

“(64A) Notwithstanding anything contained in any other articles, prior approval of the President of India should be obtained in respect of Appointment to the posts of Board Level Directors.”

Proposal before the Members:

Considering above facts, circumstances and governing provisions of applicable law the consent of Members of the Company is sought to insert three clauses in the AOA as provided above, by means of a Special Resolution.

The Draft Articles of Association after giving effect to these abovementioned alterations is available for inspection electronically to the members on their request to the Company, members are requested to send an email at cs@scilal.com mentioning their name, folio no./DPID and client ID with a self-attested PAN card attached to the email.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the Special Resolution as set out for approval by the Members.

DIRECTORS' REPORT



To the Members,

Your Directors take great pleasure in presenting the 2nd Annual Report on the working of your Company for the Financial Year ended 31st March, 2023. This report outlines your Company's performance, achievements and future plans in the dynamic real estate market of India; with an emphasis on training and re-training of maritime personnel.

1. STATE OF COMPANY'S AFFAIRS

The Government of India is in the process of strategic disinvestment of its equity stake in the Shipping Corporation of India Limited (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 was 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 as an independent entity and a separate strategy should be formed for unlocking the value of such Non-core Assets.

Accordingly, Shipping Corporation of India Land and Assets Limited (hereinafter referred to as "SCILAL"), a Government Company, within the meaning of section 2(45) of the Companies Act, 2013, having its registered office at 'Shipping House', 245, Madame Cama Road, Mumbai-400021 India, was incorporated on November 10, 2021, with the object of holding and disposing the Non-core Assets of SCI distinct from the disinvestment transaction of SCI. The demerger order transferring SCI's non-core assets into SCILAL was issued by MCA on 22nd February, 2023.

2. SALIENT STATISTICS

Particulars	Area in sq.ft.
159 flats in Mumbai	140748.08
15 flats in Kolkata	21022.00
Shipping House, Mumbai (Building)	141783.00
Shipping House, Kolkata (Land)	11885.00
Shipping House, Kolkata (Building)	86510.00
Particulars	Area in sq.m.
MTI, Powai (Land)	178871.10
MTI, Powai (All Buildings excluding flats)	16243.46

3. FINANCIAL PERFORMANCE

The comparative position of the working results for the year under report vis - a vis earlier year is as under: (₹ in Lakhs)

Particulars	Current Financial year (2022-2023)	Previous Financial year (2021-2022)
Revenue from Operations	1235	652
Other Income	5080	582
Profit/(loss) before Depreciation, Finance Costs, Exceptional items and Tax Expense	1835	(249)
Less: Depreciation/ Amortisation/ Impairment	76	73
Profit/(loss) before Finance Costs, Exceptional items and Tax Expense	1759	(322)
Less: Finance Costs	1	1

Particulars	Current Financial year (2022-2023)	Previous Financial year (2021-2022)
Profit /(loss) before Exceptional items and Tax Expense	1758	(323)
Add/(less): Exceptional items	0	0
Profit /(loss) before Tax Expense	1758	(323)
Less: Tax Expense (Current & Deferred)	(1800)	(2598)
Profit /(loss) for the year (1)	3558	2275
Other Comprehensive Income/loss (2)	0	0
Total (1 + 2)	3558	2275

The above figures have been extracted from the standalone financial statements as per Indian Accounting Standards (Ind-AS).

4. APPROPRIATIONS :

The working results for your company for the year 2022-23 shows a net profit of Rs 3558 Lakhs which has been transferred to Retained Earnings.

5. SHARE CAPITAL:

During the Financial Year 2022-23 the Equity Share capital of the Company has undergone change pursuant to Scheme of Arrangement for Demerger as follows:

A. Equity Share Capital of your Company prior to Scheme of Arrangement for Demerger

Particulars	Amount (Rs)
Authorized share capital 50,000 equity shares of INR 10 each	5,00,000
Issued, Subscribed and paid-up share capital 10,000 equity shares of INR 10 each	1,00,000

B. Equity Share Capital of your Company post Scheme of Arrangement for Demerger

Particulars	Amount (Rs)
Authorized share capital 46,57,99,010 equity shares of INR 10 each	4,65,79,90,100
Issued, Subscribed and paid-up share capital* 46,57,99,010 equity shares of INR 10 each	4,65,79,90,100*

*Pre Scheme Paid up Equity Share Capital of Rs 1 Lakh was cancelled with effect from 01.04.2021 (Appointed date). Further, as on 31.03.2023 the Paid up Equity Share Capital of 465.80 Lakhs (Post Scheme) are treated as "Pending For Allotment" as per the Schedule III of the Companies Act, 2013.

The Board of Directors of the Company in its meeting dated 06.04.2023 allotted 46,57,99,010 Shares of Rs 10/- each to the Shareholders of SCI as on Record Date (i.e 31.03.2023) pursuant to the Scheme of Demerger.

Further, the Company has not issued any Equity Shares with differential voting rights till date. Hence, no information as required under Section 43(a) (ii) of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

The Company has only one class of Equity Shares having face value of Rs 10/- (INR) each.

DIRECTORS' REPORT



6. DETAILS OF BOARD OF DIRECTORS AND NUMBER OF MEETINGS OF BOARD

During the year, six (6) meetings of Board of Directors of the Company were held on 06.04.2022, 25.05.2022, 03.08.2022, 27.10.2022, 27.01.2023 and 20.03.2023. Requirements on number and frequency of meetings were complied with in full in terms of Section 173 of the Companies Act, 2013.

Sr. No	Name of Director	Designation	Date of Appointment	Number of Meetings which director was entitled to attend in the FY 2022-23	Meetings attended during the FY 2022-23	Date of Cessation
1	Capt. B. K. Tyagi	Chairman and Managing Director	03.09.2022	3	3	-
2	Shri Atul Ubale	Chairman and Managing Director	03.08.2022	N.A	N.A	02.09.2022
3	Smt. H. K. Joshi	Chairperson and Managing Director	10.11.2021 – Director 28.12.2021 -CMD	2	2	31.05.2022
4	Shri Sanjay Kumar	Government Nominee Director	17.11.2021	6	5	-
5	Shri Rajesh Kumar Sinha	Government Nominee Director	21.11.2022	2	1	-
6	Shri Vikram Singh	Government Nominee Director	17.11.2021	4	3	02.11.2022
7	Shri Rajiv Jalota	Government Nominee Director	10.12.2021	6	5	-
8	Shri Amitabh Kumar	Government Nominee Director	10.12.2021	5	5	28.02.2023
9	Shri Vinit Kumar	Government Nominee Director	30.06.2022	1	1	09.10.2022
10	Shri P. L. Haranadh	Government Nominee Director	09.10.2022	3	2	08.05.2023
11	Shri Rathendra Raman	Government Nominee Director	09.05.2023	N.A	N.A	-
12	Shri Shyam Jagannathan	Government Nominee Director	03.07.2023	N.A	N.A	-

7. KEY MANAGERIAL PERSONNEL

- Capt. B. K. Tyagi was appointed as Chairman and Managing Director of the Company w.e.f 03.09.2022.
- Smt H. K. Joshi ceased to be Chairperson and Managing Director of the Company on 31.05.2022.
- Shri Atul Ubale was Chairman and Managing Director of the Company for the Period beginning on 03.08.2022 till 02.09.2022.
- Ms. Laxmi Kamath was appointed as Chief Financial Officer w.e.f 08.05.2023 by the Board of Directors at their meeting held on 08.05.2023.
- Shri Mohammad Firoz was appointed as Company Secretary and Compliance Officer w.e.f 08.05.2023 by the Board of Directors at their meeting held on 08.05.2023.

8. BRIEF ANALYSIS OF FINANCIAL PERFORMANCE

SCILAL has reported profit before tax of Rs. 1758 lakhs in FY 2022-23 as against a loss of Rs.323 lakhs in FY 2021-22. SCILAL was incorporated on 10.11.2021. Income from MTI training has remained comparable throughout the year, while the average interest of 5.58% was earned in FY 2022-23 on the funds received as a part of demerger scheme. The net profit for the company for Financial Year 2022-23 stood at Rs. 3558 lakhs for the year which included an adjustment of Deferred tax amortization.

9. JOINT VENTURES

(i) Irano Hind Shipping Company

Pursuant to demerger scheme, the Company holds 49% in Irano Hind Shipping Company, P.J.S (IHSC) a joint venture company. As per directives received from the Govt. of India, it has been agreed to dissolve the Company. The investment in IHSC is classified as Assets Held for Sale.

(ii) SAIL SCI Shipping Pvt Ltd (SSSPL)

Pursuant to demerger scheme, the shares of the joint venture of SAIL SCI Shipping Company Pvt. Ltd. (SSSPL) are transferred to the company from SCI. SCI and SAIL had co-promoted a JVC "SAIL SCI Shipping Pvt Ltd" (SSSPL), which was primarily to cater to SAIL's shipping requirements. The JVC was incorporated on 19.05.2010. However, due to continued depressed freight levels, the JVC could not justify tonnage acquisition and both the Boards of SCI & SAIL decided to voluntarily wind up the company. The process of winding JVC has completed and the said Company is now dissolved.

10. MATERIAL CHANGES AND COMMITMENTS

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

11. CREDIT RATING DETAILS

SCILAL has not availed any credit facility since incorporation therefore no credit rating was obtained

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments are given in the notes to financial statements.

13. EXTRACT OF ANNUAL RETURN

In compliance with section 134 (3) (a) of the Companies Act, 2013 read with relevant rules, the annual return as on 31st March, 2023 is available on the Company's website under <https://www.scilal.com/> >>> INVESTORS >>> ANNUAL RETURN OR <https://www.scilal.com/annual-return>.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of the annual accounts for the financial year ended 31.03.2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors had prepared the accounts for the financial year ended 31.03.2023 on a “going concern” basis.
- e) That the Directors, had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. PARTICULARS OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts/arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended to the Director's Report. The details are also available in Note 32 under 'Notes to the Financial statements'.

16. PARTICULARS OF EMPLOYEES

Your Company, being a Govt. Company, is exempted to furnish information under Section 197 of Companies Act, 2013 vide Ministry of Corporate Affairs (MCA) Notification dated 05.06.2015.

17. EMPLOYEES STOCK OPTION SCHEME

The Company does not have any Employee Stock Option Scheme.

18. COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The terms and conditions regarding appointment and remuneration of Directors are fixed by, Ministry of Ports, Shipping and Waterways (MoPSW), the Government of India.

19. RISK MANAGEMENT POLICY AND ITS IMPLEMENTATION

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improve the governance practices across the activities of a company. SCILAL has developed a risk management policy which was approved by its board of directors on 08.05.2023 and is available on the website of the Company i.e www.scilal.com under the tab of 'Policies'. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. SCILAL is committed to develop an integrated Risk Management Framework:

- To achieve its strategic objectives while ensuring appropriate management of risks
- To ensure protection of stake holders value
- To strive towards strengthening the Risk Management System through continuous learning & improvement

In the Policy, Every employee of the Company is recognized as having role in risk management for identification of risk to treatment and shall be invited & encouraged to participate in the process. The Audit Committee & the Board will review the policy & procedures periodically.

Your Company has formulated the Risk Management policy after taking in to account the risks and complexity of its operations. The internal control systems (including Internal Financial Controls over Financial Reporting) are being reviewed on an ongoing basis and necessary changes are being carried out to align with the statutory requirements.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The level of technology required for real estate companies in India can vary depending on the size and nature of the company, as well as their specific goals and objectives. SCILAL will benefit from adoption of various technological solutions that will enhance its operations and make it competitive in the market.

Conservation of Energy:

SCILAL endeavours to maximise energy conservation by the adoption of sustainable practices aimed at diminishing energy consumption in both buildings and construction procedures. This objective is being achieved through the incorporation of energy-efficient technologies, including LED lighting, solar panels and energy-efficient HVAC systems, thereby effectively lowering energy usage and minimizing operational expenses. Additionally, promoting green building practices, such as using eco-friendly construction materials and designing energy-efficient buildings, can contribute to conserving energy resources and reducing the carbon footprint of the Company.

i. Steps taken or impact on conservation of energy

LED lights have already been installed in Shipping House and they have resulted in considerable reduction in power consumption. It is envisaged to install the same in MTI Powai, on incremental basis, in the near future, which will further contribute to our energy saving efforts.

ii. The steps taken by the company for utilising alternate sources of energy

A Solar panel of 0.5 MW capacity has already been installed at MTI Powai.

Technology Absorption and Adoption and Innovation:

The real estate sector in India has been proactively embracing technological advancements to streamline processes, improve efficiency and enhance customer experiences. By embracing technologies, SCILAL can increase productivity, reduce costs and deliver better value to its customers.

The Company has moved forward in the field IT implementation by setting up a dedicated cloud based accounting software towards maintaining the books of accounts, thereby complying with the Companies act. It is also in process of undertaking detailed study towards implementing of structured end-to-end ERP process to cater day to day activities of the company.

Environmental Protection and Conservation:

As the real estate development sector can significantly impact the environment leading to deforestation, habitat destruction and heightened pollution, SCILAL places a strong emphasis on eco-friendly practices. SCILAL will adopt eco-friendly practices, including use of sustainable building materials and adhere to environmental regulations.

Renewable Energy Developments:

Maritime Training Institute has approximately 0.5 MW Solar Power Plant in its Office Buildings and other buildings, thus saving on energy bill and contributing to sustainability.

21 FOREIGN EXCHANGE EARNINGS AND OUTGO

There were nil Foreign exchange earnings and outgo for the Financial Years 2022-23 and 2021-22

22. PUBLIC DEPOSIT

During the financial year 2022-23, your Company has not accepted any deposit within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.

23. UPDATES ON DEMERGER AND LISTING OF SHARES OF THE COMPANY

The Company has been incorporated with the object of holding and disposing the Non-core Assets of The Shipping Corporation of India Limited (SCI). Further, the Ministry of Corporate Affairs vide its order dated 22nd February, 2023, has approved the Scheme of Arrangement for Demerger of Non-Core Assets of Shipping Corporation of India Limited (Demerged Company/SCI) into Shipping Corporation of India Land and Assets Limited (Resulting Company/SCILAL) ("Scheme of Demerger"). The Effective date for the Scheme of Arrangement for Demerger is 14.03.2023. Thereafter, SCI in its Board Meeting dated 20.03.2023 approved record date 31.03.2023 for Allotment of shares of SCILAL in the ratio of 1:1 to eligible shareholders of SCI.

The Board of Directors of the Company in its Meeting dated 06.04.2023 had approved allotment 46,57,99,010 Shares of Rs 10/- each pursuant to the Scheme. Thereafter the Company filed application seeking exemption under Rule 19(2) (b) of SCRR, 1957 and

listing of 46,57,99,010 Equity Shares with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 25.05.2023. The Company is taking all necessary and appropriate actions to complete the process of Listing of its Entity Shares.

Operations and Management of the Company

The operations of SCILAL during the Financial Year 2022-23 were managed by the Shipping Corporation of India Limited vide a service level agreement entered between the Company and SCI. Consequent to the issuance of demerger order transferring SCI's non-core assets into a separate demerged entity, namely SCILAL, by MCA on 22nd February, 2023, the operations of SCILAL continue to be undertaken by SCI through a service level agreement.

24. UPDATES ON TRANSFER OF NON-CORE ASSETS FROM SHIPPING CORPORATION OF INDIA LIMITED

Consequent upon Demerger, all Non-Core assets (Real-Estate Properties) of SCI as mentioned in the Demerger Scheme were transferred to SCILAL, by 'de-facto'; however the same is also required to be carried out 'de-jure' with the respective Land & Revenue departments of Government of Maharashtra for Mumbai properties and Government of West Bengal for Kolkata properties, by way of execution of Conveyance Deeds. The Company is taking necessary and appropriate actions in this regard.

25. MANAGEMENT DISCUSSION AND ANALYSIS

The following remaining information w.r.t. to addition of new sub clause (i) under clause 1 in Part B ('Management Discussion and Analysis) of Schedule V of SEBI (LODR) Regulations, 2015.

Particulars	Standalone	
	2022-23	2021-22*
Debtors Turnover Ratio	N.A	N.A
Inventory Turnover Ratio	N.A	N.A
Interest coverage Ratio	N.A	N.A
Current Ratio	103054	493.26
Debt Equity	N.A	N.A
Operating Profit Margin (%)	(60.19)	(21.32)
Net Profit Margin (%)	27.84	(26.13)
Return on Net worth (%)**	4.15	2.77
Return on Equity (%)	1.13	0.72

* Ratios of comparative period i.e, 2021-22 are based on previous year figures which have been regrouped and rearranged wherever necessary to confirm to current year presentation of the financial statements as per Schedule III (Division II) to the Companies Act 2013.

** Net Worth has been calculated basis Average Net Worth as per Section 2(57) of the Companies Act.

Ratio – Details of Significant changes and explanation thereto:

- Debtors Turnover – There were no Trade Receivables as at 31.03.2023.
- Inventory Turnover – The Company did not report any Inventory as on 31.03.2023.
- Current Ratio – Company has insignificant current liabilities as against current assets which included cash received under demerger scheme.
- Interest Coverage Ratio – The company did not opt for Loans in the year FY 2022-23
- Operating Loss stood at 60.19% in current year as against 21.32% in the last year due to increase in expenses.
- Debt Equity Ratio - The company did not opt for Loans in the year FY 2022-23

G. Net Profit margin was (26.13) % in FY 2021-22 while the same was 27.84% in FY 2022-23 due to increase in Interest income as a result of better interest rates in the current year.

H. Inventory Turnover Ratio – The Company did not report any Inventory as on 31.03.2023.

A. Industry structure and developments.

The real estate sector holds paramount importance in the global economy, encompassing various activities related to the development, sale, purchase and management of property. Although, the industry's structure may exhibit significant variation across countries, even within a diverse country such as India, the following fundamental aspects consistently underpin its operations:-

- **Development Companies:** These companies are responsible for acquiring land, obtaining necessary permits and constructing new residential, commercial, or mixed-use properties. They play a crucial role in shaping the urban landscape and meeting the demand for housing and commercial spaces.
- **Real Estate Agencies:** These entities facilitate property transactions by connecting buyers and sellers. They function basis commissions earned on successful sales and act as intermediaries throughout the process
- **Property Management:** Companies specializing in property management take care of day-to-day operations for property owners, such as maintenance, rent collection and tenant relations.
- **REITs (Real Estate Investment Trusts):** REITs are companies that own, operate, or finance income-generating real estate across various property types. They offer a way for investors to gain exposure to real estate without direct ownership.
- **Construction Firms:** Construction companies are tasked with translating the visions of development firms into reality by being responsible for building and renovating properties. They execute plans and designs provided by development enterprises, contributing to the overall growth of the real estate sector.
- **Mortgage Lenders and Financial institutions:** These companies provide funding for real estate purchases, both for residential and commercial properties, allowing buyers to access capital in order to make the purchases. By extending capital to prospective buyers, they enable access to property ownership and drive market activity.

In summary, the real estate sector's multifaceted nature involves key stakeholders, each fulfilling distinct roles that collectively contribute to the growth and stability of this vital economic sector.

While the real estate sector has experienced several notable developments, the industry is highly dynamic and new trends and advancements have emerged, some of which are enumerated below:

- **Technology Integration:** The real estate industry has been adopting various technologies to enhance efficiency and improve customer experiences. These technologies include virtual reality property tours, block chain-based smart contracts for secure transactions and AI-powered property analytics for better market insights.
- **Sustainability and Green Buildings:** There is a growing emphasis on sustainability and environmentally friendly practices in the real estate development. Green building certifications like LEED (Leadership in Energy and Environmental Design) are becoming increasingly prevalent, appealing to environmentally-conscious buyers and tenants.
- **Co-living and Co-working Spaces:** The rise of the gig economy and flexible work arrangements has led to a demand for co-living and co-working spaces. Developers are creating shared living spaces and collaborative work environments to cater to this evolving trend.
- **Affordable Housing Initiatives:** Many regions are facing housing affordability challenges, prompting governments and private developers to focus on affordable housing projects. Socially responsible real estate investing is gaining traction.
- **Urban Renewal and Mixed-Use Developments:** Urban renewal projects are reinvigorating city centers and transforming previously neglected areas. Mixed-use developments, combining residential, commercial and recreational spaces, are gaining popularity due to their convenience and community-oriented design.
- **ESG (Environmental, Social and Governance) Investing:** Investors are increasingly considering ESG factors in their real estate investment decisions, leading to a rise in sustainable and socially responsible development projects.

These developments indicate a sector that is evolving to meet the changing demands of consumers, investors and the environment. As technology continues to advance and societal needs shift, the real estate industry will likely continue to adapt and innovate to remain relevant and resilient.

- **Maritime Training Institute (MTI):** The maritime industry plays a critical role in global trade and transportation, with a vast network of ships and seafarers operating across the world's oceans. Maritime training is an essential aspect of ensuring the safety, efficiency and competency of the workforce in this industry. Over the years, the maritime training sector has undergone significant developments to keep up with technological advancements, changing regulations and evolving demands.

Key Developments in Maritime Training

1. **Technological Advancements:** The maritime industry has witnessed a rapid integration of technology into various aspects of operations, including training. Simulation technology has become increasingly prevalent, allowing trainees to practice navigation, maneuvering and emergency scenarios in realistic virtual environments. E-learning platforms and computer-based training have also gained popularity, enabling remote learning opportunities for seafarers
2. **Competency-Based Training:** Traditional maritime training often followed a prescriptive approach, where the emphasis was on fulfilling minimum regulatory requirements. However, the industry has shifted towards competency-based training and assessment. This approach focuses on evaluating seafarers' practical skills and abilities, ensuring they can perform their duties effectively in real-world situations.
3. **Focus on Safety and Environmental Protection:** With a growing emphasis on safety and environmental protection in the maritime industry, training programs have incorporated modules on pollution prevention, environmental regulations and emergency response procedures. The goal is to create a safety-conscious and environmentally responsible workforce.
4. **Human Element and Soft Skills Training:** Beyond technical proficiency, maritime training has recognized the importance of developing soft skills among seafarers. Effective communication, teamwork, leadership and cultural awareness are now included in training curricula to improve crew cohesion and performance.
5. **Digitalization and Data Management:** The increasing adoption of digital systems onboard ships requires seafarers to possess data management and cybersecurity skills. Training programs now incorporate modules on cyber awareness and data handling to mitigate potential risks.
6. **Remote and Blended Learning:** The COVID-19 pandemic accelerated the adoption of remote and blended learning approaches in maritime training. Online platforms, webinars and virtual classrooms became essential tools to ensure continuous learning during travel restrictions and lockdowns.
7. **Upgrading Training Facilities:** Maritime training institutions and centers have invested in upgrading their infrastructure and equipment to meet the demands of modern training methodologies. State-of-the-art simulators, well-equipped workshops and comfortable accommodation facilities have become increasingly prevalent.

The maritime training industry has undergone significant developments to adapt to the changing landscape of the maritime sector. Technological advancements, competency-based approaches, safety and environmental awareness, soft skills training, digitalization and remote learning have reshaped the way seafarers are trained. As the industry continues to evolve, maritime training will remain a dynamic and essential component in ensuring a skilled and competent workforce that meets the challenges of the maritime world.

B. Strengths, Weakness, Opportunities and Threats.

SWOT of Real Estate

The domestic real estate sector in India continues to play a pivotal role in generating employment opportunities and contributing substantial economic value to the country. Its profound impact on various industries remains undeniable, solidifying its position as the second-largest employment generator after agriculture. Since 2011-12, the real estate industry has consistently contributed around 11% to Gross Value Added (GVA) growth, further highlighting its significance in driving the nation's economic progress. With critical forward and backward linkages, it is estimated that nearly 50% of India's GDP remains closely interconnected with the domestic real estate sector.

The synergy between the real estate sector and the government has been instrumental in shaping the transformation of the Indian economy. As India continues to enjoy the benefits of its demographic dividend until at least 2050, the task of sustaining the current rate of urbanization and creating essential infrastructure to support the country's large young workforce will primarily rest upon the Indian real estate sector. Collaborative efforts with the government are crucial to meeting the demands of rapid urbanization and ensuring the development of smart cities and sustainable urban centres.

Furthermore, revenues generated from premiums and real estate-related activities will continue to serve as a major revenue source for the government. These funds play a pivotal role in facilitating further socioeconomic development across the length and breadth of the country. Investments in the real estate sector contribute to enhanced urban planning, improved public amenities and increased job opportunities, fostering a conducive environment for overall economic growth.

The real estate sector is a significant source of employment, offering diverse job opportunities across various skill levels, from unskilled labour to skilled professionals like architects, engineers and property managers. With a wide array of offerings, including residential, commercial, retail and industrial properties, the real estate sector caters to diverse investor preferences and needs.

However, the industry is not without its own share of challenges. Regulatory complexity poses significant challenges, as compliance issues and approval processes often result in project delays and increased costs. The sector is also susceptible to liquidity issues due to periodic fluctuations in the real estate market, impacting cash flows and project viability for both developers and investors. Moreover, high inventory levels in certain regions and segments can lead to an accumulation of unsold properties, adversely affecting market sentiment and price stability.

It also faces several potential threats that warrant attention. Economic uncertainty, stemming from fluctuations in the economy and global events, can erode consumer confidence and influence investment decisions in the real estate market. Moreover, rising construction costs due to fluctuations in material and labour expenses may pose challenges, potentially impacting project profitability and overall viability. Additionally, changing market dynamics present a threat, as shifts in consumer preferences, lifestyle patterns and the prevalence of remote work could alter the demand for certain property types, ultimately affecting market dynamics.

Notwithstanding, the real estate sector in India is buzzing with promising opportunities for growth. Rapid urbanization and a burgeoning young population create a fertile ground for real estate development, especially in the areas of affordable housing and integrated townships. Embracing technological advancements offers another avenue for progress, as integrating virtual reality, AI-driven property search platforms and smart home solutions, can significantly enhance customer experiences and streamline operational efficiency for developers. Moreover, the rising demand for eco-friendly and sustainable properties, opens up possibilities for developers to adopt green building practices, catering to the growing segment of environmentally conscious consumers.

The real estate sector has historically been a significant asset class for Indians, offering avenues for wealth creation and financial security. As more individuals recognize the potential of real estate investments to not only build wealth but also elevate their lifestyles, both residential and commercial properties are gaining prominence over other traditional asset classes. The tangible and intangible benefits of property ownership, including rental income, capital appreciation and the sense of security it provides, continue to attract a growing number of investors.

Given India's ongoing economic growth and the aspirations of its burgeoning population, the role of the real estate sector remains crucial in job creation, infrastructure development and overall economic progress. As the government continues to implement supportive policies and streamline regulatory frameworks, the real estate sector is poised to play an increasingly vital role in shaping India's future growth trajectory. By fostering a robust and sustainable real estate ecosystem, the country can capitalize on its demographic dividend and pave the way for a prosperous and inclusive future.

It is envisaged that, SCILAL may engage in the ownership, management and administration of residential and commercial properties, encompassing both land and buildings across various locations in India. Presently, SCILAL holds significant real estate assets situated in prominent areas of Mumbai, the commercial capital of India, as well as in the metropolitan city of Kolkata, thus establishing itself as a significant governmental real estate holding entity.

The company could leverage its concentrated pools of flats in same localities, by leasing/selling them to other PSU or private entities. Also maximum utilization of its flats can be achieved by listing in governmental General Pool accommodations.

SWOT of MTI:

Maritime Training Institute (Powai) has advanced facilities for maritime education and training including workshop, simulators, laboratories, such as GMDSS, ECDIS, ROC-ARPA, Bridge Simulator and well-resourced library etc. Advanced firefighting training mock-up at MTI, is one of the oldest and the best in India now. All class rooms are air-conditioned and monitored by CCTV and a seminar room of 40 pax capacity, an auditorium of capacity 200 pax is also an integral part of the institute. MTI has hostel facility to accommodate up to 300 participants and a large playground, gymnasium for residential students and all are inside the campus. A well maintained international guest house is also inside the campus.

MTI has upgraded its Library (with more than 7,500 books) and expanding to digital content for its participants. MTI has added additional floor to its academic building for conducting new courses, such as Second Mate Functional Course, ROC-ARPA etc. Classrooms are equipped with smart boards and modern training equipments. MTI is also continuously enhancing its training and residential facilities by providing Wi-Fi and CCTV enabled campus to its participants and faculties.

Being a pioneer in the marine training sector, MTI is enthusiastic to cater to the various facets of the training in Marine sector, such as Shipping management, engineering and navigation. On demand of the industry, MTI has introduced many new courses, such as: Proficiency in Survival Craft and Rescue Boats (PSCRB) Course and is in process to commence Bridge Team Management (BTM) Course and many others.

MTI commits to keep innovating for new courses from time to time to meet the training needs of the industry and nation. MTI has large faculty resource, experienced Master Mariners, Chief Engineers and other professionals are working on regular as well as visiting basis. Many MTI faculties are having extra masters and post graduate degree from the World Maritime University at Sweden.

MTI faculties and instructors are encouraged to upgrade their knowledge by attending relevant courses and seminars at regular interval. Some faculties are also approved external examiner of DGS for COCs in Nautical and Engineering department. The faculties and instructors are encouraged to attend various technical and value added seminars.

Many private Training institutes are around and they spend good amount of money on advertisements and publicity; thereby attracting the prospective candidates, which MTI needs to follow. Infrastructure needs further upgradation with latest available sources/technology. .

There is huge scope and opportunities in the maritime community for intake of students at MTI, due to increase in vessels world-wide and the availability of good faculty and basic infrastructure.

Since inception, MTI has developed many courses that have contributed to the Indian maritime industry. Innovative value added courses on safety and commercial aspects are being conducted as required by SCI and any other reputed companies. MTI is also among the pioneer institutes to commence Vertical Integration Course for Trainers (VICT) and Assessment, Examinations & Certification of Seafarers (AECS) course, in India.

MTI consistently innovate its services, delivery, processes and approaches to ensure best training to its participants., Efforts are made from time to time to focus on holistic development of a student or cadet and not just on academics. MTI is one of the rare institutes, who are determined to provide maximum exposure to its participants through the following innovative activities and initiatives:

- Online assignments and assessments are made part of curriculum for trainees at MTI.
- Adoption of new teaching methodologies by Faculties at SCI-MTI i.e. interactive classes through quizzes, PPTs, role plays etc., workshops and tutorials focusing beyond prescribed syllabus to prepare officers for tomorrow.
- Special Guest lecturers for TNOC, GME and ETO cadets on regular basis by Renowned Industry Experts (IMS and Insurance Experts) for enhancing practical aspects of Maritime Education, Mental Health and Work Environment.
- Focus on Research Projects done by cadets to enhance their industry knowledge, creativity and innovativeness.
- Technical Fest to improve research, presentation, communication and officer like qualities in the MTI cadets. Cadets prepare and present technical papers on the modern trends of the Industry. Distance learning programme of Cadets are being done during their onboard training.

- Ship visits and dock visits to interlink the theoretical knowledge with practical aspects.
- Beyond the curriculum, Cadets are also given exposure to the schemes and initiatives of Government of India, such as Vigilance awareness and cleaning drives under Swachhta Pakhwada.
- Value added topics related with management / long term studies by management experts such as communication skills for pre-sea training courses.

Currently, MTI serves and benefits many reputed organizations / shipping companies by providing its training services. Some of them are as following:

- Wilhelmsen Ship Management (IMTC)
- Oil and Natural Gas Corporation (ONGC)
- Institute of Marine Engineers of India (IMEI)
- Loyalty Marine Education Trust (LMET)
- and many more...

Currently MTI has MOUs with IMTC, IMEI, Loyalty Marine and Hind Terminal for imparting training to Employees. Also MTI is in process of signing MOU with IIT Mumbai for Customized Training.

MTI has given highly skilled professionals and industry leaders to the Maritime Industry across globe. In addition, MTI is among the rare institutes that have got opportunity to encourage the presence of Lady Officers in the Industry. MTI Offers incentives like fee concessions and age relaxation to Lady Officers for pre-sea courses, such as Diploma in Nautical Science (DNS) (affiliated to Indian Maritime University), Graduate Marine Engineering (GME) and Electro-Technical Officer (ETO). In March 2021, oil tanker M.T. Swarna Krishna became the first merchant ship in the world manned with all ladies officers again M.T. Swarna Godavari manned with all ladies officers sailed on 14th May 2022. Most of these officers are trained by SCI-MTI during their Maritime education.

In total, MTI has trained total 74 Nos. of DNS, 05 Nos. of ETO and 02 Nos. of GME Lady Officers. Our Lady Officers have been recognized and appreciated MTI has contributed significantly in emergence of our country as an advanced seafaring nation and has the vision to continue to do so.

It is a matter of pride that all pre-sea courses of MTI, DNS, GME & ETO are rated as A1 (Outstanding) Grade with 94% rating, as per the CIP (Comprehensive Inspection Program) of the Directorate General of Shipping (DGS) Govt. of India conducted in Aug 2022 (validity of certificate is till 2024). CIP audit for the current financial year is carried out in last week of July 2023 by IRS.

MTI has crossed the mark of having trained 1,86,514 candidates since its inception, including more than 6093 Nautical cadets and Marine Engineering cadets. The aforesaid number includes 119 Trainee Nautical Officer Cadets (TNOs), 40 Graduate Marine Engineers (GMEs) and 40 Electro-Technical Officer (ETOs) in the year 2022-23.

MTI is Integrated Management System certified Institute i.e. QMS, EMS and OHSAS for Design, Development, Delivery & Assessment of Marine Education & Training. MTI has some of the best in class faculty, who have been awarded with various prestige awards, such as Lloyd's List Training Award, The Maritime Standard Award, Gateway Award, Samudra Manthan Award and Golden Peacock Award.

The following areas requires further improvement

- Civil Infrastructure (Structural Repairs): Various Infrastructure & facilities have to be upgraded such as Internal Roads, Sagar Gyan Structural Repairs, improvement of Hostel facilities with addition of capacity in hostels, illumination of common areas.
- Upgrade in Technology for Simulator: The existing Simulator has to be upgraded with new age Simulator (both hardware & Software) of latest possible technology.
- Workshop Training: Currently various Workshop Trainings for GME and ETO are being undertaken in other organizations approved by DG Shipping, this leads to extra resources consumption.

C. Segment-wise or product-wise performance.

Real Estate

All the assets (land & buildings) in Mumbai except MTI and Property in Malad (Jangla Nagar), all the flats in Kolkata and three floors of Shipping House, Kolkata have been given on lease to SCI consequent to framework agreement executed between your company and SCI, which is valid till disinvestment completion date of SCI.

MTI:

Capacity utilization of last two years (actual participation/candidates) is summarised below:

S. No	Name of Course	2021-22			2022-23		
		Approved Intake (Capacity)	Total participants	% age utilisation	Approved Intake (Capacity)	Total participants	% age utilisation
(A) Regular courses							
1	D N S*	200	196	98.00	200	119	59.50
2	G M E*	0	0		40	40	100.00
3	E T O#**	40	39	97.50	0	0	-
(B) Short Term courses							
1	Various short term courses under the International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW)	4646	2621	56.41	7920	3567	45.04

* DNS - Diploma in Nautical Science Course

* GME- Graduate Mechanical Engineers Course

ETO- Electro Technical Officer - ETO batch of 2021-22 prolonged till 7th May 2022 due to Covid constraints for 50% capacity in Practical

D. Outlook

The company may contemplate the following initiatives for capacity addition:

- Redevelopment of its property in Malad (Jangla Nagar), Mumbai; a Housing Society completely owned by SCILAL.
- Renovating/refurbishing its existing properties (i.e. Flats) located in various Housing Society in Mumbai and Kolkata, so as to increase their functional efficiency or adapt them to new uses. This approach will be cost-effective, environmentally sustainable and also maximize the potential of existing assets.

MTI

MTI is gearing up now to upgrade facilities to impart quality MET (Maritime Education and Training) which are beyond STCW and value added courses. Being a pioneer in the marine training sector, MTI is enthusiastic to cater to the various facets of the Marine training, such as Shipping management, engineering and navigation. On demand of the industry, MTI has introduced many new courses, such as: Proficiency in Survival Craft and Rescue Boats (PSCRB) Course.

MTI has added various Pre-Sea and Post-Sea Courses over time, the last 2-3 years seeing additions in the following courses:-

1. ETO (Electro Technical Officer)

2. Second Mate (FG)
3. Chief Mate Phase I & Phase II
4. Various Customized Training to Civilians/Corporates as per Requirement.
5. MTI has also added approximately 0.5 MW Solar Power Plant in its Office Buildings and other buildings.

E. Risks and concerns.

Real estate in India faces a variety of complex problems due to the unique characteristics of the Indian market. Some of the major challenges that would be faced by SCILAL in terms of its assets would include:

- **Regulatory environment:** The Indian real estate sector is heavily regulated, which can make it difficult to navigate the complex legal and regulatory landscape. In this regard, the need to have all the requisite documentation in place, in respect of the real estate owned by SCILAL, cannot be emphasised. Some of the flats owned by SCILAL, retain legacy issues in so far as inadequate-documentation, which have to be mitigated, so as to realise their full value.
- **Construction challenges:** Since most of the properties transferred to SCILAL were purchased/transferred to SCI prior to 1980, by its predecessor companies, the quality of construction has deteriorated over the time. In view of the aforesaid fact and due to inconsistent maintenance and repair, the flats/assets of SCILAL needs substantial investment to make them habitable for leasing out or selling. Also, some of the properties of SCILAL are due for re-development and this could bring about significant gains in terms additional FSI being accrued to the owners, thereby leading to increase in the value of the property.
- **Opportunities.** The dilapidated property owned by SCILAL at Malad (jangla nagar) which is located in a commercially viable location, presents an excellent opportunity for SCILAL to undertake a re-development and transform it into a state of art Commercial Complex capable of generating significant stream of revenue for the company
- **Sales and marketing:** The Indian real estate market is highly competitive and a company will only be able to attract buyers if only it is able to differentiate itself. Effective sales and marketing strategies are therefore essential for success. Also assistance of external agencies (real estate agents and website designers/promoters) is required towards their conception and implementation.
- **Economic volatility:** The Indian economy is subject to significant volatility, which can impact the real estate sector. Economic slowdowns can lead to declining in demand for real estate, while inflation and interest rate fluctuations can increase costs and reduce profitability.

MTI

- **Civil Infrastructure (Structural Repairs):** Various Infrastructure & facilities at MTI have to be upgraded such as Internal Roads, Sagar Gyan Structural Repairs, improvement of Hostel facilities with addition of capacity in hostels, illumination of common areas, etc.
- **Upgrade in Technology for Simulator:** Existing Simulator used for training at MTI has to be upgraded with new age Simulator (both hardware & Software) of latest possible technology.
- **Workshop Training:** Currently various Workshop Trainings for GME and ETO are being undertaken in organizations approved by DG Shipping, which leads due to extra resources consumption.
- **IT Infrastructure:** MTI is in need to upgrading IT infrastructure
- **Faculty Matrix:** Due to inexperienced manpower/faculty at senior positions for some specific courses, MTI is facing difficulty in getting course participants for some specialised courses. Same needs to be taken up.

F. Competition from other sectors:

Real Estate

As SCILAL is presently not into active real estate business and is rather holding real estate assets, pursuant to demerger scheme. Also, the real estate assets of SCILAL are presently on lease to SCI. Hence, at present there is no competition with others in the real estate sector or from other sectors.

MTI

Currently there is competition from other private Maritime Training Institutes which uses unlimited resources in luring course participants via Digital Marketing, Social Media Marketing, advertisement in various marine magazines etc and other marketing techniques. Although our Course fee is competitive in market, due to lack of robust physical infrastructure and resources for promotion of courses in the market, lesser course utilization is being achieved.

G. Internal control systems and their adequacy.

Your Company has formulated the Risk Management policy after taking in to account the risks and the complexity of its operations. The internal control systems (including Internal Financial Controls over Financial Reporting) are being reviewed on an ongoing basis and necessary changes are carried out to align them with the statutory requirements.

H. Discussion on financial performance with respect to operational performance.

Your company has reported profit before tax of Rs. 1758 lakhs in FY 2022-23 as against a loss of Rs. 323 lakhs in FY 2021-22. Your company was incorporated on 10.11.2021. Income from MTI training has remained comparable throughout the year, while the average interest of 5.58% was earned in FY 2022-23 on the funds received as a part of demerger scheme. The net profit for the company for Financial Year 2022-23 stood at Rs. 3558 lakhs for the year which included an adjustment of Deferred tax amortization.

I. Material developments in Human Resources / Industrial Relations front, including number of people employed.

As SCILAL is yet to obtain its manpower sanction from Govt of India to initiate recruitment of its manpower resource, the operations of SCILAL are currently being run by SCI through a service level agreement. The process of manpower planning of SCILAL is in progress.

J. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Return on Net Worth (%) – The return on Net worth for the FY 2022-23 stood at 4.15% as compared to 2.77% FY 2021-22.

Particulars	2022-23	2021-22*
Return on Net worth (%)**	4.15	2.77
Return on Equity (%)	1.13	0.72

Return on Equity – The return on Equity of your company was 0.72% for the year ended 31.03.2022 as compared to 1.13% for the year ended 31.03.2023.

* Ratios of comparative period i.e, 2021-22 are based on previous year figures which have been restated, regrouped and rearranged post demerger wherever necessary to confirm to current year presentation of the financial statements as per Schedule III (Division II) to the Companies Act 2013.

** Net Worth has been calculated basis Average Net Worth as per Section 2(57) of the Companies Act.

26. RESERVATION POLICY

As of March 31, 2023, it is worth noting that SCILAL did not have any employees recorded on its payroll, thus signifying the non-implementation of any pertinent "Reservation Policy."

27. SC/ST/OBC REPORT

As of March 31, 2023, it is worth noting that SCILAL did not have any employees recorded on its payroll, thus no data is available to be disclosed under this section.

28. WOMEN REPRESENTATION:

As of March 31, 2023, it is worth noting that SCILAL did not have any employees recorded on its payroll, thus no data is available to be disclosed under this section.

29. POLICY TO PREVENT SEXUAL HARASSMENT AT WORKPLACE:

As of March 31, 2023, it is pertinent to highlight that SCILAL had no employees registered on its payroll, consequently leading to the absence of an Internal Complaints Committee as mandated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR)

There was no liability to spend any amount under the provisions of the Companies Act, 2013 for Corporate Social Responsibility for the FY 2022-23.

31. MATERIAL ORDERS OF JUDICIAL BODIES / REGULATORS

Details of significant and material orders passed by any Regulator, Court, Tribunal, Statutory and quasi-judicial body, impacting the going concern status of the company and its future operations –

Ministry of Corporate Affairs vide its order dated 22.02.2023 approved the Scheme of Arrangement for Demerger between Shipping Corporation of India Limited and Shipping Corporation of India Land and Assets Limited.

32. APPOINTMENT AND REMUNERATION POLICY:

The appointments in your company are done in accordance with Government of India guidelines. The remuneration to the senior management and other shore employees of your company is governed by the Presidential Directives issued by the Ministry of Ports, Shipping and Waterways (MoPSW) and Department of Public Enterprises (DPE), from time to time, which form the remuneration policy of your company. Please note that, as of 31.03.2023 there were no employees in SCILAL.

33. SEGMENT-WISE PERFORMANCE

Report on performance of the various operating segments of the Company (audited) is included at Note No. 33 of Notes on Financial Statements (Standalone) for the year ended 31st March 2023, which is forming part of the Annual Accounts.

34. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has formulated the Risk Management policy after taking in to account the risks and complexity of its operations. The internal control systems (including Internal Financial Controls over Financial Reporting) are being reviewed on an ongoing basis and necessary changes are carried out to align with the statutory requirements.

35. DIVIDEND DISTRIBUTION POLICY

As per the guidelines dated 27.05.2016 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.

Further the Board of Directors at its meeting dated 06.04.2023 has approved the Dividend Distribution Policy of the Company as per the requirements of the Listing Regulations. The Policy is available on the website of the Company and the weblink for the same is <https://www.scilal.com/upload/policy/3W6iihTsZL1DxsXEj8RZ13Q0u3HGgkvs2BMTDpXg.pdf>.

36. WHISTLE BLOWER POLICY

Your Company has formulated a Whistle Blower Policy as a part of vigil mechanism under Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 which was approved by Board of Directors on 06.04.2023. The Policy is available on the website of the Company and the weblink for the same is <https://www.scilal.com/upload/policy/B9MQR0mRrCopoG5OHTA65HVnSmcQwZCZVgtIT8eC.pdf>.

37. CODE OF CONDUCT

The Board of Directors of the Company adopted the “Code of Business Conduct & Ethics for Board Members and Senior Management Personnel” which was further reviewed and approved in the Board Meeting dated 07.08.2023. This Code of Conduct is bifurcated into the “Code of Business Conduct and Ethics for Board Members” and “Code of Business Conduct for Senior Management Personnel”. The Code is in alignment with the Company’s vision and values to achieve the Mission and Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. The code is available on the website of the Company and the weblink for the same is <https://www.scilal.com/upload/policy/wI9UCPfcjUNRhfwPVCfIEQgtz3sv0AAy27iNaybP.pdf>.

38. CORPORATE GOVERNANCE

Your Company has fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders’ value. The Company is taking all appropriate actions to comply with the provision of Corporate Governance under various laws, rules and regulations.

39. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Auditors of the Company has not reported any frauds.

40. INSOLVENCY AND BANKRUPTCY CODE

During the year, the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, along with their status was “NIL”.

41. VIGILANCE DIVISION IN SCILAL

Subsequent to SCILAL become an independent CPSE, the Company is undertaking all necessary steps to establish a vigilance Division in coordination with the competent authorities.

42. CAUTIONARY STATEMENT

The statements made in the Management Discussion and Analysis report describing Company’s objectives, projections, estimates and expectations may be “forward looking statements” within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

43. DECLARATION OF INDEPENDENCE

The Company does not have any independent director during the financial year 2022-23 and as on date.

44. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI LODR Regulations, details of equity shares in the suspense account are as follows:

Sr. No	Particulars	No of Shareholders	No of Equity Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e as on 1st April, 2022	Nil	Nil
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the FY 2022-23;	Nil	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the FY 2022-23	Nil	Nil

Sr. No	Particulars	No of Shareholders	No of Equity Shares
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e 31st March 2023	Nil	Nil
5	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil	Nil

The Company, on 24.05.2023 has transferred 92,071 shares of Rs 10/- each which bounced back during corporate action process undertaken by the Company to issue Shares to the Shareholders of Shipping Corporation of India as on 31.03.2023 (Record Date) in terms of Scheme of Arrangement of Demerger. The details of Shareholders who are entitled to Shares of the Company but whose shares are transferred to the Suspense Account are available on the Website of the Company on www.scilal.com. Voting Rights attached to these above-mentioned shares shall remain frozen till the rightful owner of such shares claims the shares.

45. PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

As per notification dated June 5, 2015 issued by the Ministry of Corporate Affairs, the provision related to evaluation of performance of Board, its committees and individual directors under section 178(2) of the Companies Act, 2013 is exempt for Government Companies.

46. SECRETARIAL STANDARD

Section 118(10) of the Companies Act, 2013 requires every company to observe the secretarial standards with respect to General and Board Meetings specified by the Institute of Company Secretaries of India and approved as such by the Central Government. The Company complied with all the applicable Secretarial standards.

47. AUDITORS REPORT

- The Statutory Auditors have given an unqualified report on the Financial Statement of the Company for the Financial Year 2022-23
- The Comptroller and Auditor General of India in their Comments for the year ended 31st March 2023 have brought out that;

Standalone Balance Sheet

Notes to Financial Statements

Under the demerger scheme, approved by the Ministry of Corporate Affairs vide its order dated 22 February 2023, Shipping Corporation of India was to transfer Rs.1000 crore to Shipping Corporation of India Land and Assets Limited (SCILAL) towards Minimum Surplus Cash at "SCI Surplus Cash Account for holding and maintenance of Non-Core Assets". SCILAL has accounted for Rs.1000 crore in its accounts and Shipping Corporation of India has also transferred the same from their books. However, as on 31 March 2023, FD for an amount of Rs.667.07 crore have not been endorsed in the name of SCILAL. The fact should have been disclosed by way of notes on accounts.

The Board of Directors reply to the above comment is as below:

As per Para 2, Part I, Chapter 2 of the Scheme of Demerger, approved by the Ministry of Corporate Affairs vide its order dated 22 February 2023, "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."

Furthermore, the banks have either issued a fresh certificate or changed the name of the deposit holder in the Fixed Deposit receipt with the deposit date remaining as the original date. Hence it is construed that the deposits were held in the name of SCILAL with effect from the deposit date which was prior to 31.03.2023. Accordingly the accounting was carried out in the books of accounts and there is no financial implication on the financials of the company for the year ended 31.03.2023.

It is further submitted that all the Fixed Deposits of Rs. 1000 cores are held in the name of the company as on date.

48. ACKNOWLEDGEMENTS

Your Directors would like to express their gratitude to the Government of India for its support. We wish to thank the Hon'ble Minister of Ports, Shipping and Waterways and Minister of AYUSH, Shri. Sarbananda Sonowal and Hon'ble Minister of State for Ministry of Ports, Shipping and Waterways, Shri Shripad Naik and Shri Shantanu Thakur for their leadership and consistent support. We would also like to express our gratitude towards Secretary (MoPSW) for his guidance and support. Our sincere thanks are also due to the other officials of the Administrative Ministry, other Ministries and Departments of the Government of India. We also wish to express our special appreciation towards all the shareholders, stakeholders and colleagues on the Board of Directors. We also take this opportunity to express our gratitude to all employees of SCI for the efforts and initiatives taken for functioning of the company.

For and on Behalf of the Board of Directors

Sd/-

Capt. B. K. Tyagi

Chairman and Managing Director

Place: Mumbai

Date: 07.08.2023



FORM NO. AOC-2

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2023 which were not at arm's length basis.

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

Below transactions occurred at arm's length price with Shipping Corporation of India Limited during the FY 2022-23.

- Service Agreement for accounting and other services w.e.f. November 16, 2021 for services rendered by SCI for Rs. 18.94 lakhs per month has been executed during FY 2022-23.
- Amount receivable from Shipping Corporation of India Limited is Rs. 280 lakhs.

Note: Framework Agreement is proposed to be entered between Shipping Corporation of India Land and Assets Limited and Shipping Corporation of India Limited for Identified Non Core Assets which shall collectively mean (a) Mumbai Shipping House, (b) Mumbai Staff Quarteres, (c) Kolkata Staff Quarters, (d) Mumbai Data Centre and (e) Kolkata Shipping House. The Agreement would have ten schedules for leave and license agreements pre-disinvestment and post dis-investment for identified non core assets.

For and on Behalf of the Board of Directors

Sd/-

Capt. B. K. Tyagi

Chairman and Managing Director

DIN: 08966904

Place: Mumbai

Date: 08.05.2023

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED, MUMBAI, FOR THE YEAR ENDED 31 MARCH 2023

The preparation of financial statements of Shipping Corporation of India Land and Assets Limited, Mumbai for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (the Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 08 May 2023.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Shipping Corporation of India Land and Assets Limited, Mumbai for the year ended 31 March 2023 under section 143(6)(a) of the Act. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records.

Based on my supplementary audit, I would like to highlight the following significant matters under Section 143(6)(b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the Financial Statements and the related Audit Report.

A. Comments on Disclosure

Notes to Financial Statements

Under the demerger scheme, approved by the Ministry of Corporate Affairs vide its order dated 22 February 2023, Shipping Corporation of India Limited was to transfer Rs.1,000 crore to Shipping Corporation of India Land and Assets Limited (SCILAL) towards Minimum Surplus Cash at "SCI Surplus Cash Account for holding and maintenance of Non-Core Assets". SCILAL has accounted for Rs.1,000 crore in its accounts and Shipping Corporation of India has also transferred the same from their books. However, as on 31 March 2023, FDs for an amount of Rs.667.07 crore have not been endorsed in the name of SCILAL. The fact should have been disclosed by way of notes on accounts.

**For and on behalf of the
Comptroller and Auditor General of India**

**(Guljari Lal)
Director General of Audit (Shipping), Mumbai**

**Place: Mumbai
Date:28.07.2023**



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 2023, the statement of Profit and Loss and the statement of Cash Flows for the 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 2023, the profit 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 year under review. 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.

We draw attention to the following:

The Company was incorporated as a wholly owned subsidiary of The Shipping Corporation of India Limited (SCI Limited) with the object of holding and disposing the Non-Core Assets of SCI Limited distinct from the disinvestment transaction. MCA order dated 22.02.2023 has approved the demerger scheme. While the effective date being 14.03.2023, the appointed date of demerger of the company is 01.04.2021 and accordingly the figures for the period ended on March 31, 2022 are restated, giving effect of the demerger scheme. Also, w.e.f. this date the Company is a Government Company as per section 2(45) of the Companies Act, 2013 and from this date the company has ceased to be subsidiary of SCI Limited.

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.

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.

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.



INDEPENDENT AUDITOR'S REPORT

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, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls 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:
 - 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: 23044687BGWZHG1604

Place: Mumbai,
Date : 08-05-2023

Annexure “A” to the Independent Auditors Report of Shipping Corporation of India Land and Assets Limited for the period ended on 31st March 2023 (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 2023, we report that:

- (I) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
The Company did not have intangible assets, therefore clause 3 (i)(a)(B) of the order is not applicable.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management in accordance with a phased program of verification, which in our opinion is reasonable, considering the size and nature of its assets. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties disclosed in the financial statements, are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) during the year.
- (e) 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. accordingly, the provisions stated in paragraph 3(i) (e) of the order are not applicable to the company.
- (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, 2023 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.



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

- (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, 2023, 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.

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT



- 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 reported cash loss of Rs. 250.00 lakhs as per restated financial statements (Rs. 0.17 lacs before demerger) for the period ended on March 31, 2022.
- (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: 23044687BGWZHG1604

Place: Mumbai,
DATE : 08-05-2023



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

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 2023

	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.

Place: Mumbai,
DATE : 08-05-2023

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

CA Nirmal Kumar Khetan
Partner
UDIN: 23044687BGWZHG1604

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, 2023, 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.

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.



ANNEXURE “C” TO THE INDEPENDENT AUDITOR’S REPORT

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, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai,
DATE : 08-05-2023

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

CA Nirmal Kumar Khetan
Partner
UDIN: 23044687BGWZHG1604

STANDALONE BALANCE SHEET



Shipping Corporation of India Land and Assets Limited Standalone Balance Sheet

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
ASSETS				
Non-current assets				
Property, plant and equipment	6		238,998	238,936
Investment Property	7		239	231
Capital work-in-progress	8		-	100
Right-of-use asset	9		8	8
Intangible Assets	10		-	-
Financial assets				
i. Investments				
ii. Loans				
iii. Other financial assets	11		-	38
Deferred tax assets (net)			-	-
Income Tax assets (net)	12		8	280
Other non-current assets			-	-
Total non-current assets			239,253	239,593
Current assets				
Inventories				
Financial assets				
i. Investments				
ii. Trade receivables				
iii. Cash and cash equivalents	13(a)	1.00	1	1,001
iv. Bank balances other than (iii) above	13(b)		60,925	31,217
v. Loans				
vi. Other financial assets	13(c)		39,478	70,707
Other current assets	13(d)		-	122
Total current assets		1.00	100,404	103,047
Assets classified as held for sale	14		7	7
Total current assets			100,411	103,054
Total assets		1.00	339,664	342,647
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	1.00		
Equity share capital (Pending for allotment)*			46,580	46,580
Other Equity	16	(0.17)	267,496	271,054
Total equity		0.83	314,076	317,634



STANDALONE BALANCE SHEET

Shipping Corporation of India Land and Assets Limited

Standalone Balance Sheet

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
LIABILITIES				
Non-current liabilities				
Financial liabilities				
i. Borrowings				
ii. Lease Liabilities	17		9	9
iii. Other financial liabilities				-
Provisions				-
Deferred tax liabilities (net)	18		2,904	632
Other non-current liabilities				-
Total Non-Current liabilities			2,913	641
Current Liabilities				
Financial liabilities				
i) Borrowings				
ii. Lease Liabilities	17		-	-
iii. Trade Payables				
(a) total outstanding dues of micro enterprises and small enterprises; and			-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	19	0.17	204	1
iv. Other financial liabilities			-	-
Other current liabilities				
Provisions				
Total current liabilities		0.17	204	1
Liabilities directly associated with assets classified as held for sale	20		22,471	24,371
Total liabilities		0.17	25,588	25,013
Total equity and liabilities		1	339,664	342,647

* The equity shares has been allotted on 06.04.2023

As per our report of even date attached hereto

For and behalf of the Board of Directors

CA Nirmal Kumar Khetan
Partner, M No. 044687, M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195

Mr. Mohammad Firoz
Company Secretary

Ms. Laxmi Kamath
Chief Financial Officer

Capt. B. K. Tyagi
Chairman & Managing Director
DIN - 08966904

Shri Rajiv Jalota
Director
DIN - 00152021

Mumbai
Dated: 08.05.2023

STANDALONE STATEMENT OF PROFIT AND LOSS



Shipping Corporation of India Land and Assets Limited

Standalone Statement of Profit and Loss

(All amounts in INR lakhs, unless otherwise stated)

Sr. No	Particulars	Notes	Year ended 31 March 2022 Before Demerger	Year Ended 31 March 2022 After Demerger	Year Ended 31 March 2023
I	Revenue From operations	21		652	1235
II	Other Income	22		582	5080
III	Total Income (I+II)			1234	6315
IV	Expenses				
	Cost of services rendered	23		791	1978
	Employee benefits expense			-	-
	Finance costs	24		1	1
	Depreciation and amortisation expense	25		73	76
	Other expenses	26	0.17	692	2502
	Total expenses (IV)		0.17	1,557	4,557
V	Profit/(Loss) before exceptional items and tax (III-IV)		(0.17)	(323)	1,758
VI	Exceptional items			-	-
VII	Profit/(Loss) before tax (V-VI)		(0.17)	(323)	1,758
VIII	Tax expense				
	Current tax	27		-	473
	Tax pertaining to earlier years				
	Deferred tax	28		(2,598)	(2,273)
	Total tax expense (VIII)			(2,598)	(1,800)
IX	Profit/(Loss) for the period (VII-VIII)		(0.17)	2,275	3,558
X	Other comprehensive income				
	<i>Items that will not be reclassified to profit or loss:</i>				
	Remeasurements gain/(loss) of defined benefit plans				
	Other comprehensive income for the period, net of tax (X)			-	-
XI	Total comprehensive income for the period (IX+X)		(0.17)	2,275	3,558
XII	Earnings per equity share *				
	(1) Basic earnings per share (in ₹)		(1.74)	0.49	0.76
	(2) Diluted earnings per share (in ₹)		(1.74)	0.49	0.76

* After Demerger EPS has been calculated basis share pending for allotment and same has been allotted on 06.04.2023

As per our report of even date attached hereto

For and behalf of the Board of Directors

CA Nirmal Kumar Khetan
Partner, M No. 044687, M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195

Mr. Mohammad Firoz
Company Secretary

Ms. Laxmi Kamath
Chief Financial Officer

Capt. B. K. Tyagi
Chairman & Managing Director
DIN - 08966904

Shri Rajiv Jalota
Director
DIN - 00152021

Mumbai
Dated: 08.05.2023



STANDALONE CASH FLOW STATEMENT

Shipping Corporation of India Land and Assets Limited

Standalone Cash flow statement

(All amounts in INR lakhs, unless otherwise stated)

Particulars		As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023 After Demerger
A	Cash Flow from operating activities			
	Profit/(Loss) before income tax	(0.17)	(323)	1,758
	Adjustments for			
	Add:			
	Depreciation and amortisation expenses	-	73	76
	Finance costs	-	1	1
	Foreign Currency Fluctuations	-	682	1,900
	Less:			
	Interest received	-	(582)	(5,080)
	Change in operating assets and liabilities			
	(Increase)/Decrease in Trade Receivables	-	-	-
	(Increase)/Decrease in Other Current / Non Current Assets	-	(355)	(74)
	(Increase)/Decrease in inventories	-	-	-
	Increase/(Decrease) in Trade Payables	-	1	(165)
	(Increase)/Decrease in Other Current / Non Current Liabilities	0.17	-	-
	Cash generated from operations	-	(503)	(1,584)
	Income taxes paid		(8)	(745)
	Net cash inflow from operating activities	-	(511)	(2,329)
B	Cash flow from investing activities:			
	Purchase of property, plant and equipment/ intangible assets	-	(70)	(106)
	Sale proceeds of property, plant and equipment	-	-	-
	Assets Held for Sale	-	-	-
	Deffered Tax Liabilites	-	-	-
	Other Deposits with banks	-	-	(28,708)
	Other Current Deposits with banks	-	-	29,708
	Other Financial Assets	-	-	-
	Interest received	-	582	2,436
	Net cash inflow / (outflow) from investing activities	-	512	3,330

STANDALONE CASH FLOW STATEMENT



Shipping Corporation of India Land and Assets Limited

Standalone Cash flow statement

(All amounts in INR lakhs, unless otherwise stated)

Particulars		As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023 After Demerger
C	Cash flow from financing activities			
	Investment in equity shares made by holding company The SCI LTD	1.00	1.00	-
	Share Capital pending allotment	-	-	-
	Adjustment in Retained Earnings	-	-	-
	Interest paid	-	-	-
	Dividend Paid	-	-	-
	Payment of Lease liability	-	-	-
	Other financing costs	-	(1)	(1)
	Net cash outflow from financing activities	1.00	-	(1)
	Net increase/(decrease) in cash and cash equivalents	1.00	1	1,000
	Cash and cash equivalents at the beginning of the financial year	-	-	1
	Exchange difference on translation of foreign currency cash and cash equivalents	-	-	-
	Cash and cash equivalents at the end of the year	1.00	1	1,001

As per our report of even date attached hereto

For and behalf of the Board of Directors

CA Nirmal Kumar Khetan
Partner, M No. 044687, M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195

Mr. Mohammad Firoz
Company Secretary

Ms. Laxmi Kamath
Chief Financial Officer

Capt. B. K. Tyagi
Chairman & Managing Director
DIN - 08966904

Shri Rajiv Jalota
Director
DIN - 00152021

Mumbai
Dated: 08.05.2023

STATEMENT OF CHANGES IN EQUITY

Shipping Corporation of India Land and Assets Limited
Standalone Statement of Changes in Equity
(All amounts in INR lakhs, unless otherwise stated)
Statement of Changes in Equity

A. Equity Share Capital

For the Year ended 31st March 2022 Before Demerger				For the Year ended 31st March 2022 After Demerger			
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year (Pending for allotment)*
-	-	-	100,000	100,000	-	-	4,657,990,100
For the Year ended 31st March 2023							
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the current reporting period (Pending for allotment)*			
4,657,990,100	-	-	-	4,657,990,100			

* The equity shares has been allotted on 06.04.2023

B. Other Equity

For the Year ended 31st March 2022 Before Demerger									
Particulars	Share application money pending allotment	Equity component of compound financial instrument	Capital Reserve	Securities Premium	Year ended 31 March 2023	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilised)	Retained Earnings	Total
Balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-
Transfer from surplus in Statement of Profit & Loss account	-	-	-	-	-	-	-	(0.17)	(0.17)
Transfer to Capital Reserve	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	-	-	-	-
Transfer from Retained Earnings	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	-	-	-	-	(0.17)	(0.17)

Shipping Corporation of India Land and Assets Limited
Standalone Statement of Changes in Equity

(All amounts in INR lakhs, unless otherwise stated)

Statement of Changes in Equity

Particulars	For the Year ended 31st March 2022 After Demerger									
	Share application money pending allotment*	Equity component of compound financial instrument	Capital Reserve	Securities Premium	General Reserve	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilised)	Retained Earnings	Total	
Balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	
Transfer from surplus in Statement of Profit & Loss account	-	-	-	-	-	-	-	2,275	2,275	
Transfer from Capital Reserve (Cancellation of Shares) as per Demerger Scheme	-	-	1	-	-	-	-	-	1	
Transfer to Capital Reserve as per Demerger Scheme	-	-	28,990	-	-	-	-	-	28,990	
Transfer to Retained Earnings as per Demerger Scheme (including Revaluation of MTI Land)	-	-	-	-	-	-	-	241,732	241,732	
Transfer to General Reserve	-	-	-	-	-	-	-	-	-	
Transfer from Retained Earnings as per Demerger Scheme (Balance DTL on Revaluation of MTI Land)	-	-	-	-	-	-	-	(5,502)	(5,502)	
Balance at the end of the current reporting period	-	-	28,991	-	-	-	-	238,505	267,496	

STATEMENT OF CHANGES IN EQUITY



STATEMENT OF CHANGES IN EQUITY

Shipping Corporation of India Land and Assets Limited
Standalone Statement of Changes in Equity
(All amounts in INR lakhs, unless otherwise stated)
Statement of Changes in Equity

Particulars	For the Year ended 31st March 2023									
	Share application money pending allotment	Equity component of compound financial instrument	Capital Reserve	Securities Premium	General Reserve	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilised)	Retained Earnings	Total	
Balance at the beginning of the current reporting period	-	-	28,991	-	-	-	-	238,505	267,496	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	
Transfer from surplus in Statement of Profit & Loss account	-	-	-	-	-	-	-	3,558	3,558	
Transfer to Capital Reserve (Cancellation of Shares) as per Demerger Scheme	-	-	-	-	-	-	-	-	-	
Transfer to Capital Reserve as per Demerger Scheme	-	-	-	-	-	-	-	-	-	
Transfer to Retained Earnings as per Demerger Scheme (Revaluation of MTI Land)	-	-	-	-	-	-	-	-	-	
Transfer from Retained Earnings as per Demerger Scheme (Balance DTL on Revaluation of MTI Land)	-	-	-	-	-	-	-	-	-	
Balance at the end of the current reporting period	-	-	28,991	-	-	-	-	242,063	271,054	

As per our report of even date attached hereto

For and behalf of the Board of Directors

CA Nirmal Kumar Khetan
Partner, M No. 044687, M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195

Mr. Mohammad Firoz
Company Secretary

Ms. Laxmi Kamath
Chief Financial Officer

Capt. B. K. Tyagi
Chairman & Managing Director
DIN - 08966904

Shri Rajiv Jalota
Director
DIN - 00152021

Mumbai, Dated: 08.05.2023

1. General information

Shipping Corporation of India Land and Assets Limited (the “Company” or “SCILAL”) was incorporated as a public limited company under the Companies Act, 2013, in Maharashtra, India, under the name of Shipping Corporation of India Land and Assets Limited pursuant to a certificate of incorporation dated November 10, 2021 issued by the Registrar of Companies, Mumbai, at Mumbai. It has been incorporated as a wholly owned subsidiary of The Shipping Corporation of India Limited (SCI) with the object of holding and disposing the Non-Core Assets of SCI distinct from the disinvestment transaction. Pursuant to the MCA order dated 22.02.2023 approving the demerger scheme and effective date being 14.03.2023, SCILAL will now be listed on stock exchange for which it is required to float an Information memorandum in the market consisting of information about the Company which includes restated financials giving effect of demerger. The appointed date of SCILAL demerger is 01.04.2021 and accordingly the Company is a Govt Company as per section 2(45) of the Companies Act, 2013 and from this date it has ceased to be subsidiary of SCI Ltd. Hence, the inclusion of relevant accounting policies as given below:

2. Significant Accounting Policies

These financial statements are authorised for issue by the board of directors on 08.05.2023.

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

These financial statements of the company have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. These financial statements for the periods presented have been prepared from the Audited Financial Statements for the year ended 31st March, 2022 and for the year ended 31st March, 2023. The effect of demerger has been incorporated in these financial statements for the year ended 31st March, 2022 and for the year ended 31st March, 2023.

The authorized Share Capital of the Company has been increased to Rs. 4,65,80 lakhs (4658 lakhs Equity Shares of face value of Rs. 10 each).

The company (SCILAL) issued Equity Shares to the shareholders of SCI Ltd on 01.04.2021 and allotted the same on 06.04.2023, in ratio of 1:1 as per the scheme of Arrangement, based on the record date i.e. 31.03.2023. Equity Share Capital of Rs. 1 lakh held by the demerged company (SCI Ltd.) prior to demerger has been cancelled and the same has been transferred to Capital Reserve.

2.2 Cash and cash equivalents

Cash and cash equivalents include 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.

2.3 Foreign currency translation

(a) Functional and Presentational Currency

Items included in the Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The Standalone Financial Statements are presented in ‘Indian Rupees’ (INR), which is the Company’s functional and presentation currency.

(b) Transactions and Balances

All foreign currency transactions are recorded at the previous day’s available RBI reference rate/exchange rate published through FBIL (Financial Benchmarks India Private Limited). Since the RBI reference rate published through FBIL is available for four major currencies only i.e. USD, GBP, EUR, YEN, exchange rates of other currencies are taken from xe.com website.

The foreign currency balances in US Dollars appearing in the books of account at the period end are translated into Indian Rupees at the available RBI reference rate/exchange rate published through FBIL at the period end. The foreign currency balances other than US Dollars, UK Pounds, Euro and Japanese YEN appearing in the books of account at the period end are translated into Indian Rupees at the rate available on xe.com website at the period end. Thereafter, the monetary assets and monetary liabilities shall be translated into rupees at rate prevailing at the period end.

The exchange differences arising on translation of other monetary assets and liabilities are recognised in the Statement of profit and loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value is determined.

2.4 Property, Plant and Equipment

The Land and Buildings transferred from SCI Ltd. (at book value as on 01.04.2021) under the scheme of arrangement are accounted as Property, Plant and Equipment. Further items of property, plant and equipment acquired or constructed afterwards are stated at historical cost net of recoverable taxes, less accumulated depreciation and accumulated impairment of loss, if any.

Expenditure incurred on assets which are not ready for their intended use as on Balance Sheet date comprising direct cost, related incidental expenses and attributable borrowing cost (net of revenues during constructions) are disclosed under Capital Work-in-Progress.

The Freehold land at MTI transferred from SCI under the scheme of arrangement has been measured at fair value on transition date i.e. 01.04.2015 by SCI (on transition to Ind AS) and that fair value is used as the deemed cost.

Depreciation:

Depreciation on all assets is charged on "Straight Line Method" less residual value.

Depreciation on other tangible assets is provided on the straight-line basis, over the estimated useful lives of assets as prescribed in the Schedule II of the Act, except in following cases:

- 1) Solar Plants are depreciated over a period of 25 years based on the technical assessment of useful life.
- 2) Assets costing individually Rs. 5,000/- and below are fully depreciated in the year of acquisition.

Depreciation on additions / deductions to PPE made during the year is provided on pro-rata basis from / up to the date of such additions / deductions, as the case may be.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

2.5 Investment Property

The Fixed Assets other than MTI assets transferred from SCI Ltd under the scheme of arrangement are accounted as Investment Property (at book value as on 01.04.2021). Further items of Investment Property acquired or constructed afterwards are stated at historical cost net of recoverable taxes, less accumulated depreciation and accumulated impairment of loss, if any.

Depreciation:

Depreciation on Investment Property is charged on "Straight Line Method" less residual value.

Depreciation on other tangible assets is provided on the straight-line basis, over the estimated useful lives of assets as prescribed in the Schedule II of the Act, except for assets costing individually Rs. 5,000/- and below are fully depreciated in the year of acquisition.

Depreciation on additions / deductions to PPE made during the year is provided on pro-rata basis from / up to the date of such additions / deductions, as the case may be.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

De-Recognition:

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

Expenditure incurred on assets which are not ready for their intended use as on Balance Sheet date comprising direct cost, related incidental expenses and attributable borrowing cost (net of revenues during constructions) are disclosed under Capital Work-in-Progress.

2.6 Trade Receivable

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are recognized initially at fair value. They are subsequently measured at amortised cost using the effective interest method, net of provision for impairment. The carrying value less impairment provision of trade receivables, are assumed to be approximate to their fair values.

2.7 Investments and other financial assets

i. Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

ii. Subsequent measurement

For the purposes of subsequent measurement, the company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt instruments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

Financial Assets measured at Amortised Cost:

Financial assets such as trade receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using effective interest (EIR) method.

Gain or loss on a debt instrument that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI):

A financial asset is classified as at the FVTOCI if both the following criteria met:

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

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in other income using the effective interest rate method.

Financial Assets measured at Fair Value through Profit or Loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a financial asset that is subsequently measured at fair value through profit or loss is recognised in profit or loss in the period in which it arises. Interest income from these financial assets is included in other income.

2.8 Income tax

Tax expense represents the sum of the current tax and deferred tax.

Current Tax – Current Tax is measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax - Deferred income tax is provided in full, using the liability method, on temporary differences (other than those which are covered in tonnage tax scheme) arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone Financial Statements. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

2.9 Provisions and Contingent Liabilities

Provisions are recognised 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.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made is treated as contingent liability.

2.10 Revenue Recognition

Revenue Income is recognised in the Statement of Profit and Loss when:

- The income generating activities have been carried out on the basis of a binding agreement
- The income can be measured reliably
- It is probable that the economic benefits associated with the transaction will flow to the Company
- Costs relating to the transaction can be measured reliably

Revenue for all businesses is recognised when the performance obligation has been satisfied, which happens upon the transfer of control to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for the goods and services.

Revenue is recognised when or as performance obligations are satisfied by transferring the promised goods or services to the customer, i.e. at a point in time or over time provided that the stage of completion can be measured reliably.

Interest income - Interest income consists of interest on Surplus Funds received from SCI under scheme of arrangement. The interest income is recognised as it accrues in the statement of profit and loss.

2.11 Insurance Claims

The Insurance claims made by the Company are recognized on acceptance by the underwriters.

2.12 Leases

A contract or parts of contracts that conveys the right to control the use of an identified asset for a period of time in exchange for payments to be made to the owners (lessors) are accounted for as leases. Contracts are assessed to determine whether a contract is, or contains, a lease at the inception of a contract or when the terms and conditions of a contract are significantly changed.

Where the Company is the lessee in a lease arrangement at inception, the lease contracts are recognized as rights-of use assets and lease liabilities are measured at present value of lease payments at initial recognition except for short-term leases and leases of low value. The rights of use assets are depreciated on a straight line basis over a lease term. Lease payments are discounted using the interest rate implicit in the lease. If that rate is not readily available, the incremental borrowing rate is applied. The incremental

NOTES TO STANDALONE FINANCIAL STATEMENTS



borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right-of-use asset in a similar economic environment. Payments associated with short-term leases and leases of low-value assets are recognised as an expense in profit & loss Account.

2.13 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted Earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.14 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.

3. Demerger Scheme Accounting

As per Part II, Clause 2, read with Part III Clauses 4 and 12 of the demerger scheme filed by SCI, w.e.f. 14.03.2023 (Effective Date) the company had accounted for the demerger and vesting of the Non-Core Assets in its books of accounts.

The accounting for the Non-core Assets and the Liabilities is with effect from the appointed date of **01.04.2021** in the books of the company, whereas all profits, income, costs, charges, expenses, taxes or losses, relating to the Non-Core Assets, for all purposes, is 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** and **25.05.2022** as applicable.

Net of Assets and Liabilities, Issue of Equity Share (pending for allotment) & Capital Reserve on Demerger

(Amount in INR Lakhs unless otherwise stated)

Particulars	Face value	As at 01 April 2021
A) Assets Transferred from SCI as per Demerger Scheme on 01.04.2021		
i) Freehold Land		2,37,630
ii) Buildings		1,110
iii) Ownership Flats & Residential Buildings		108
iv) Furniture, Fittings & Equipments		305
v) Leasehold property (Shipping House Land)		9
vi) 295,029 (Prev. yr. 295,029) shares of 1 USD each fully paid of ISI Maritime Ltd. (Shares are received as a gift from Irano-Hind Shipping Co. (P.J.S)).	1USD	-
vii) 16 (Prev.yr.16) shares of USD 1 each fully paid up of BIIS Maritime (Shares are received as gift from Irano-Hind Shipping Co. (P.J.S))	1USD	-
viii) 1,00,000 (Prev.yr.1,00,000) shares of Rs 10 each fully paid up of SAIL SCI Shipping Company Pvt. Ltd.		10
Less: Impairment loss allowance		(3)
ix) Irano Hind Shipping Co. Ltd.		39
Less: Impairment loss allowance		(39)
x) Advance to Irano Hind Shipping Co. Ltd.		23
Less: Provision for Doubtful advances		(23)
xi) Surplus Cash		1,00,000
Total (A)		3,39,169

Net of Assets and Liabilities, Issue of Equity Share (pending for allotment) & Capital Reserve on Demerger (Amount in INR Lakhs unless otherwise stated)

B) Liabilities Transferred from SCI as per Demerger Scheme		
i)	Other current liabilities held for sale	21,788
ii)	Lease Liabilities (Shipping House land)	9
iii)	Deferred Tax Liability on upward valuation of MTI Land	5,502
Total (B)		27,299
C) MTI Business Assets		
i)	Furniture & Fixtures	84
ii)	Provision for Income - MTI	37
iii)	Other Deposits given to vendor	11
Total (C)		132
D) MTI Business Liabilities		
i)	Vendor Recon a/c general	61
ii)	Vendor Recon a/c - unrealised gain/loss	0
iii)	GR/IR CLG A/C - Services	24
iv)	GR/IR CLG A/C - Inventory - Others	3
v)	Provision for liabilities MTI Powai	115
Total (D)		203
(E) Retained Earnings of MTI		4,373
(F) Net of Assets and Liabilities on 01.04.2021 (A-B+C-D-E)		3,07,426
G) Issue of Equity Share to the Share holder of SCI		46,580
H) Retained Earnings - (upward valuation of PPE out of which share capital not issued)		2,37,359
(I) Deferred Tax –upward valuation of PPE		5,502
J) Balance Transfer to Capital Reserve on Demerger		28,990

4. Earnings Per Share

Post Demerger Earnings Per Share have been calculated basis shares pending for allotment. Same has been allotted on 06.04.2023.

5. Related Party Disclosure

SCILAL has been incorporated as the wholly owned subsidiary of SCI. Pursuant to the MCA order dated 22.02.2023 approving the demerger scheme and effective date being 14.03.2023, SCILAL will be listed on stock exchange and become a separate legal entity under the common control of Govt. of India. The appointed date of SCILAL demerger is 01.04.2021 and accordingly w.e.f. this date the Company is a Govt Company as per section 2(45) of the Companies Act, 2013 and from this date the company has ceased to be subsidiary of SCI Ltd. The transaction with SCI is as follows.

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

5. Related Party Disclosure (Contd.)

1. Nature of Transactions	Year Ended 31 March 2022 Before Demerger	Year Ended 31 March 2022 After Demerger	Year Ended 31 March 2023
a. Interest Income due from SCI	-	582	5080
b. Other Income due from SCI	-	652	1235
c. Revenue Expenses incurred by SCI and payable by SCILAL	0.14	800	2267
d. Capital expenses incurred by SCI for buildings	-	70	106
2. Outstanding Balances	Year Ended 31 March 2022 Before Demerger	Year Ended 31 March 2022 After Demerger	Year Ended 31 March 2023
Receivable from SCI	(0.14)	366	280

As per our report of even date attached hereto

For and behalf of the Board of Directors

CA Nirmal Kumar Khetan
Partner, M No. 044687, M/s JKJS & Co. LLP
Firm Regn. No.: 121161W/ W100195

Mr. Mohammad Firoz
Company Secretary

Ms. Laxmi Kamath
Chief Financial Officer

Sh. B. K. Tyagi
Chairman & Managing Director
DIN - 08966904

Sh. Rajiv Jalota
Director
DIN - 00152021

Mumbai
Dated: 08.05.2023



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 6: Property, plant and equipment

Particulars	Ownership Flats & Residential Buildings	Freehold Land	Buildings	Furniture, Fittings & Equipments	Total
Year ended 31 March 2022					
Gross carrying amount					
Assets Received under Demerger Scheme (01 April 2021)	-	237,629	1,146	560	239,335
Additions	-	-	30	1	31
Transfer from CWIP	-	-	-	-	-
Closing gross carrying amount (31 March 2022)	-	237,629	1,176	561	239,365
Accumulated depreciation					
Assets Received under Demerger Scheme (01 April 2021)	-	-	133	170	303
Depreciation charge for the year	-	-	32	32	64
Closing accumulated depreciation (31 March 2022)	-	-	165	202	367
Net carrying amount (31 March 2022)	-	237,629	1,011	359	238,998
Year ended 31 March 2023					
Gross carrying amount					
Opening gross carrying amount (01 April 2022)	-	237,629	1,176	561	239,366
Additions	-	-	-	2	2
Transfer from CWIP	-	-	-	-	-
Closing gross carrying amount (31 Mar 2023)	-	237,629	1,176	563	239,368
Accumulated depreciation					
Opening accumulated depreciation (01 April 2022)	-	-	165	202	367
Depreciation charge for the year	-	-	32	32	64
Disposals	-	-	-	-	-
Closing accumulated depreciation (31 Mar 2023)	-	-	197	234	431
Net carrying amount (31 Mar 2023)	-	237,629	979	328	238,936

Notes

- (1) Buildings include cost of Shipping House at Mumbai Rs 134 lakhs which is on leasehold land (Previous year Rs 134 lakhs)
- (2) Ownership Flats and Residential Buildings: 16 flats at MTI which does not have any book value.
- (3) There is no significant property, plant and equipment as on 31st Mar. 2022 and 31st Mar. 2023 which are fully depreciated and are still in use.

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 7: Investment Property

Particulars	Freehold Land	Buildings	Ownership Flats & Residential Buildings	Total
Year ended 31 March 2022				
Gross carrying amount				
Assets Received under Demerger Scheme (01 April 2021)	1	132	139	272
Additions	-	15	-	15
Transfer from CWIP*	-	25	-	25
Closing gross carrying amount (31 March 2022)	1	172	139	312
Accumulated depreciation				
Assets Received under Demerger Scheme (01 April 2021)	-	35	30	65
Depreciation charge for the year	-	3	5	9
Closing accumulated depreciation (31 March 2022)	-	38	35	74
Net carrying amount (31 March 2022)	1	134	104	239
Year ended 31 March 2023				
Gross carrying amount				
Opening gross carrying amount (01 April 2022)	1	172	139	312
Additions	-	4	-	4
Transfer from CWIP	-	-	-	-
Closing gross carrying amount (31 Mar 2023)	1	176	139	316
Accumulated depreciation				
Opening accumulated depreciation (01 April 2022)	-	38	35	73
Depreciation charge for the year	-	7	5	12
Disposals	-	-	-	-
Closing accumulated depreciation (31 Mar. 2023)	-	45	40	85
Net carrying amount (31 Mar. 2023)	1	130	99	231

(1) Ownership Flats and Residential Buildings include : Cost of shares and bonds in Cooperative Societies/Company of face value Rs 0.73 lakhs (Previous year Rs 0.73 lakhs).

*There was no CWIP under demerger scheme, however, the said CWIP being part of non-core asset was received from the demerged entity (SCI)

Note 8: Capital work-in-progress

Particulars	As at March 31,2021	Incurred during the year	Transferred to Assets	As at March 31,2022	Incurred during the year	Transferred to Assets	As at March 31,2023
Construction Work in Progress							
Asset under Construction excluding advance		-	-	-	100	-	100
Total		-	-	-	100	-	100



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Capital Work-in progress ageing schedule

Capital Work-in-progress	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2- 3 years	More than 3 years	
Projects in progress as on 31 March 2023					
Structural repairs at Shipping House, Mumbai	100	-	-	-	100
Total	100	-	-	-	100

There was no time overrun or cost overrun in CWIP as at 31 March 2023

Note 9: Right of Use Asset

Particulars	Freehold Land	Total
Year ended 31 March 2022		
Gross carrying amount		
Opening gross carrying amount (1st April 2021)	9	9
Additions	-	-
Disposal	-	-
Closing gross carrying amount (31 March 2022)	9	9
Accumulated depreciation		
Opening accumulated depreciation (1st April 2021)	0	0
Depreciation charge for the year	0	0
Disposal	-	-
Closing accumulated depreciation (31 March 2022)	1	1
Net carrying amount (31 March 2022)	8	8
Year ended 31 March 2023		
Gross carrying amount		
Opening gross carrying amount (1st April 2022)	9	9
Additions	-	-
Disposal	-	-
Closing gross carrying amount (31 March 2023)	9	9
Accumulated depreciation		
Opening accumulated depreciation (1st April 2022)	1	1
Depreciation charge for the year	0	0
Disposal	-	-
Closing accumulated depreciation (31 March 2023)	1	1
Net carrying amount (31 March 2023)	8	8

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 10: Intangible assets

Particulars	Computer Software	Total
Year ended 31 March 2022		
Gross carrying amount		
Opening gross carrying amount (01 April 2021)	3	3
Additions	-	-
Disposal	-	-
Closing gross carrying amount (31 March 2022)	3	3
Accumulated amortisation		
Opening accumulated amortisation (01 April 2021)	3	3
Amortisation charge for the year	-	-
Disposal	-	-
Closing accumulated amortisation (31 March 2022)	3	3
Net carrying amount (31 March 2022)	-	-
Year ended 31 March 2023		
Gross carrying amount		
Opening gross carrying amount (01 April 2022)	3	3
Additions	-	-
Disposal	-	-
Closing gross carrying amount (31 March 2023)	3	3
Accumulated amortisation		
Opening accumulated amortisation (01 April 2022)	3	3
Amortisation charge for the year	-	-
Disposal	-	-
Closing accumulated amortisation (31 March 2023)	3	3
Net carrying amount (31 March 2023)	-	-

There were no intangible assets under development as on 31 March 2022 and 31 March 2023.

Note 11 : Other Non Current Assets

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Other Deposits given to Vendor	-	-	38
Other Non Current Assets	-	-	38



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 12: Income Tax Assets (Net)

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Income Tax Assets (Net of Provision)*	-	8	280
Income Tax Assets (Net)	-	8	280

*Please refer note no. 31

Note 13(a) : Cash and Cash Equivalents

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Balances with banks			
- in current account	1	1	1
- in Deposits		-	1,000
Cash and Cash Equivalents	1	1	1,001

Note 13(b) : Other Bank Balances

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Balances with banks			
- in deposit account	-	60,925	31,217
Other Bank Balances	-	60,925	31,217

Note 13(c) : Other Financial Assets

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Accrued Interest		-	2,644
The SCI Limited		366	280
Provision for Income MTI		37	-
Deposits with banks		39,075	67,783
Other Financial Assets	-	39,478	70,707

Note 13(d) : Non Financial Current Assets

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Advance to Vendors	-	-	122
Non Financial Current Assets	-	-	122

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 14: Assets classified as held for sale

Particulars		As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
1,00,000 (Prev.yr.1,00,000) shares of Rs 10 each fully paid up of SAIL SCI Shipping Company Pvt. Ltd.		-	10	10
Less: Impairment loss allowance		-	(3)	(3)
Irano Hind Shipping Co. Limited		-	39	39
Less: Investment loss allowance		-	(39)	(39)
Advance to Irano Hind Shipping Co. Ltd.		-	23	23
Less: Provision for Doubtful advances		-	(23)	(23)
Investment in equity instruments (fully paid-up)				
295,029 shares of 1 USD each fully paid of ISI Maritime Ltd. (Shares are received as a gift from Irano-Hind Shipping Co.	1USD			
16 shares of USD 1 each fully paid up of BISS Maritime (Shares are received as gift from Irano-Hind Shipping Co.	1USD			
Assets classified as held for sale		-	7	7

- a) The Government of India in meeting of cabinet held on 02.04.2013 approved the proposal for dissolution of Irano-Hind Shipping Co. (P.J.S) (IHSC) and splitting the assets/liabilities of IHSC between Joint Venture partners shall be undertaken. Pursuant to demerger scheme, the Company holds 49% in IHSC, a joint venture company incorporated in Iran on which sanction has been imposed by United Nations Organisation (UN). Substantive efforts are made to eventually dissolve the JV which is depending on geo political environment and sanctions imposed by UN. The company shall remain committed by the decision of cabinet.
- b) Pursuant to demerger scheme, the shares of the joint venture of SAIL SCI Shipping Company Pvt. Ltd. (SSSPL) are transferred to the company. The said joint venture was incorporated on 19.05.2010 with an authorised share capital of Rs 1000 lakhs.

Non-recurring fair value measurements

Investments classified as held for sale during the reporting period is measured at the lower of its carrying amount and fair value less costs to sell at the time of the reclassification, resulting in the recognition of a write down of Rs 42 lakhs as impairment loss in the statement of Retained Earnings.

Note 15: Equity share capital

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Authorised			
50,000 Equity Shares of INR 10 each	5		
46,57,99,010 Equity Shares of INR 10 each		46,580	46,580
Issued and subscribed			
10,000 Equity Shares of INR 10 each allotted	1	1	
10,000 Equity Shares of INR 10 each cancelled		(1)	
46,57,99,010 Equity Shares of INR 10 each (Pending for allotment)*		46,580	46,580

*The share were allotted on 06.04.2023



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 15: Equity share capital (Contd.)

Shares pending for allotment

Promoters Name#	Number of Shares	% of Total shares	% Change during the year**
1. President of India	296,942,977	63.75~	-

#Promotor here means promotor as defined in the Companies Act, 2013

~ The president of India holds 63.75% of the shareholding and the share are pending for allotment. The share were allotted on 06.04.2023

** Percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue

Note 16: Other Equity

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Capital Reserve	-	28,991	28,991
Retained Earnings	(0.17)	238,505	242,063
General Reserve	-	-	-
Total Surplus	(0.17)	267,496	271,054

(i) Capital Reserve

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Opening balance	-	28,990	28,991
Add: Cancellation of Share Capital	-	1	-
Closing balance	-	28,991	28,991

(ii) Retained Earnings

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Opening Balance	-	236,230	238,505
Add: Profit/Loss	(0.17)	2,275	3,558
Closing balance	(0.17)	238,505	242,063

* Retained Earnings include Rs. 2,31,857 (lakhs) towards upward valuation of MTI Land

(iii) General Reserve

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
General Reserve	-	-	-
Closing balance	-	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Nature and Purpose of other reserves

Capital Reserve: The balance amount of net assets as per the scheme of demerger after issue of equity share capital as received from SCI. This is not available for distribution of dividend but can be utilised for issuing bonus shares. (Refer Demerger accounting note no. 3)

Retained Earnings: Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders except Rs. 2,31,857 (lakhs) representing upward valuation of MTI Land.

General Reserve: General Reserve represents appropriation of retained earnings and are available for distribution to shareholders

Note 17: Lease Liabilities

Particulars	As at 31 March 2022 Before Demerger		As at 31 March 2022 After Demerger		As at 31 March 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
Lease Liabilities	0	-	9	0.22	9	0.22
Total Lease liabilities	-	-	9	0	9	0

Note 18: Deferred Tax Liability

Particulars	Coding	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Deferred tax liability towards upward valuation of MTI Land		-	2,904	632
Total Deferred tax Liability		-	2,904	632

Note 19 : Trade Payables

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Trade Payable	0.17	204	1
Total Trade Payables	0.17	204	1

Note 20: Liabilities directly associated with assets classified as held for sale

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Irano Hind Shipping Co.	-	22,471	24,371
Total Liabilities directly associated with assets classified as held for sale	-	22,471	24,371



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 21: Operating Revenue

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Recovery of insurance and p & i claims	-	2	-
Car parking charges - ownerships flat	-	-	1
DNS Course Fees MTI	-	496	786
GME Course Fees MTI	-	-	200
ETO Course Fees MTI	-	105	28
STCW Course Fees MTI	-	49	171
Sundries - incidental activities	-	-	50
Total	-	652	1,235

Note 22: Other Income

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Interest on Bank Fixed /Term Deposits -A/c	-	-	2,033
Interest on deposits	-	-	225
Interest on Surplus Funds received	-	582	2,822
Total	-	582	5,080

Note 23: Operating Expense

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Recovery of House Rent	-	(7)	(15)
Electricity expenses	-	19	-
Deck stores	-	-	-
DG shipping fees	-	-	17
Honorarium to Visiting faculty, Instructor at MTI	-	53	206
Supply of Uniforms to DNS, GME, ETO Cadets at MTI	-	11	18
Washing Linen & Laundry Service at MTI	-	1	6
Car and Bus Service at MTI	-	3	6
Ship Mock Fire Fighting Training Equipment MTI	-	4	11
Supply of Books for MTI	-	50	(15)
PST Wet Drill at NAMAC MTI	-	-	2
Workshop Training for GME Cadets at MTI	-	9	23
Miscellaneous Training Expenses MTI	-	3	11
SS - leave encashment	-	7	24

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 23: Operating Expense (Contd.)

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Leave encashment on superannuation		-	10
Professional development allowance		1	1
Children education allowance		-	0
Children hostel allowance		-	0
Transport subsidy		-	0
Perks and LTA - cafeteria approach		29	79
Shore Officers Accommodation Perk Tax		-	1
Daily allowance		-	0
Expenses new prms (net) hospitalisation		-	1
Basic pay		118	288
Dearness allowance		26	82
Contribution to PF		14	39
House rent allowance		17	48
Co's contrb.to labour welfare fund		-	0
S.staff canteen expenses		-	(0)
Contribution to pension		14	39
S.staff medical expenses - hospitalisation officer		-	3
Brief case reimbursement		-	0
General insurance premium		3	8
Conveyance charges - shore		-	0
S.staff travel expense		-	1
Maintenance and repairs hired flats		18	50
Municipal taxes & maint chgs own flats		95	189
Guest house expenses		1	2
Repairs to furniture & machinery ashore		17	16
Performance related pay		-	67
Maintenance charges shipping house		70	157
Maintenance charges powai complex		183	412
Canteen expenses at MTI		29	190
Maintenance charges MTI guesthouse		3	0
Electrical renovation expenses		-	0
Rounding off difference		-	(0)
Travel - air fare exp (non employees)		-	0
Total	-	791	1,978



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 24: Finance Costs

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Interest on Lease Liability - Land	-	1	1
Total	-	1	1

Note 25: Depreciation and amortisation expense

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Depreciation on Right of Use - Lease Land	-	1	-
Depreciation on Buildings, Flats and Solar Plant	-	72	76
Total	-	73	76

Note 26: Other expenses

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Professional fee filing fee etc	0.12	0	-
Accounting and other services fees-scil	0	-	313
Postage	0	(0)	0
Telephone charges	0	-	2
Rent offices	0	(1)	(1)
Electricity - Solar Plant	0	(19)	10
Bank charges	0	0	0
Unrealised forex gain / loss	0	682	1,900
Printed forms	0	0	0
Printing and stationery	0	2	1
Audit fee	0.05	0	0
Internal audit fees	0	0	0
Legal expenses	0	5	0
Office expenses	0	1	2
Bmc water charges	0	-	19
Amc fire fighting system	0	0	1
Library xpenses	0	(0)	1
Maintenance charges - Kolkata office	0	0	2
Professional fees	0	(0)	1
Registration expenses	0	24	253
Maintenance charges - MTI	0	(4)	(4)
Total	0.17	692	2,502

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 26(a) : Details of payment to Auditors

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Payment to auditors			
Statutory auditors			
Audit fees	0.05	0.43	0.43
Total	0.05	0.43	0.43

Note 27 : Income Taxes

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Tax Expenses	-	-	473
Total	-	-	473

Note 28 : Deferred Tax

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Deferred tax amortisation	-	(2,598)	(2,273)
Total	-	(2,598)	(2,273)

Note 29: Earnings per share

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
(a) Basic and diluted earnings per share			
Profit attributable to the equity holders of the company (A)	(0.17)	2,275	3,558
(b) Weighted average number of shares used as the denominator			
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (B)	10,000	465,799,010	465,799,010
Basic and Diluted earnings per share attributable to the equity holders of the company (A/B)	(1.70)	0.49	0.76

* After Demerger EPS has been calculated basis share pending for allotment and same has been allotted on 06.04.2023



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 30: Contingent Liabilities and Commitments

(a) Contingent Liabilities

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Gaurantees given by bank on behalf of the company	-	-	6

A bank guarantee amounting to INR 6,46,387/- given on 20.12.2022 for laying and commissioning of PNG line for SCI MTI Canteen in the Commercial (Non Domestic Exemption Category) was transferred to the Company

Note 31: Income taxes

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

(a) Deferred Tax

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Deferred tax relates to the following:			
Upward fair valuation of PPE	-	2,904	632
Net Deferred Tax Liabilities	-	2,904	632

(b) Movement in deferred tax liabilities

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Opening balance as of April 1	-	5,502	2,904
Tax income/(expense) during the period recognised in profit or loss	-	(2,598)	(2,273)
Closing balance as at March 31	-	2,904	632

(c) Income tax recognised in profit or loss

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Income tax expense			
Current tax			
Current tax on profits for the year	-	-	473
Tax pertaining to earlier years	-	-	-
Deferred tax	-	(2,598)	(2,273)
Income tax expense	-	(2,598)	(1,800)

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 31: Income taxes (Contd.)

(d) The reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate :

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Profit before income tax expense	(0.17)	(323)	1,758
Tax Rate	25.17%	25.17%	25.17%
Tax on Profit before Tax	-	-	443
Less: Tax effect of income that are not taxable in determining taxable profit	-	-	-
Less: Reversal of DTL	-	(2,598)	(2,273)
Add: Excess provision - current tax	-	-	30
Income tax expense	-	(2,598)	(1,800)
Basis of applicable tax rate :			
Normal Tax rate	22%	22%	22%
Surcharge	10%	10%	10%
Health and Education Cess	4%	4%	4%
Applicable Tax rate	25.17%	25.17%	25.17%

(e) Current tax liabilities

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Opening balance	-	-	-
Add: Current tax payable for the year	-	-	473
Less: Taxes paid	-	-	(473)
Closing balance	-	-	-

Note - 32 Related party transactions

(a) Control

Government of India enterprises controlled by Central Government

SCILAL has been incorporated as the wholly owned subsidiary of SCI. Pursuant to the MCA order dated 22.02.2023 approving the demerger scheme and effective date being 14.03.2023, SCILAL will be listed on stock exchange and become a separate legal entity under the common control of Govt. of India. The appointed date of SCILAL demerger is 01.04.2021 and accordingly w.e.f. this date the Company is a Govt Company as per section 2(45) of the Companies Act, 2013 and from this date the company has ceased to be subsidiary of SCI Ltd.

(b) Key Management Personnel

1. Capt. B. K. Tyagi (CMD w.e.f. on 03.09.2022)
2. Smt. H. K. Joshi (CMD ceased to be on Board w.e.f. 01.06.2022)
3. Shri Atul Ubale, (joined Board as CMD on 03.08.2022 and ceased on 02.09.2022)
4. Shri Sanjay Kumar, AS & FA, MoPSW (joined Board on 17.11.2021)
5. Shri Vikram Singh, JS, MoPSW (ceased to be on Board w.e.f. 03.11.2022)
6. Shri Amitabh Kumar, DGS (ceased to be on Board w.e.f. 01.03.2023)



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note - 32 Related party transactions (Contd.)

7. Shri Rajiv Jalota, Chairman, MbPT (joined Board on 10.12.2021)
8. Shri Vinit Kumar, Chairman, SPM Port (joined Board on 30.06.2022 and ceased to be on Board w.e.f. 09.10.2022)
9. Shri P. L. Harandh, (joined Board on 09.10.2022)
10. Shri Rajesh Kumar Sinha, AS, MoPSW (joined Board on 21.11.2022)

(c) Key Management Personnel compensation

Name	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
1. Capt. B.K. Tyagi (CMD w.e.f. on 03.09.2022)	-	-	-
2. Smt. H. K. Joshi (CMD ceased to be on Board w.e.f. 01.06.2022)	-	-	-
3. Shri Atul Ubale, (joined Board as CMD on 03.08.2022 and ceased on 02.09.2022)	-	-	-
4. Shri Sanjay Kumar, AS & FA, MoPSW (joined Board on 17.11.2021)	-	-	-
5. Shri Vikram Singh, JS, MoPSW (ceased to be on Board w.e.f. 03.11.2022)	-	-	-
6. Shri Amitabh Kumar, DGS (ceased to be on Board w.e.f. 01.03.2023)	-	-	-
7. Shri Rajiv Jalota, Chairman, MbPT (joined Board on 10.12.2021)	-	-	-
8. Shri Vinit Kumar, Chairman, SPM Port (joined Board on 30.06.2022 and ceased to be on Board w.e.f. 09.10.2022)	-	-	-
9. Shri P. L. Harandh, (joined Board on 09.10.2022)	-	-	-
10. Shri Rajesh Kumar Sinha, AS, MoPSW (joined Board on 21.11.2022)	-	-	-
Total	-	-	-

(d) Transactions with Government related entities

Transactions with The Shipping Corporation of India Limited are as follows:

1. Nature of Transactions

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
1) Operating Income due from SCI	-	652	1,235
2) Interest Income due from SCI	-	582	5,080
3) Revenue Expenses incurred by SCI and payable by SCILAL	0.14	800	2,267
4) Capital expenses incurred by SCI for buildings	-	70	106

2. Outstanding Balances

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Receivable / (Payable) from SCI	(0.14)	366	280

(e) The CMD of the company holds the position of Chairman and Managing Director in The Shipping Corporation of India

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 33: Segment information

(a) Business Segments

The Company is managed by the Board which is the chief decision maker. The Board has determined the operating segments for the purposes of allocating resources and assessing performance.

(I) **MTI** - MTI segment includes Maritime Training Institute.

(II) **Others** - Others segment includes Investment property and surplus funds received pursuant to demerger

(b) Geographical Segments

Presently, the Company's operations are confined in India.

(c) Earnings before Interest & Tax (EBIT)

Adjusted EBIT excludes discontinued operations and the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as restructuring costs, impairments when the impairment is the result of an isolated, non-recurring event. It also excludes the effects of gains or losses on financial instruments.

Adjusted EBIT	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
MTI	-	(55)	(497)
Others	-	(267)	2,256
Total adjusted EBIT	-	(322)	1,759

Adjusted EBIT reconciles to profit before income tax as follows:

Adjusted EBIT	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Total adjusted EBIT	-	(322)	1,759
Finance costs :	-	-	-
MTI	-	-	-
Others	-	1	1
Total Finance costs	-	1	1
Profit before income tax from operations	-	(323)	1,758

Depreciation included in adjusted EBIT

Adjusted EBIT	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
MTI	-	64	64
Others	-	9	12
Total Depreciation included in adjusted EBIT	-	73	76

NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 33: Segment information (Contd.)

(d) Segment revenue

The segment revenue is measured in the same way as in the statement of profit or loss.

Segment	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger			As at 31 March 2023		
		Total segment revenue	Inter segment revenue	Revenue from external customers	Total segment revenue	Inter segment revenue	Revenue from external customers
MTI	-	652	-	652	1,235	-	1,235
Others	-	582	-	582	5,080	-	5,080
Total Segment Revenue	-	1,234	-	1,234	6,315	-	6,315
Total segment revenue as per profit and loss account	-	1,234	-	1,234	6,315	-	6,315

(e) Segment assets

Segment	As at 31 March 2022 Before Demerger		As at 31 March 2022 After Demerger		As at 31 March 2023	
	Segment assets	Addition to non-current assets	Segment assets	Addition to non-current assets	Segment assets	Addition to non-current assets
MTI	-	-	239,314	-	238,836	-
Others	-	-	100,350	-	103,811	-
Total segment assets	-	-	339,664	-	342,647	-
Total assets as per the balance sheet	-	-	339,664	-	342,647	-

(f) Segment liabilities

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
MTI	-	(2,395)	(4,872)
Others	-	27,983	29,885
Total segment liabilities	-	25,588	25,013
Total liabilities as per the balance sheet	-	25,588	25,013

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 34: Revenue from Contract with customers

The revenue from contracts with customers to the amounts disclosed as total revenue are as under:

Particulars	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
Revenue from Contract with Customers	-	652	1,235
Revenue from Other Sources	-	-	-
Other income	-	582	5,080
Total Revenue	-	1,234	6,315

The disaggregation of Revenue from Contract with Customers is as under:

(A) Revenue from Contract with Customers - Segmentwise

	As at 31 March 2022 Before Demerger	As at 31 March 2022 After Demerger	As at 31 March 2023
MTI	-	652	1,235
Others	-	582	5,080
Total Revenue	-	1,234	6,315

C) On the basis of Timing of Revenue Recognition:

	Year Ended 31 March 2022 Before Demerger			Year Ended 31 March 2022 After Demerger		
	At Point in time	At Point over time	Total	At Point in time	At Point over time	Total
MTI	-	-	-	-	652	652
Others	-	-	-	-	582	582
Total Revenue	-	-	-	-	1,234	1,234

	Year ended 31 March 2023		
	At Point in time	At Point over time	Total
MTI	-	1,235	1,235
Others	-	5,080	5,080
Total Revenue	-	6,315	6,315

Note 35: Lease

The Company as lessee has land, building. The right-of-use and lease liability are disclosed in the financial statements at note no 9 & 17 respectively. The Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.



NOTES TO STANDALONE FINANCIAL STATEMENTS

(All amounts in INR lakhs, unless otherwise stated)

Note 35: Lease (Contd.)

The following table shows the effects of Leases in the Statement of the Profit and Loss in financial year 2021-22 and 2022-23 :

Amounts recognised in profit and loss	31 March 2022	31 March 2023
Depreciation cost on right-of-use assets	0.21	0.21
Interest expenses (included in finance costs)	0.78	0.78
Total recognised in operating costs	1	1

OPERATING LEASE COMMITMENTS

(1) As a Lessee - Payments

At the balance sheet date, the Company has the following contractual committed future minimum lease payables land, building in the aggregate and each of the following periods:

	Year Ended 31 March 2022 Before Demerger	Year Ended 31 March 2022 After Demerger	Year ended 31 March 2023*
Not later than 1 year	-	0.81	0.81
Later than 1 year and not later than 5 years	-	3.22	3.22
Later than 5 Years	-	28.62	27.81

*The lease payables include both interest and principal cash flows.

The lease has varying terms and renewal rights.

Note : 36 Title deeds of Immovable Property not held in name of the Company as at 31 March 2023

Title deeds of Immovable Property not held in the name of the Company as at 31 March 2022 and 31 March 2023					
Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since	Reason for not being held in the name of the company
Shipping House, Mumbai (Land)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Shipping House, Mumbai	NA	Title deeds are in the process of being transferred to SCILAL	No	1973	Transfer of title deeds is in process
Shipping House, Kolkata (Land)	NA	Title deeds are in the process of being transferred to SCILAL	No	1964	Transfer of title deeds is in process
Shipping House, Kolkata	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
MTI, Powai (Land)	NA	Title deeds are in the process of being transferred to SCILAL	No	1979	Transfer of title deeds is in process
MTI, Powai (Building)	NA	Title deeds are in the process of being transferred to SCILAL	No	1987	Transfer of title deeds is in process
MTI, Powai (Data Centre)	NA	Title deeds are in the process of being transferred to SCILAL	No	2009	Transfer of title deeds is in process

NOTES TO STANDALONE FINANCIAL STATEMENTS



Note : 36 Title deeds of Immovable Property not held in name of the Company as at 31 March 2023 (Contd.)

Title deeds of Immovable Property not held in the name of the Company as at 31 March 2022 and 31 March 2023					
Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since	Reason for not being held in the name of the company
MTI, Powai (Sagar Gyan)	NA	Title deeds are in the process of being transferred to SCILAL	No	2015	Transfer of title deeds is in process
MTI, Powai (Flats) (16 flats)	0	Title deeds are in the process of being transferred to SCILAL	No	1987	Transfer of title deeds is in process
SCI Malad Quarters (27 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Varuna Premises CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1975	Transfer of title deeds is in process
Rajhans CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1966	Transfer of title deeds is in process
Paradise Apts CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Anita CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Nav Darya Mahal CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1973	Transfer of title deeds is in process
Lands End CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Ashraya CHSL (4 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1965	Transfer of title deeds is in process
Shanaz CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Casablanca CHSL (3 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1973	Transfer of title deeds is in process
Satnam CHSL (16 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1975	Transfer of title deeds is in process
Persipolis CHSL (2 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Nestle-1 Apartments (2 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1994	Transfer of title deeds is in process
Twin Tower Premises CHSL (5 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1977	Transfer of title deeds is in process
Asha Mahal Apts CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1973	Transfer of title deeds is in process

NOTES TO STANDALONE FINANCIAL STATEMENTS

Note : 36 Title deeds of Immovable Property not held in name of the Company as at 31 March 2023 (Contd.)

Title deeds of Immovable Property not held in the name of the Company as at 31 March 2022 and 31 March 2023					
Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since	Reason for not being held in the name of the company
Tyabji Bagh CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1972	Transfer of title deeds is in process
Olympus CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1976	Transfer of title deeds is in process
Chitrakoot CHSL (2 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1969	Transfer of title deeds is in process
Vijay Laxmi CHSL (6 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1968	Transfer of title deeds is in process
New Gulistan CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Wood Lands CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Lotus Court Apartments (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1973	Transfer of title deeds is in process
Ajanta Ideal CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Colaba Kaveeta CHSL (1 Flat)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Harshvardhana CHSL (27 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1983	Transfer of title deeds is in process
Sundram III CHSL (17 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1986	Transfer of title deeds is in process
Chankya CHSL (6 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1981	Transfer of title deeds is in process
Feroze Apt CHSL (10 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1985	Transfer of title deeds is in process
Dutt Kutir (2 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1968	Transfer of title deeds is in process
Meghdoot Kolkata (13 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1968	Transfer of title deeds is in process
Monalisa Kolkata (2 Flats)	NA	Title deeds are in the process of being transferred to SCILAL	No	1969	Transfer of title deeds is in process

Note: in respect of above properties, the written agreements are not on the traditional stamp papers, however, such agreements are written on green ledger papers and duly signed by the all concerned parties.

NOTES TO STANDALONE FINANCIAL STATEMENTS



(All amounts in INR lakhs, unless otherwise stated)

Note 37 :Relation with Struck Off Company

Name of Struck Off Company	Nature of Transactions	Transactions during the year	Year Ended 31 March 2022 Before Demerger	Relationship with the Struck Off Company
SAIL SCI Shipping Company Pvt.Ltd.	Investment in Shares	-	-	Joint Venture

Name of Struck Off Company	Nature of Transactions	Transactions during the year	Year Ended 31 March 2022 After Demerger	Relationship with the Struck Off Company
SAIL SCI Shipping Company Pvt.Ltd.	Investment in Shares	-	10	Joint Venture

Name of Struck Off Company	Nature of Transactions	Transactions during the year	Year ended 31 March 2023	Relationship with the Struck Off Company
SAIL SCI Shipping Company Pvt.Ltd.	Investment in Shares	-	10	Joint Venture

Note 38 : Analytical Ratios

SR NO.	Ratio	Numerator	Denominator	UNITS	Year Ended 31 March 2022 Before Demerger	Year Ended 31 March 2022 After Demerger	As at 31 March 2023	Variance
					Ratio	Ratio	Ratio	
1)	Current Ratio	Current Assets	Current Liabilities	Times	5.80	493.26	103,054.00	20,792.43
	(Current Assets/Current Liabilities)							
Reason For Variance :- All assets and liabilities have been received as per demerger scheme on 01.04.2021								
2)	Return on Equity (ROE)	Net Profits after taxes less Preference Dividend	Average Shareholder's Equity	Percentage	(20.48)	1.45	1.13	(22.07)
	(Net Profits after taxes – Preference Dividend/Average Shareholder's Equity)							
Reason For Variance :- All assets and liabilities have been received as per demerger scheme on 01.04.2021								
3)	Net capital turnover ratio	Net Sales	Working Capital	Times	-	0.01	0.01	0.00
	(Net Sales/Working Capital)							



MARITIME TRAINING INSTITUTE



Shipping Corporation of India Land and Assets Limited (SCILAL)

(A GOVERNMENT OF INDIA ENTERPRISE)

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