



Registered Office :
404, Abhay Steel House, Baroda Street,
Mumbai - 400 009, India
Tel. : 91 (22) 4015 1972 / 4015 6398
Fax : 91 (22) 2348 7349
E-mail : cmd@shahilogistics.com
Website : www.shahilogistics.com

Date: 04.09.2023

To,
The Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code-

Sub. : Annual Report for the Financial Year 2022-23 and Notice convening the 33rd Annual General Meeting of the Company.

Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the soft copy of the Annual Report which comprises of the Directors' Report, Audited Standalone Financial Statements and Auditor's Reports thereon, for the Financial Year ended 31st March, 2023, and the Notice convening the 33rd Annual General Meeting of the Company scheduled to be held on Thursday, 28th September, 2023 at 3.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

In compliance with the Ministry of Corporate Affairs Circular No. 2/2022 dated 5th May, 2022 and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the Annual Report of the Company for the Financial Year 2022-23 and Notice of 33rd Annual General Meeting have been sent through e-mail to all the Members whose e-mail addresses are registered with the Company/Depository Participants.

The aforesaid Annual Report along with Notice has also been uploaded on the website of the Company

Kindly take the same on records.

Thanking you,
Yours faithfully,
For Shahi Shipping Limited

Sarvesh Kumar Shahi
Managing Director
DIN: 00359535





SHAHI SHIPPING LIMITED

....connecting ports

Since 1985



2022- 2023
ANNUAL REPORT



Sarvesh Kumar Shahi
Chairman & Managing Director



**33rd ANNUAL GENERAL MEETING
SHAHI SHIPPING LIMITED**

Board of Directors

Mr. Sarvesh Kumar Shahi - Chairman & Managing Director
Ms. Anjali Shahi - Non Executive (Non-independent) Director
Mr. Sanjeev Kumar Singh - Independent Director
Mr. Omprakash Ramdhin Singh - Independent Director

Company Secretary / Compliance Officer

Mr. Nungavaram Vaidyanathan Agandeswaran
(From December 21, 2022)

Chief Financial Officer

Ms. Vijila Vincent Nadar (up to May 28, 2023)
Ms. Dakshata Chavan (From May 29, 2023)

Registrar & Share Transfer Agent

Link Intime India Private Limited
C 101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400083

Statutory Auditors

M/s. B P Shah & Co.
Chartered Accountants

Registered Office

404, Abhay Steel House,
Baroda Street, Mumbai - 400 009
Tel.: 91 22-40151972
Fax: 91 (22) 23487349 / 50
Website: www.shahilogistics.com
E-mail: cmd@shahilogistics.com

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NOTICE

Notice is hereby given that the **33rd (Thirty Third) Annual General Meeting** of the Members of **SHAHI SHIPPING LIMITED** will be held on Thursday, September 28, 2023 at 03:00 P.M., IST through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the business(ies) as stated herein under, in compliance with provisions of the Companies Act 2013, rules made and the circulars issued thereunder. The venue of the meeting shall be deemed to be the Registered Office of the Company at 404, 4th Floor, Abhay Steel House, Baroda Street, Mumbai - 400 009.

Ordinary Businesses:

1. To receive, consider and adopt:

Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors’ and Auditors’ thereon.

2. To approve re-appointment of Director Retiring by Rotation:

To appoint a Director in place of Ms. Anjali Shahi, Non-Executive (Non-independent) Director of the Company (DIN: 03363248), who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

3. Approval of Related Party Transaction(s) and to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Section 188 of the Companies Act, 2013 (“the Act”), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association, Company’s Policy on Related Party Transactions and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of INR. 6 Crores (Indian Rupees Six crores) provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company

RESOLVED FURTHER THAT the particulars of the said transactions are more specifically depicted here below:

Sl. No.	Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
1.	India first logistics limited	Common Directors and Common Promoter	INR. 3,00,00,000	Loans & Advances
2	Shahi Gasol Limited	Common Directors and Common Promoter	INR. 3,00,00,000	Loans & Advances

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as as may be deemed necessary.”

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

Item No.3 Approval of Related Party Transaction(s)

The Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions (“RPT”) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm’s length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ` 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.



It is therefore proposed to obtain the Members' approval for the following arrangements / transactions / contracts which may be entered into by the Company with its related parties from time to time:

Sl. No.	Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
1	India first logistics limited	Common Directors and Common Promoter	INR. 3,00,00,000	Loans & Advances
2	Shahi Gasol Limited	Common Directors and Common Promoter	INR. 3,00,00,000	Loans & Advances

Further, in terms of applicable SEBI Circulars, the members are requested to take note of the following:

Sl. No.	Particulars	Details
1	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms etc. were placed to the Audit Committee at its meeting held on August 30, 2023.

The Board recommends the resolution set out at Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Except to the extent of shareholding of the Promoters/Directors their Relatives and Key Managerial Personnel in the above mentioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/their Relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 3.

Mr. Sarvesh Kumar Shahi, Managing Director of the Company and Mr. Sanjeev Kumar Singh, director of the company are interested in respect of the Ordinary Resolution.

Place: Mumbai
Date: August 30th, 2023

By order of the Board of Directors
of **Shahi Shipping Limited**

Registered Office:
404, Abhay Steel House,
Baroda Street,
Mumbai – 400 009

Sd/-
Sarvesh Kumar Shahi
Chairman and Managing Director
DIN No. 00359535

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No 3 above and the relevant details of the Directors as mentioned under Item No(s). 2 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In view of the continued effects of COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and the latest being 10/2022 dated December 28, 2022 ("MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its SEBI circular SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars") and other applicable circulars issued in this regard permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 33rd AGM of the Company is being convened and will be conducted through VC/ OAVM. The proceedings of the AGM will be deemed to have been conducted at the Registered Office of the Company at 404, Abhay Steel House, 4th Floor, Baroda Street, Mumbai - 400009, which shall be deemed venue of the AGM.



3. Pursuant to the provisions of the companies act, 2013 (“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, However, since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this notice.
4. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
5. Shareholders/Investors are advised to send their queries/complaints through the e-mail id admin@shahilogistics.com for quick and prompt redressal of their grievances.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 22, 2023 through email on admin@shahilogistics.com. The same will be replied by the Company suitably.
7. 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, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
8. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company and website of the Company’s RTA.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

ELECTRONIC DISPATCH OF ANNUAL REPORT INCLUDING NOTICE OF ANNUAL GENERAL MEETING:

- i) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 - ii) The Notice of Annual General Meeting and Annual Report for the Financial Year 2022-23 will also be available on the Company’s website at www.shahilogistics.com website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of the RTA at www.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.
11. **PROCESS FOR REGISTRATION OF EMAIL ID AND BANK ACCOUNT DETAILS:**

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, the log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit. OR
- ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.



12. Updation of PAN and other details:

SEBI vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the RTA, Link Intime India Private Ltd., at www.linkintime.co.in and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

13. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section - 103 of the Companies Act, 2013.
14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to shahishippingsecretarial@gmail.com.
15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to shahishippingsecretarial@gmail.com upto the date of the AGM.
16. Members of the Company holding shares either in physical form or in Dematerialised forms as on cut-off date i.e. Thursday, **September 21, 2023** will be entitled to vote on the resolutions proposed in the Notice.
17. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
18. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

19. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

A. VOTING THROUGH ELECTRONIC MEANS:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.
- b) The Board of Directors of the Company has appointed on 30th August, 2023 Mr. Gaurang Shah Proprietor of M/s GMS & Co., Company Secretaries as the Scrutinizer, to scrutinize the 33rd e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, **September 21 2023**.
- d) The voting period begins on Monday, **September 25, 2023** at 09.00 a.m. (IST) and ends on Wednesday, September 27, 2023 at 05.00 p.m. (IST). The E-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, **September 21 2023** only shall be entitled to cast their vote either through remote e-voting or through E voting at the AGM.
- e) The details of the process and manner for remote e-voting are explained herein below:



Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for CDSL Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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 <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
5. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:



1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.*
** Shareholders holding shares in NSDL form, shall provide ‘D’ above.*
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOL, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
 - Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.



4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



General Guidelines for shareholders:

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under Help section or write an email to enotices@linkintime.co.in or Call on :- Tel : 022 - 49186000.

Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cutoff date, may obtain the login ID and password by sending a request at helpdesk.enotices@linkintime.co.in.

- The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes casted at the AGM and thereafter unblock the votes casted through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shahilogistics.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited and the service provider Linkintime India Private Limited.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
2. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.
3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No**
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. **PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.**
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.



Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call on: - Tel: (022-49186175).

20. Members may contact the Company or RTA for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

Shahi Shipping Limited

404, Abhay Steel House,
Baroda Street,
Mumbai - 400 009

Link Intime India Private Limited

C – 101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai - 400083

By order of the Board of Directors
of **Shahi Shipping Limited**

Sd/-
Sarvesh Kumar Shahi
Chairman & Managing Director
DIN No. 00359535

Place: Mumbai
Date: August 30th, 2023

Registered Office:
404, Abhay Steel House,
Baroda Street,
Mumbai – 400 009

**Annexure to Notice:****Information of Director seeking re-appointment under Section 152 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Requirements) Regulations, 2015 and Secretarial Standard-2**

A brief profile and other details of Directors being appointed/re-appointed as required under SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015.

Nature of appointment/ Re-appointment	Director liable to retire by rotation seeking reappointment
Name of the Director	Ms. Anjali Shahi
Director Identification Number	03363248
Date of Birth	24.12.1985
Age	38 years
Date of joining the Board	13.02.2019
Qualification	Ms. Anjali Shahi is an INSEAD MBA, France and has a bachelors' degree in Business Administration from Singapore Management University.
Profile of the Director	Ms. Anjali Shahi has diverse professional experience including: Working as a Business Consultant with the Redpill Solutions at Singapore during the year(s) 2007-2009 Working as a Financial Controller at SKS Logistics Limited during the year(s) 2009-2011. Working as an Associate with the Avest Capital at Singapore handling portfolios like due diligence and project management during the year(s) 2011-2012. Working as a Senior Product Manager and Senior Finance Analyst with Amazon EU Sari at Luxembourg handling portfolios like Product Management and Financial Planning and Analyst during the year(s) 2014-2017.
Past Remuneration	Nil
Proposed Remuneration	Nil
No. of Board Meetings attended during the Financial Year 2022-23	4
Shareholding as on 31.03.2023	Nil
Directorship in other Companies (excluding Private and Foreign Cos.)	Nil
Directorships and Committee memberships in other Private companies	Speakeasy Spirits Private Limited
Chairmanship and Membership at the Committees of the Board of the Company	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
Relationships / Pecuniary relationship between Directors interested	Daughter of Mr. Sarvesh Kumar Shahi, Chairman & Managing Director of the Company

By order of the Board of Directors
of **Shahi Shipping Limited**

Sd/-
Sarvesh Kumar Shahi
Chairman & Managing Director
DIN No. 00359535

Place: Mumbai
Date: August 30th, 2023

Registered Office:
404, Abhay Steel House,
Baroda Street,

**DIRECTORS' REPORT**

To,
The Members,
SHAHI SHIPPING LIMITED
Mumbai

Your Directors are pleased to present herewith the 33rd (Thirty Third) Annual Report of Shahi Shipping Limited (**'the Company'**) along with the Audited Financial Statements for the financial year ended March 31, 2023.

1. FINANCIAL PERFORMANCE:

The summarized financial highlights of the Company are given below:

(Rs. In Lakhs)

Particulars	2022-23	2021-22
Revenue from operations	1089.47	940.29
Other income	124.48	225.49
Total Income	1213.95	1165.78
Profit/(Loss) before Interest, Dep, Finance Cost and Tax Expense	136.08	109.09
Finance Cost	39.36	47.01
Depreciation	61.27	77.46
Profit(Loss) before Tax, Prior Year Adjustment & Exceptional Item	35.44	(15.38)
Exceptional Item	-	-
Deferred Tax	(5.36)	(6.90)
Current Tax	-	-
Profit/ (Loss) After Tax	40.81	(8.48)
Other Comprehensive Income / Loss	-	-
Total Comprehensive Income / (Loss)	40.81	(8.48)

Notes:

The above financial results have been prepared in accordance with Indian Accounting Standards ("IND-AS") as specified under Section 133 of Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Previous year figures have been re-grouped/ re-classified.

2. PERFORMANCE REVIEW:

The Key Highlights of the Company's performance (Standalone) for the year ended March 31, 2023 are as under:

- Net Revenue from operations recorded at Rs. 1089.47 Lakhs as against revenue of Rs. 940.29 Lakhs in the previous financial year.
- PBDT recorded at Rs. 136.08 lakhs as against last year's figure of Rs. 109.09 lakhs.
- Net Profit after tax is recorded at Rs. 40.81 Lakhs against corresponding previous year's net loss of Rs. 8.48 lakhs.

The Financial year 2022-23 was a good year for the Company as compared to its previous F.Y. The management is very much optimistic for its future performance and will endeavor all its efforts to keep the organization as profitable concern.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

The Shahi Shipping Limited operates in the field of transportation of cargo and lighter age operation in the inland water limits of any port of India. The Company owns 13 vessels and are operating with various private and Government bodies. The size of the vessels ranges between DWT 150 tons to DWT 1500 tons. The Company has expertise in designing low draft vessels suitable for operations on Indian coasts. During the reporting financial year, there was no change in nature of business activity.



4. SHARE CAPITAL:

The Authorized Equity Share Capital of the Company as on March 31, 2023 is Rs. 30,00,00,000/- (Rupees Thirty Crore Only), comprising of 3,00,00,000 (Three Crore Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each.

The paid up share capital of the Company as on March 31, 2023 is Rs. 14,49,48,740 comprising of 1,44,94,874 equity shares of Rs. 10/- each. During the year under review, the Company has not issued any Equity Shares.

During the year under review, the Company has not issued any share with differential voting rights; nor granted stock options nor sweat equity. As on March 31, 2023, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

5. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

There is no change in the nature of the business of the Company or of its subsidiary, during the year under review.

6. DIVIDEND:

With a view to conserve resources for future business operations of the Company, your Directors do not recommend any dividend for the financial year 2022-23.

7. AMOUNT TRANSFERRED TO RESERVE:

The Company has not transferred any amount to any Statutory or general reserves during the Financial Year ended 2022-23.

8. MATERIAL CHANGES AFFECTING THE COMPANY:

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

9. HUMAN RESOURCE DEVELOPMENT:

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

10. SUBSIDIARY COMPANIES:

The Company has one subsidiary, namely Royal Logistics (Ship) Ltd., which have not commenced their operations. Hence, the consolidated financial statement of the Shahi Shipping Limited and its subsidiary, Royal Logistics (Ship) Ltd has not been prepared. During the period under review, name of other subsidiary of the Company namely SKS Waterways Limited, have been struck off from the records of the Ministry of Corporate Affairs.

11. SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors', and 'General Meetings', respectively have been duly followed by the Company.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated under section 134(3)(c) read with Section 134(5) of the Act , your Directors hereby state and confirms that:

- a) In preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent as to give a true and fair view of the state of affairs of the Company as at the end of Financial Year March 31, 2023 and of the loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and are operating effectively during the financial year ended March 31, 2023; and
- f) 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 during the financial year ended March 31, 2023.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board and its Committees have most appropriate composition, pursuant to the provisions of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors as on March 31, 2023 comprised of the following directors:

Name of Directors & KMPs	DIN/PAN	Designation
Mr. Sarvesh Kumar Shahi	00359535	Executive Director Chairman - MD
Ms. Anjali Shahi	03363248	Non-Executive – Non Independent Director
Mr. Omprakash Ramdhin Singh	08597117	Non-Executive - Independent Director
Mr. Sanjeev Kumar Singh	08698524	Non-Executive - Independent Director
Ms. Vijila Vincent Nadar	ATEPN0400C	Chief Financial Officer
Mr. N V Agandeswaran	ADXPA4509L	Company Secretary and Compliance Officer

Change in Directors:

i. Retirement by rotation and subsequent re-appointment:

In accordance with the provisions of the Act read with Articles of Association of the Company, Ms. Anjali Shahi (DIN: 03363248), Non-Executive (Non-Independent) Director of the Company, is due for retirement by rotation at the forthcoming 33rd (Thirty Third) Annual General Meeting (AGM), and she being eligible, offered herself for re-appointment pursuant to provisions of Section 152 of the Act.

ii. Re-appointment of Managing Director: None

iii. Regularization of Additional Director by Member's at 33rd AGM: None

In the opinion of the Board, all the Independent Directors (including those appointed /re-appointed during the year) are persons of integrity and possess relevant expertise and experience to effectively discharge their duties as Independent Directors of the Company.

Further, brief resume of the director(s) proposed to be appointed/re-appointed, relevant information, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and the memberships/chairmanships of Committees of the Board and their shareholding in the Company, as stipulated under Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, have been furnished separately in the Notice convening the 33rd Annual General Meeting read with the Annexure thereto forming part of this Report.

The Company has received necessary declaration from all directors stating that they are not debarred or disqualified from being appointed or continuing as Directors of companies as per the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of the Act.

Details of the number of meetings of the Board of Directors have been furnished in the Report on Corporate Governance.

During the period, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

Change in KMP:

- Mr. N V Agandeswaran (Membership Number: A7966) had been resigned as Company Secretary and Compliance Officer of the Company but he has been reinstated as Company Secretary and Compliance officer w.e.f. 21/12/2022.
- Ms. Dakshata Chavan was designated as Chief Financial Officer (CFO) of the Company W.e.f. May 29, 2023.
- Ms. Vijila Vincent Nadar resigned from the position of Chief Financial Officer (CFO) of the Company w.e.f. May 28, 2023.

14. BOARD EVALUATION:

The Nomination and Remuneration Committee has defined evaluation criteria for the performance evaluation of the Board, its Committees and individual director(s).

Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors has carried out an annual evaluation of its own performance, Board, its committees and individual directors.



The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, advisory role and contribution in the decision making etc.

At the separate meeting of independent directors held on February, 13, 2023 performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated objectively, taking into account the views of executive directors and non-executive directors.

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Director) which have been placed on the website of the Company at the link: www.shahilogistics.com

15. INDEPENDENT DIRECTOR:

(i) Declaration from Independent Directors

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their liability to discharge their duties. Based on the declaration received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and they are independent of the management. The Company has also received Disclosure of Interest by Directors as per the provisions of Section 184 of the Act.

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per requirements of Regulation 25 of Listing Regulations, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. The Independent Directors of the Company confirmed that they are in compliance with the requirements of Regulation 25 of Listing Regulations.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

The Independent Directors have confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

(ii) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors.

(iii) Details of familiarization Programme

The details of programme for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the www.shahilogistics.com.

16. MEETINGS:

During the Financial year 2022-23, the Board of Directors of the Company met Five times (5) times. The intervening gap between any two meetings was within the period prescribed under the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 including circulars/ notifications issued by the Ministry of Corporate Affairs and the SEBI. The details of meetings held are given in the Corporate Governance Report.



17. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, Key Managerial Personnel, senior management and their remuneration. The policy lays down criteria for selection of directors, key managerial personnel and senior management like, qualification, requisite expertise, relevant experience and integrity of the directors, etc. The remuneration policy lays down the entitlements of remuneration to non-executive directors such as sitting fees and such other remuneration as permissible under the provisions of the Act.

Remuneration to Whole-Time Director(s) consists of monthly salary, allowances, perquisites, bonus, commission and other allowable retirement benefits. As per the Policy, the remuneration/compensation to Managing Director /Whole Time Director/Key Managerial Personnel shall be recommended by the Nomination and Remuneration Committee to the Board for its approval.

In respect of key managerial personnel and senior management, the remuneration will consist of fixed pay and incentive pay. The fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time and the incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management.

The Nomination and Remuneration Policy is attached herewith this report as Annexure I.

18. INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY:

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self- assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

The Audit Committee regularly reviews the internal control system to ensure that it remains effective and aligned with the business requirements. In case weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls.

19. ANNUAL RETURN:

2023 is uploaded on the website of the Company and can be accessed at www.shahilogistics.com.

20. DETAILS OF COMMITTEES OF THE BOARD:

At present, the Board has three committees, namely the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. As at the end of the Reporting period dated March 31, 2023, the composition of various committees is as per the applicable provisions of the Act along with the Rules and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015. The brief details of various committees, terms of reference is provided separately in the Corporate Governance report.

21. AUDIT COMMITTEE:

Audit Committee of the Board has been constituted as per Section 177 of the Act ,rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as at the end of the Financial Year. The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report. All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company.

22. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee has been constituted as per section 178 (5) of the Act read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as at the end of the Financial Year. The Stakeholders Relationship Committee is empowered to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of financial statement and non-receipt of dividend etc. The details pertaining to composition of Stakeholders Relationship committee are included in the Corporate Governance Report, which forms part of this report.

**23. NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee of the Board has been constituted as per Section 178 of the Act and rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as at the end of the Financial Year. The details pertaining to composition of Nomination and Remuneration Committee, terms of reference and other particulars are included in the Corporate Governance Report, which forms part of this report.

24. AUDITORS:**a) Statutory Auditors:**

The Board of Directors of the Company at its Meeting held on May 29, 2023, based on the recommendation of the Audit Committee, has recommended the re-appointment of M/s. B. P. Shah & Co., Chartered Accountants (Firm Registration No. 109517W), as the Statutory Auditors of the Company, pursuant to Section 139 of the Act for a subsequent term of five (5) consecutive years i.e. from the conclusion of the 33rd AGM till the conclusion of the 37th AGM to be held in the year 2027, subject to the approval of the Members in the 33rd Annual General Meeting of the Company.

At the 32nd AGM of the Company held on September 24, 2022 and pursuant to provisions of the Act and the Rules made thereunder, M/s. B. P. Shah & Co., Chartered Accountants (Firm Registration No. 109517W), were re-appointed as Statutory Auditors of the Company for their 2nd term of 5 years commencing from the conclusion of the 32nd AGM till the conclusion of the 37th AGM to be held in the year 2027.

The Audit Report of M/s. B. P. Shah & Co., on the Financial Statements of the Company for F.Y. 2022-23 forms part of this Integrated Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Company has confirmed with Auditors that they satisfy the criteria provided under Section 141 of the Act and rules framed thereunder.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had on recommendation of the Audit Committee, at its meeting held on December 21, 2022, appointed **M/s. GMS & Co.**, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2022-23 and issue Secretarial Audit Report.

Further, the Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on August 30, 2023 has re-appointed **M/s. GMS & Co.**, Practicing Company Secretaries as the "Secretarial Auditor" of the Company for the Financial Year 2023-24.

The Secretarial Audit Report issued by **M/s. GMS & Co.** for the financial year 2022-23 in Form MR-3 forms part of this report and marked as Annexure – II.

The Secretarial Auditor has made following observation(s) and the Management reply for the same is as under:

Sr. No.	Auditors' Observation	Management Reply
1.	As per SEBI's circular no. CIR/ISD/3/2011 dated 17 th June 2011, 100% of Promoter and Promoter shareholding Groups should dematerialized. The Promoter and Promoter Groups Shareholding of the Company is not 100% held in dematerialized form.	The Promoter and Promoter Groups Shareholding of the Company is still not 100% held in dematerialized form.
2.	As per Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed companies are required to pay Annual Listing Fees (ALF) to the Stock Exchange where its securities are listed, before the 30 th of April every year. The Company has not paid the annual listing fees to the stock exchange.	The Company states that it is intending to clear all the outstanding dues towards the Listing Fees on priority basis.
3.	As per Regulation 46 and 62 of the SEBI LODR Regulations, 2015, the Company shall disclose the prescribed information on the website of the Company. The website of the Company do not contain the information as required under Regulation 30, Regulation 46, Regulation 62 and other applicable Regulations of SEBI LODR Regulations 2015.	The Company is in process of updating the requisite information on the website of the Company



Sr. No.	Auditors' Observation	Management Reply
4.	As per Regulation 6 of the SEBI LODR Regulations, 2015, a listed entity shall appoint a qualified company secretary as the compliance officer. The Company does not have a Company Secretary and a Compliance officer during the complete financial year 2022-23.	The Company has appointed a Company Secretary and Compliance officer w.e.f. 21/12/2022.
5.	Company has not filed certain mandatory E-Forms with Registrar of Companies (Ministry of Corporate Affairs) yet. Further few E-Forms filed by the company with additional/delayed fees.	The Company is in Process of filing of all the pending e-forms with ROC as soon as possible.
6.	Few quarterly compliance filings under SEBI LODR Regulations, 2015 also not done by the company with in the stipulated time.	The Company will follow/filed all the compliance reports within the time specified in the SEBI LODR Regulations, 2015.

c) Internal Auditor:

The Board of Directors of the Company have re-appointed M/s. Wandrekar & Co., Chartered Accountants, Mumbai as an Internal Auditor of the Company, for the financial years, starting from Financial Year 2022-23, to look after all the internal audit requirements and report of the same is placed/forwarded to Audit Committee and Statutory Auditor of the Company on the relevant and necessary matters from time to time.

25. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the statutory auditors nor the secretarial auditors reported to the Audit Committee of the Board, under section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Report.

26. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Act during the year under review and hence the said provisions are not applicable.

27. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY:

The company, during the year, has entered into transactions, as specified under section 188 (1) of the Act, with related parties. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is forming part of Board Report as **Annexure III**. The details of related party transactions are set out in the notes to the financial statements.

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.

There were no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are approved by the Audit Committee by way of ratification. The transactions entered into are reviewed by the audit committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

28. PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details of the employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are annexed to this report as **Annexure -IV**.

29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**30. CORPORATE GOVERNANCE:**

The Company constantly endeavors to follow the corporate governance guidelines and best practice sincerely and disclose the same transparently. The Board is conscious of its inherent responsibility to disclose timely and accurate information on the Company's operations, performance, material corporate events as well as on the leadership and governance matters relating to the Company. Your Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding corporate governance.

The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

31. MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

32. BUSINESS RESPONSIBILITY REPORT

As the Company is not among top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

33. MAINTENANCE OF COST RECORDS

The maintenance of cost records for the services rendered by the Company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014.

34. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and the Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees of Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

35. VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES:

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company pursuant to the provisions of Section 177 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has framed "Vigil Mechanism" for employees including directors of the Company for reporting the genuine concerns or grievances or cases of actual or suspected, fraud or violation of the Company's code of conduct and ethics policy. The Vigil Mechanism/Whistle Blower Policy is available on the Company's website www.shahilogistics.com

36. DEPOSITS FROM PUBLIC:

During the period under review, your Company did not accept / renew any deposits within the meaning of Section 73 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 balance sheet date. Further, The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

37. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Policy is gender neutral. During the year, the committee has not received any complaint of harassment.

No complaint pertaining to sexual harassment was received during the Financial Year 2022-23.

38. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions pertaining to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, are not applicable to your Company.

39. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached as **Annexure V** which forms part of this Report.



40. LISTING WITH STOCK EXCHANGES:

Your Company is listed with the BSE Limited. Further, your Company is in process to pay the Annual Listing Fees for the financial years from 2018-19 to 2022-23 to BSE Limited, the stock exchange where the Company's shares are listed.

The trading in the scrip of the Company has been suspended by the BSE on account of non-payment of listing fees and violation of SEBI & Exchange Regulations issued under various SOP circulars and notifications issued by SEBI.

41. DISCLOSURES UNDER SECTION 134(3)(L) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

42. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Act and hence it has neither formulated a policy nor contributed an amount towards corporate social responsibility activities.

43. PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 .

There are no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on March 31, 2023.

44. FUTURE OUTLOOK:

The shipping industry is poised for growth in the coming years. Your Company with some inherent advantages such as low operation cost, committed professional manpower and proper upkeep of vessels is expected to cash on the opportunities provided. Your Company has highly qualified and dedicated team of professionals in various work profile to focus on quality improvement of each and every work.

Your Company has since last few years taken initiatives to broaden its fleet base to minimize the risks and maximize the gains.

45. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code. The Compliance officer is entrusted with responsibility of overseeing, the compliances prescribed in connection with prevention of Insider Trading.

46. OTHER DISCLOSURES/REPORTING:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were not ran sanctions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Joint Venture(s).
- e) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries, Joint Venture/Associate Company.
- f) Voting rights which are directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially holds shares as envisaged under section 67(3)(c) of the Act).
- g) Any significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



47. CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

48. APPRECIATION

Your Directors place on record their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, government and other regulatory Authorities, stock exchanges, other statutory bodies, Company's bankers, Members and employees of the Company for the assistance, cooperation and encouragement and continued support extended to the Company.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. Our employees are instrumental in helping the Company scale new heights, year after year. Their commitment and contribution is deeply acknowledged. Your involvement as shareholders is also greatly valued.

Your Directors also sincerely acknowledge the significant contributions made by all the employees through their dedicated services to the Company Your Directors look forward to your continuing support.

For and on behalf of the Board of Directors

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

Anjali Shahi
Director
DIN:03363248

Date: August 30th, 2023
Place: Mumbai



Annexure - I

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION OF SHAHI SHIPPING LIMITED

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed policy for selection and appointment of Directors, Senior Management and their remuneration in pursuance to Section 178 of Companies act 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The remuneration given is as per the remuneration policy framed.

The policy is divided into separate sections for executive directors, non-executive directors and employees.

The remuneration of the executive directors is recommended by the Nomination and Remuneration Committee (the Committee) and approved by the Board of Directors (the Board) and shareholders of the Company within the overall limits as may be prescribed under applicable laws.

The remuneration of the non-executive directors is approved by the Board of Directors within the overall limits as may be prescribed under applicable laws.

Criteria for Determining the Qualifications for appointment of Directors (including Independent Directors)

- i. Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;
- ii. Their technical, financial, HR, Legal, or business literacy/skills i.e. knowledge about Sea Logistics Solutions and Shipping business;
- iii. Their administrative experience;
- iv. Other appropriate qualification/experience to meet the objectives of the Company;
- v. As per the applicable provisions of Companies Act, 2013, Rules made thereunder and as per provisions of SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- a. Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- b. Actively update their knowledge and skills with the latest developments in the infrastructure industry, market conditions and applicable legal provisions;
- c. Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- d. To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- e. Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- f. To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;
- g. Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and as per provisions of SEBI (LODR) Regulations 2015 as amended from time to time.

Independence Review Procedures

- Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and as per provisions of SEBI (LODR) Regulations.2015



- **Individual Director's Independence Determinations**

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and as per provisions of SEBI(LODR) Regulations 2015

- **Disclosure of Change of Independent Status**

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

a. **Criteria for appointment of KMP/Senior Management**

- i. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- ii. To practice and encourage professionalism and transparent working environment;
- iii. To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- iv. To adhere strictly to code of conduct

b. **Term of the Director –**

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the Listing Regulations, as amended from time to time. Whereas the term of the KMP (other than the Managing / Wholetime Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

c. **Evaluation –**

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment /continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

d. **Removal –**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder and /or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management.

e. **Remuneration of Managing / Whole-time Director, KMP and Senior Management**

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Wholetime Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and, wherever required. Further, the Chairman & Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Wholetime Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

f. **Remuneration to Non-executive Directors (Including independent Director)**

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Wholetime Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval.

g. **Remuneration to other employees**

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.



FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Shahi Shipping Ltd.,
404, Abhay Steel House,
Baroda Street, Mumbai - 400 009

We have conducted the Secretarial Audit for the compliance of applicable statutory provisions and adherence to good corporate governance practices by **SHAHI SHIPPING LIMITED** (hereinafter called 'the Company') for the Audit Period from April 01, 2022 to March 31, 2023 ("The year"/ "Audit Period"/ Period under review").

Secretarial Audit was conducted in a manner that provided to me/ us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the aforesaid period, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') namely:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'; (Not Applicable to the Company, during the Audit Period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable to the Company, during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. (Not applicable to the Company, during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable to the Company, during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company, during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company, during the Audit Period)



- (vi) Merchant Shipping Act, 1958 and the other Acts as prescribed by the Directorate General of Shipping under Ministry of Shipping, Government of India.

I have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the representations made by the head of the respective departments in addition to the checks carried out by us:

- a. Merchant Shipping Act, 1958.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified.
- (ii) The SEBI (Listing Obligations and Listing Requirements), Regulations 2015 entered into by the Company with BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on our verification and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except with the following observation:

- 1) *As per SEBI Circular no Cir/ISD/ 3/2011 dated June 17, 2011, 100% of promoter's and promoter group's shareholding should be dematerialized. However, the Promoter's and Promoter's group's shareholding of the Company is NOT 100% held in Dematerialized Form.*
- 2) *During the period under review, Related Party Transactions were undertaken but no prior approval regarding the same were obtained from the audit committee as required under clause 23.2 of the SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015. However, the transactions with related parties were ratified by the Audit Committee at the immediate subsequent meeting to the transaction.*
- 3) *The Company has not paid the Annual Listing Fees to the BSE Limited, the Stock Exchange on which the Company is listed, for the financial years from 2018-19 to 2022-23. Consequently the shares of the Company are suspended for trading on the BSE Limited and the shares of the promoters are freezed for penal reasons and the Company is further liable for any penal action taken by the BSE Limited.*
- 4) *The website of the Company does not contain the information as required under Regulation 30, Regulation 46, Regulation 62 and other applicable Regulations of SEBI LODR Regulations 2015.*
- 5) *As per Regulation 6 of the SEBI LODR Regulations, 2015 a listed entity is required to appoint a qualified Company Secretary as a Compliance Officer. However, the Company does not have a Company Secretary and a Compliance officer for the complete financial year 2022-23 and was charged a penalty of Rs. 1,06,200/- (inclusive of GST) by the BSE Limited.*
Further, The Company has appointed the Company Secretary & Compliance Officer w.e.f. 21.12.2022
- 6) *Company has not filed certain mandatory E-Forms with Registrar of Companies (Ministry of Corporate Affairs) yet. Further few E-Forms filed by the company with additional/delayed fees.*
- 7) *Few quarterly compliance filings under SEBI LODR Regulations, 2015 also not done by the company with in the stipulated time.*

We have relied on the representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other generally applicable Acts, Laws and Regulations to the Company.

We report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, on test check basis, the Company has complied with all the applicable laws.

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws have not been reviewed in this audit since the same is not within the scope of our audit.

We report that

As on March 31, 2023, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-executive and Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Section 152 of the Companies Act, 2013.



We further report that

Adequate notices were given to the Directors to schedule the Board Meetings and the agenda and detailed notes on agenda together with the notice were sent at least seven days in advance. The Company has a proper system in existence to enable the Directors to seek and obtain further information and clarifications on the agenda items before the meeting, as also for meaningful participation at the meeting.

All the decisions at the Board Meetings and Committee Meetings were carried out either unanimously or by majority, as the case may be and are recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board. There was no instance of dissenting views by any Member of Board of Directors during the year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company, except for those qualified above, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that based on the representation(s) obtained from the Company, during the audit period, there were no events occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For, GMS & Co.

Mr. Gaurang Shah
Practicing Company Secretary
ACS No: 32581
CP No: 11953
UDIN:A032581E000899656
Peer Review No.: PRB/1562

Date: August 30, 2023

Place: Thane

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



ANNEXURE - A

To,
The Members,
Shahi Shipping Limited
404, Abhay Steel House,
Baroda Street, Mumbai - 400 009

Our Secretarial Audit Report for the Financial Year ended March 31, 2023 of even date is to be read along with this letter.

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

For, GMS & Co.

Mr. Gaurang Shah
Practicing Company Secretary
ACS No: 32581
CP No: 11953
UDIN: A032581E000899656
Peer Review No.: PRB/1562

Date: August 30, 2023
Place: Thane

**Annexure - III****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 transaction under third proviso thereto.

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

Name of the Related Party & nature of relationship	Nature of Contract / arrangement / transaction	Duration of the contracts or arrangements or transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of Approval by the Board, if any.	Amount paid as advances, if any
Not Applicable					

2. **Details of contracts or arrangements or transactions at Arm's length basis.**

Name of the Related Party & nature of relationship	Nature of Contract / arrangement / transaction	Duration of the contracts or arrangements or transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of Approval by the Board, if any.	Amount paid as advances, if any
India First Logistics Ltd.	Other Purchase of Rs.14.82 lacs	2022-23	At arm's length	Approved in respective Board Meeting	-
India First Logistics Ltd.	Loan received / (repaid) during the year of Rs. 70.50 (67.00) lacs	2022-23	At arm's length	Approved in respective Board Meeting	-
Sarvesh Shahi	Remuneration paid to MD during the year of Rs.60 lacs	2022-23	At arm's length	Approved in respective Board Meeting	-
Somesh Shahi	Salary paid relative of MD during the year of Rs.6 lacs	2022-23	At arm's length	Approved in respective Board Meeting	-
Vijila Vincent	Salary paid to CFO during the year of Rs.2.80 lacs	2022-23	At arm's length	Approved in respective Board Meeting	-

**For and on behalf of the Board of Directors
Of Shahi Shipping Limited**

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

Anjali Shahi
Director
DIN:03363248

Date: August 30th, 2023
Place: Mumbai

**Annexure - IV**

Part-A: Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2022-23 as well as the percentage increase in remuneration of each Director, Chief Financial officer is as under:**

Sr. No.	Name of Directors /KMPs	Designation	Ratio of remuneration of each Director to median remuneration of employees for F.Y. 2022-23	% increase of remuneration in F.Y. 2022-23 as compared to F.Y. 2021-22
1	Sarvesh Kumar Shahi	Chairman & MD	36.29	0
2	Omprakash Ramdhin Singh	Independent Director	0.16	0
3	Sanjeev Kumar Singh	Independent Director	0.16	0
4	Anjali Shahi	Non-Exe Director	0	0
5	Vijila Vincent Nadar	CFO	2.80	0

2. **The percentage increase in the median remuneration of employees in the financial year:** The percentage increase in the median remuneration of employees in the F.Y. 2022-23 was 0%
3. **Number of Permanent employees on the rolls of the company:** The Company had 23 permanent employees on the rolls of the Company as on March 31, 2023.
4. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**
Average percentile increase made in salaries of employees other than the managerial personnel in the last F.Y. i.e 2022-23 was 0% whereas the increase in the managerial remuneration for the same F.Y. was 0%.
The increment given to each individual employee, if any is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also as per market trend.
5. **Key parameters for any variable component of remuneration availed by the Directors.**
The key parameters for any variable component of remuneration availed by the Managing Director is approved by the shareholders. Independent Directors are paid sitting fees as determined by the Board of Directors and as per the Nomination Remuneration and Compensation Committee Policy/Charter.
6. **Affirmation that the remuneration is as per the remuneration policy of the Company.**
It is hereby affirmed that the remuneration paid is as per the Nomination Remuneration and Compensation Committee Policy/ Charter.

**For and on behalf of the Board of Directors
Of Shahi Shipping Limited**

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

Anjali Shahi
Director
DIN:03363248

Date: August 30th, 2023
Place: Mumbai

**Annexure - V**

ITEM NO.	PARTICULARS	DETAILS
A.	CONSERVATION OF ENERGY	
(a)	Steps taken and impact on conservation of Energy.	Being Shipping Company, taking of energy conservation steps does not arise and the impact is not Applicable.
(b)	Steps taken by the Company for utilizing alternate sources of energy.	NIL
(c)	The capital investment on energy conservation on equipments.	NIL
B.	TECHNOLOGY ABSORPTION	
(i)	Efforts made towards technology absorption.	NIL
(ii)	Benefits derived like Product improvement, cost reduction, product development or import substitution etc.	NIL
(iii)	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished	NIL
	a) Technology Imported.	NIL
	b) Year of Import.	NIL
	c) Has technology been fully absorbed?	NIL
	d) If not fully absorbed, Areas where absorption has not taken place and reasons thereof.	NIL
(iv)	Expenditure on R&D	NIL
C.	FOREIGN EXCHANGE EARNINGS AND OUTGO	
(a)	Foreign exchange earned in terms of actual inflow (on account of charter hire earnings and interest etc.).	NIL
(b)	Foreign exchange outgo in terms of actual outflow. operating expenses and interest payment etc.	NIL

For and on behalf of the Board of Directors
Of Shahi Shipping Limited

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

Anjali Shahi
Director
DIN:03363248

Date: August 30th, 2023
Place: Mumbai



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) INDUSTRY STRUCTURE AND DEVELOPMENT

Shahi Shipping Ltd. has the largest and most diverse fleet of coastal shipping vessels in India. Established in 1985 as a Partnership Firm, the company went public in the year 1990. We operate primarily in Mumbai harbor with a branch office in Goa offering cost effective sea logistics solutions to our clients. We pioneered transshipment operations in India building the first 3000 DWT multipurpose cargo vessels. We handle the complex operation of fuel oil distribution to Indian Oil Corporation under the supervision of our experienced and qualified personnel. Our detailed commitment towards the goals of customer satisfaction, growth and excellence has yielded rich dividends through our arduous voyage.

India boasts a coastline of approximately 7,517 km and is strategically located along the world's shipping routes. Around 70% of India's trading in value-terms is handled through maritime transport. The country has 12 major ports and 200 non-major or intermediate ports. The largest major port in India is the Jawaharlal Nehru Port Trust, while Mudra is the largest private port. Globally, India is also one of the top 5 ship recycling countries, with a 30% share of the global ship recycling market. The maritime transport sector moves approximately 95% of the country's trade by volume and 68% by value.

India's major ports had a capacity of 1,598 MT in 2021-22. During the period from April 2022 to December 2022, the cargo traffic handled by these ports increased by 8.9% to 575.98 MT, up from 529.09 MT in the corresponding period in the previous year. With growing trade, demand for containers is expected to increase. In 2021-22, container traffic in major ports in India reached 11.22 mn TEUs, while as of October 2022, the container traffic stood at 6.58 mn TEUs. In 2021-22, India's merchandise exports amounted to US\$ 417.8 bn, which represented a 40% increase from the previous year. As of September 2022, merchandise exports in 2022-23 reached US\$ 231.88 bn.

The Ministry of Ports, Shipping and Waterways has funded 171 projects worth ` 10,900 Crores under the Sagarmala Scheme, with 48 projects completed and 123 under development. In 2022-23, 37 projects worth ` 2500 Crores have been sanctioned. To harness the efficiency from private sector, 52 projects worth ` 40,200 Crores have been completed in public private partnership (PPP) mode and 84 projects worth ` 49,500 Crores are under development. These efforts have resulted in a 16% increase in coastal freight handling and an 8.6% growth in total cargo handling in 2022-23.

The Indian ports' sector is poised for growth, with increasing investments and cargo traffic. As a result, service providers, such as operation and maintenance (O&M), pilotage, harbouring, and marine asset companies, including barges and dredgers, are experiencing positive momentum. Additionally, domestic waterways have proven to be a cost-effective and environmentally sustainable mode of freight transportation.

As a part of this initiative, the Government has set a target to operationalise 23 waterways by 2030. It has implemented several measures to improve operational efficiency, through mechanisation, deepening the draft, and speedy evacuations. These measures, coupled with the Indian shipping industry's efforts to develop its infrastructure and capabilities, contribute to India's economic independence and competitiveness in the global market.

The Indian Shipping Industry plays a crucial role in Indian economy. As 95% of nations trade by volume is done by sea. India has been largest merchant shipping fleet amongst the developing nations. The Indian Shipping Industry supports transportation of national and international cargoes and also provide various facilities such as ship building, repairing, lighthouse facilities, freight forwarding etc. Indian Shipping Industry with emergence of globalization and liberalization is firmly ready to acquire new dimensions in terms of demand and infrastructural development.

The Indian shipping industry has been growing in the last two decades; however the competitive position of the Indian shipping industry needs to be strengthened. Government of India has been supporting the growth of the industry through various measures. Government has a role to develop Indian port sector, which would contribute to the growth of the Indian shipping. The players in the shipping and associated sectors have also a role to play for the development of the industry, for it to carve a niche in the world shipping map. Indian shipping industry needs to team up with foreign consortium of fleet owners to tap the growing LNG transportation business. Indian ship builders must focus on benchmarking their own processes to international standards to improve the efficiency, delivery time, price and quality. Innovative financing measures such as German KG model may be adopted to encourage fund flow into this sector. It is therefore essential for India to put together all such strategies that would lead to optimal and effective contribution towards developing the shipping industry.

(b) GLOBAL SHIPPING INDUSTRY

The global shipping industry is divided into various segments such as container, dry bulk, oil and gas, offshore etc. Container shipping is dominated by large Companies transporting standardized containers of manufactured goods, while dry bulk shipping involves dry vessels carrying unpackaged goods like coal, ores and grains. Oil and gas shipping is instrumental in transportation



of crude oil, refined products and gases whereas offshore shipping supports the oilfields and the gas industry. All shipping segments face similar opportunities and challenges but have distinct characteristics that impact their markets. The global shipping industry saw growth rebound in 2022, as supply chain pressures eased, resulting in freight rates moving towards normalization.

The trends of automation and increased focus on achieving sustainability goals form an underlying aspect of the shipping industry's growth outlook, with market players emphasizing higher efficiencies and cost reduction. On one hand, the shipping industry is leveraging technologies such as AI, machine learning, computer vision, connected IoT networks, and block chain, while on the other hand, the industry is also committed to becoming carbon-neutral and reducing CO₂ emissions by up to 50% by 2050. As a step in this direction, the COP27 saw the shipping industry become a key highlight of discussion, partly due to the Green Shipping Challenge presented by the US and Norwegian Governments, which received widespread support from countries, ports, and shipping companies.

Starting 1st January 2023, stricter environmental regulations have affected ship owners. The new IMO regulations aim to reduce greenhouse gas emissions and environmental impact, with the CII regulation resulting in 30%-40% of containerhips and dry bulk carriers being considered non-compliant. Ship owners can reduce emissions by adopting slow sailing or retrofitting their ships with energy-efficient technologies and alternative fuels, but this will increase costs and potentially impact insurance coverage and future access to capital.

The global container shipping market experienced a softening trend towards the end of 2022, with rates returning to normal after the exceptional highs in the year's first half. This softening was due to easing congestion, resulting in the Containership Port Congestion Index averaging 33.2% in November 2022, the lowest since September 2020. By the end of December 2022, the Shanghai Containerised Freight Index (SCFI) spot box freight index had decreased by 30% from November and 78% from the start of 2022.

(c) OUTLOOK ON OPPORTUNITIES

India has a rich maritime history. The shipbreaking and shipbuilding industry flourished during the Indus Valley civilization. Today, India has the biggest shipbreaking yard in the world. It is estimated that around half of the world's ships are broken down by Alang. Through the various initiatives introduced by the government, India's shipping industry has grown significantly since independence. As of 2022, India's fleet has a total of 1405 ships, which is equivalent to a deadweight tonnage of approximately 19.2 million. The country's infrastructure projects have also helped the industry. Govt. of India worked upon various key initiatives to ensure smooth functioning of India. Although government's ambitious Sagarmala initiative aims to double the share of the port industry in Indian cargo movement by 2025. This initiative was launched in 2017 to rationalize the freight costs and improve the competitiveness of the export market. Government is also planning to spend \$123 billion on various port modernization projects through the Sagarmala Program. This will help boost the country's export efficiency and create jobs. In 2022, around 161 projects under the Sagarmala Program have been completed. In 2021, the total port capacity has increased to 1534.91 million tons a year. It was previously estimated that the port capacity would reach 871.52 million tons in 2014. The Merchant Shipping Bill, 2020, aims to promote the growth of the Indian marine industry and prevent air pollution. Projects related to inland water transport are also under the Jal Marg Vikas focused on improving the efficiency and safety of navigation. The government has also lowered the Goods and Services Tax (GST) for foreign-flagged vessels and coastal ones. This will help boost the marine industry.

Out of the 200 non-metro ports in India, 44 are already operational and strategically located. This is largely due to the huge cargo traffic that has shifted from the major ports to the smaller ones. The non-major ports' traffic grew at a robust rate of 45% during the financial year 2020 as the government's initiatives to decongest the roads and railways continued. Major ports handled a total of 704.6 million tonnes of cargo during the year under review, up 0.8% from the previous year. The capacity of these facilities is expected to grow at a robust rate of 6% over the next couple of years. The Indian government's plan to establish 23 waterways by 2030 is geared toward addressing the country's logistics needs. Whereas, The Make in India campaign will help boost the country's marine repair industry and its shipbuilding industry. And Due to the increasing awareness about the environment, the maritime industry is pushing for the use of cleaner fuels. The Indian Ocean's strategic location makes it the most advantageous place for India's shipping industry. Its trade with other countries is 95 percent based on volume. India's maritime sector is one of the country's top priority areas for foreign direct investments. It is estimated that the industry could generate annual revenue of over US\$81 billion. In line with this, the country's Ministry of Shipping is planning to improve the concession agreement (MCA) to attract more private investors. As Indian subcontinent has a coastline of over 7,517 kilometers, which is strategically located near the Indian Ocean Region. This region supports around 80 percent of the global maritime oil trade. The country's shipping industry is expected to contribute significantly to the country's economic growth. A recent study conducted by the MoPSW revealed that around 95 percent of India's international trade volume is carried out through its maritime channel.



Opportunities

- **Enhancing the Functionality of Private Ports:**

With the rise in imports of crude oil, coal, and containerised goods, public ports face a challenging situation, which presents an opportunity for private docks to step up and fulfil the additional demand from significant ports. As a result, private ports are increasing their capacity to meet projected future demand

- **Government Initiatives:**

The Indian Government has also taken initiatives to boost the country's maritime sector through the Maritime India Vision (MIV) 2030. The vision was launched by the Honourable Prime Minister, Shri Narendra Modi, in March 2021. It was developed in consultation with over 350 public and private stakeholders. These stakeholders included ports, shipyards, inland waterways, trade bodies, associations, and legal experts. It outlines over 150 initiatives to accelerate and coordinate the comprehensive development of India's diverse maritime sector.

- **Digitalisation of Operations:**

The shipping industry is embracing technological advancements, such as automation, big data analytics, and artificial intelligence to improve efficiency, accuracy reliability, reduce costs, and enhance safety, presenting opportunities for companies to adopt new technologies and stay competitive.

- **Environmental Regulations:**

Governments and international organisations are introducing regulations to reduce emissions and promote sustainability in the shipping industry, offering prospects for companies to invest in eco-friendly technologies and solutions.

- **Emerging Markets**

Emerging markets, such as China, India, Middle East and Southeast Asia are experiencing rapid economic growth and increasing demand for goods, creating opportunities for shipping companies to expand their operations and tap into new markets.

- **Infrastructure Development:**

Developing new ports, terminals, and other infrastructure projects presents opportunities for shipping companies to expand their operations and improve efficiency.

(d) THREATS, RISKS AND CONCERNS

Impacts of COVID-19 in maritime transportation and its related policy measures have been investigated by more and more organizations and researchers across the world. The results on the quantitative performance of Indian major seaports during the COVID-19 indicate a negative growth in the cargo traffic and a decrease in the number of vessel traffic compared to pre-COVID-19. The expert survey results suggest a lack of preparedness for COVID-19 and the need for developing future strategies by maritime organizations. The overall findings of the study shall assist in formulating maritime strategies by enhancing supply chain resilience and sustainable business recovery process while preparing for a post-COVID-19 crisis. The study also notes that the Covid-19 crisis is still an ongoing concern, as the government, maritime organizations, and stakeholders face towards providing vaccine and remedial treatment to infected people.

Before the COVID-19 pandemic, Indian firms have focused on interconnected and lean supply chains to ameliorate the gaps through increased efficiency of supply chains. However, the pandemic has exposed most Indian firms to severe supply chain disruptions (SCDs) due to undiscovered supply chain vulnerabilities. The study revealed that many Indian firms have experienced major disruptions in transportation and logistics services, including impact on transportation and logistics data, time delays, and cargo cancellations due to cramped freight capacity, restricted circulation, closure of ports, and slow customs clearances. This has also impacted adversely the production and transport consignments including logistics services and led to delays and rerouting to final consumers.

Over and above the economic risks the shipping industry is impacted by numerous short term and regional factors, like weather changes, COVID 19 etc. This results in great amount of volatility in the freight market, which in turn impacts your Company's earnings. The global economy is in uncertain territory, and not showing signs of picking up sharply in shorter span of time.



RISKS AND CONCERNS:

- **Indian Ship Repair Industry:**

Indian dry docks face difficulty due to the shortage of ports with ship repair facilities, high funding costs, ship spares, and technical challenges.

- **International Disputes and Regulatory Policies:**

Changes in regulatory policies can hamper mobilisation and supply chains, requiring alternate dispute resolution options to mitigate such risks.

- **Shortage of Trained Workforce and Competent Seafarers:**

- The industry faces a shortage of executives with technical experience and officers at the managerial level, with demand exceeding supply.

- **Rising Costs of Operation:**

Rising input costs, inflation, and poor market conditions can lead to higher operating costs, hampering supply chain management and mobilisation.

- **Cybersecurity Risks:**

Increased reliance on digitisation and automation has brought along a set of cyber threats and challenges, requiring a cyber-risk management system to identify and respond to these challenges efficiently.

- **Security Risks:**

Piracy and armed robberies in Southeast Asia and West Africa pose a growing threat to the industry

THREATS

- **Infrastructure:**

Poor infrastructure, such as inadequate port facilities or underdeveloped transportation networks, can cause delays and disruptions to business operations. It may also increase transportation costs and affect the delivery of goods and services.

- **Trade Regulations:**

Unfavourable and differentiated Government regulations can create hurdles for building infrastructure, and may limit the scope of business opportunities. Strict regulatory policies may significantly impact coastal maritime operations, which could affect port traffic and trade volume in particular.

- **Geopolitical Tensions and Trade Sanctions:**

Political tensions and trade sanctions can lead to increased shipping costs, disruption of global trade, and financial risks for all parties involved. This can include financial institutions, shipowners, charterers, suppliers, insurers, ports, and cargo owners.

- **Crew Changes**

Due to the Covid-19 pandemic, travel restrictions and border closures resulted in seafarers being stranded on board ships for extended periods. This increased the risk to their mental and physical health, which may also impact the availability of skilled workers and lead to additional costs for your Company.

- **Surveys, Inspections, and Servicing:**

Delays in carrying out surveys, inspections, and maintenance of ships due to technician shortages and social distancing measures at shipyards, can result in operational disruptions, downtime, and additional costs. This can also affect the overall safety and efficiency of the ship, which may lead to increased risks for the crew and cargo.

(e) SEGMENT WISE PERFORMANCE

The Company operates in only one segment i.e. shipping, and therefore, has no separate reportable segments. Your company continued to provide services in the areas of Container Liquid Cargo lighter age operations of Petroleum & Chemical Products, lighter age operations of Bulk Cargo, Tug services for port related activities, supply of bunkers to vessels and Container



Feeder Service on Indian Coasts through its fleet of vessels. The business development period provides an opportunity to create value and lean period provide to undertake major repairs and maintenance of vessels. The fleet utilization during the period under review was efficient.

(f) OUTLOOK

The shipping industry is poised for growth in the coming years. Your company with some inherent advantages such as low operation cost, committed professional manpower and proper upkeep of vessels is expected to cash on the opportunities provided.

Your Company has since last few years taken initiatives to broaden its fleet base to minimize the risks and maximize the gains.

(g) PROJECT

Your Company has carried out a market survey on Indian costal business opportunities and based on its finding proposing to acquire suitable petroleum and allied carrying vessels, which if commenced, will significantly grow the profitability of the Company.

(h) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Much of the success of your company is attributed to the quality of its people, their dedication and contribution. The dedicated team of shore and floating staff provides continuous support to the operations of the company, which is reflected in the operational efficiency. Voyage operations are managed professionally, ensuring high productivity levels, thus increasing the revenues. Your Company employs skilled personnel to monitor and maintain its oil-spill and other emergency response plans. Even though the scattered monsoon and the impacts of covid has impacted the operational performance of the Company, resulting adversely on the financial capacity of the Company. However, the Company is committed and is ever thriving for improvement of operational performance having a positive impact on the financial performance as well.

(i) QUALITY & SAFETY

Your company continues to focus on the safety, training and development of the employees. The company also conducts frequent training sessions including onboard drills to enhance the effectiveness of the safety of the staff. Your company firmly believes that pursuit of excellence is one of the critical components for competitive success in the global market. Your Directors take pleasure in informing you that your company has upgraded ISO to latest gradation standards. The Company has also obtained Trade mark certificate from Trade mark Registry Certification to safeguard the interest of the Company and is on continuous journey towards continual improvement to make its Quality Management System more effective.

(j) HUMAN RESOURCES

The Company considers its employees as partners in growth. They have played a significant role and enabled the Company to deliver superior performance year after year.

(k) ADEQUACY OF INTERNAL CONTROLS AND RISK MANAGEMENT

Your company believes in formulating adequate and effective internal control systems and implementing the same strictly to ensure that assets and interests of the company are adequately safeguarded. The Company has adopted the all reasonable processes and procedures that management puts in place to help and make sure that its assets are protected and that company activities are conducted in accordance with the organization's policies and procedures. As observed by auditors, the company, going forward, would deploy news tools and technique to strengthen its Internal Financial Controls and to facilitate smooth and efficient functioning of the activities of business paving way for compliance of internal control norms stated in the guidance note on 'Audit of Internal Financial Controls over Financial Reporting' issued by the Institute of Chartered Accountants of India.

The Company's robust Risk Management Framework (RMF) identifies and evaluates all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks. The Company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth.

(l) CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's strategies on business, projections and estimates are forward looking statements within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The actual results may vary from those expressed or implied, depending upon economic conditions, Government policies, regulations, tax laws and other incidental factors.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
**The Members of
Shahi Shipping Limited**
404, Abhay Steel House, 4th Floor
Baroda Street, Mumbai - 400009

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shahi Shipping Limited having CIN L61100MH1990PLC058680 and having registered office at 404 Abhay Steel House 4th Floor Baroda Street Mumbai 400009 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1.	Sarvesh Kumar Shahi	00359535	26/10/1990
2.	Anjali Shahi	03363248	13/02/2019
3.	Omprakash Ramdhin Singh	08597117	05/02/2021
4.	Sanjeev Kumar Singh	08698524	13/02/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, GMS & Co.

Mr. Gaurang Shah
Practicing Company Secretary
ACS No: 32581
CP No: 11953
UDIN: A032581E000899656
Peer Review No.: PRB/1562

Date: August 30, 2023
Place: Thane



CORPORATE GOVERNANCE REPORT

[As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. CORPORATE GOVERNANCE AND COMPANY'S PHILOSOPHY

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

The Philosophy of the Company in relation to Corporate Governance is to ensure highest transparency, disclosures and reporting to stakeholders. It is our endeavor through this reporting system to conform fully to law, regulations and guidelines, and to promote ethical conduct throughout the organization, with primary objective of enhancing shareholders' value while being a responsible corporate citizen. Shahi Shipping Limited believes Corporate Governance is not a destination but a journey for constantly improving sustainable value creation along with legal compliance, which it firmly believes in. Every effort is made to follow best practices in all the functional areas and in discharging the Company's responsibilities towards all stakeholders and the community at large.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

2. BOARD OF DIRECTORS

a) Composition and category of Directors:

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

The Composition of the Board of Directors of the Company represents the optimum combination of Executive and Non-Executive Directors with one Woman Director, which is in conformity with Regulations 17 of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Sections 149 and 152 of the Companies Act, 2013 ('the Act').

As on March 31, 2023, the Board comprises of Four (4) Directors as on March 31, 2023. Out of these, Two (2) Directors are Non-Executive-Independent, One (1) Director is Non-Executive Non Independent and one (1) Director is the Chairman of the Board and also the Managing Director of the Company.

Composition of Board as on March 31, 2023 is as follows:

Name of Directors & KMPs	Category	Designation
Mr. Sarvesh Kumar Shahi	Promoter	Chairman and Managing Director
Ms. Anjali Shahi	Promoter	Non-Executive Non Independent Director
Mr. Omprakash Ramdhin Singh	Non-Promoter	Non-Executive Independent Director
Mr. Sanjeev Kumar Singh	Non-Promoter	Non-Executive Independent Director



The particulars of Directors, their category, relationship inter-se, number of shares held, attendance and other directorship, membership/chairmanship of the Board of Directors / Committees as on March 31, 2023 are furnished below:

Name of the Director	Designation	Relationship Inter-se	Shareholding as on 31.03.2023
Mr. Sarvesh Kumar Shahi	Chairman and Managing Director	Father of Ms. Anjali Shahi	20,28,165
Ms. Anjali Shahi	Non-Executive Non Independent Director	D/o of Mr. Sarvesh Kumar Shahi	-
Mr. Sanjeev Kumar Singh	Non-Executive Independent Director	None	-
Mr. Omprakash Ramdhin Singh	Non-Executive Independent Director	None	-

Key Skills, Expertise and Competencies of the Board; The Board of the Company comprises eminent personalities and leaders in their respective fields. These Members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. The Nomination and Remuneration Committee ('NRC') considers, inter alia, key skills, qualifications, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director. The Board have, based on the recommendations of the NRC, identified and annually reviewed the following core key skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning which are currently possessed by the Board Members of the Company and mapped against each of the Directors:

Directors	Financial skills	Policy Development	Leadership	Strategy thinking & decision making	Governance and Compliance	Sales & Marketing	International Business
Sarvesh Shahi	✓	✓	✓	✓	✓	✓	✓
Anjali Shahi	✓	✓	✓	✓	✓	✓	✓
Sanjeev Singh	✓	✓	✓	✓	-	-	-
Omprakash Singh	✓	✓	✓	✓	-	-	-

The Chairman and Managing Director

The Chairman and Managing Directors' primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

**Disclosure of relationships between Directors inter-se**

- None of Directors are related with each other. Except Ms. Anjali Shahi who is the Daughter of Mr. Sarvesh Kumar Shahi, Chairman & Managing Director of the Company

Number of Shares and Convertible Instruments held by Non-Executive Directors

- None of the Non-Executive Directors holds any shareholding in the Company.

Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

b) Attendance of each Director at the Board Meetings and the last Annual General meeting:

The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. The intervening gap between any two meetings was within the period prescribed under the provisions of the Companies Act, 2013 and Listing Regulations including circulars/ notifications issued by the Ministry of Corporate Affairs and SEBI.

Apart from the four scheduled board meetings, additional board meetings are also convened to address the specific matters, if any. Urgent matters are also approved by the Board by passing resolution by circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the departments in the Company communicate to the Executive Directors well in advance, the matters requiring approval of the Board/ Committees of the Board to enable inclusion of the same in the agenda for the Board/Committee meeting(s). The important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned department. Action taken report on the decisions/minutes of the previous meeting is placed at the succeeding meeting of the Board/ Committee for noting.

During the year under review, Five (5) Board Meetings were held on 30th May, 2022, 12th August, 2022, 12th November, 2022, 21st December, 2022 and 13th February, 2023 respectively.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2022-23 is as follows:

Directors	Category of Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Committee Membership or Chairmanship	
				Director-ship of other Indian Public Cos.	Committee Membership/ Chairmanship
Mr. Sarvesh Kumar Shahi	Promoter, Executive Chairman & MD	5	Yes	2	-
Ms. Anjali Shahi	Promoter Non-Executive, Non-Independent	5	Yes	-	-
Mr. Sanjeev Kumar Singh	Non- Executive, Independent	5	Yes	1	-
Mr. Omprakash Ramdhin Singh	Non- Executive, Independent	5	Yes	-	-

Notes:

1. None of the directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
2. None of the independent director holds the position of the independent director in more than seven listed companies as required under the Listing Regulations.



3. None of the director has been appointed as an Alternate Director for Independent Director.
4. The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies.
5. None of the Director of the Company holds membership of more than ten Committees nor is a Chairman of more than five Committees across all Companies of which he/she is a director. Necessary disclosure regarding Committee positions in other Indian public companies as at March 31, 2023 have been made by the Directors.
6. The Committees considered for the above purpose include and are those as specified in SEBI Listing Regulations i.e. Audit Committee (Regulations 18) and Stakeholders Relationship Committee (Regulation 20).
7. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Minutes of the Meeting

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

Post Meeting Mechanism

The important decisions taken at the Board/Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Board diversity policy

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

c) The details of other Directorship in other Indian Public Companies are given below:

Sr. No.	Name of Directors	Category	No. of Directorship in other public Cos.	Member/ Chairperson of the committee	
				Member	Chairman
1	Sarvesh Kumar Shahi	Chairman & MD	2	-	-
2	Anjali Shahi	Non-Executive Director	1	2	-
3	Sanjeev Kumar Singh	Independent Director	-	2	2
4	Omprakash Singh	Independent Director	-	2	-

Mr. Sarvesh Kumar Shahi	Royal Logistics (Ship) Limited and Shahi Gasol Limited
Ms. Anjali Shahi	Nil
Mr. Sanjeev Kumar Singh	India First Logistics Limited
Mr. Omprakash Ramdhin Singh	Nil



Note:

1. None of the Directors of the Company are director in any other listed entity.
2. Directorships mentioned as above do not include directorships of Private Limited Companies, companies under Section 8 of the Act and of companies incorporated outside India.
3. Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.
4. None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.
5. The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

d) Information provided to the Board:

The Board meetings are generally scheduled well in advance and the notice of each board meeting is given in writing to directors of the Company. The board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in advance. The information as specified in Regulations 29 of SEBI Listing Regulations, as applicable at the meeting, is placed before / made available to the Board.

The Board periodically reviews compliance reports of various laws applicable to the Company.

e) Performance evaluation:

The Company has in place a policy on Performance Evaluation wherein it had laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors and Chairperson) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of the Listing Regulations covering inter-alia the following parameters namely:

- i. For Board Evaluation - degree of fulfillment of key responsibilities, Board culture and dynamics.
- ii. Board Committee Evaluation - effectiveness of meetings, Committee dynamics.
- iii. Individual Director Evaluation (including IDs) - contribution at Board Meetings.

Further, the Chairperson was evaluated on key aspects of her role which includes inter- alia effective leadership to the Board and adequate guidance to the Managing Director.

Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, and Individual Directors (including Independent Directors) was evaluated and found to be satisfactory.

During the year under review, the Independent Directors of the Company reviewed the performance of Non- Independent Directors, the Board as a whole and of the Chairperson of the Company, taking into account the views of Executive Director and Non- Executive Directors.

The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

f) Familiarization Programme for Independent Directors:

Whenever any person joins the Board of the Company as an Independent Director, an informal induction programme is arranged. The Company conducts programmes/ presentations periodically, during the Board Meetings, to familiarize the Independent Directors with the nature of industry, Business model, strategy, operations and functions of the Company and role, right & responsibilities of Independent Directors through its Executive Directors or Senior Management Personnel.

Significant statutory updates are circulated as a part of the agenda of the Board Meetings through which Directors are made aware of the significant new developments and highlights from various regulatory authorities viz. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), other statutory authority etc.

The Board has open channels of communication with executive management which allows free flow of communication among Directors in terms of raising query, seeking clarifications and other related information. Directors are also informed of the various developments in the Company.

The details of such familiarization programs have been disclosed on the Company's website at (www.shahilogistics.com).

**g) Disclosure of relationships between directors inter-se:**

As on March 31, 2023, the Board comprises of 4 directors, i.e One Executive Managing Directors, One Non-Executive Non-Independent Director and Two Non-Executive Independent Directors. None of the Directors are related to each other except Mr. Sarvesh Kumar Shahi, Executive Director & Chairman – MD is Father of Ms. Anjali Shahi Non-Executive – Non Independent Director of the Company.

h) Number of shares and convertible instruments held by non -executive directors:

None of the Non-executive directors of the Company are holding any shares or convertible instruments.

i) Confirmation from the Board

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. They also declare that apart from receiving sitting fees for attending the Board/Committee meetings, they did not have any pecuniary relationship or transactions with the company, its promoter, its directors, senior management and they are not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect their independence, and is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

Further, the Board after taking these declarations /disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and fulfill the conditions specified in the Listing Regulations and are Independent of the Management

3. AUDIT COMMITTEE**a) Terms of Reference**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financials reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the Management, Statutory and Internal Auditors on the financial reporting process and the safeguards employed by them.

Financial transparency is critical for sustained good corporate practices. An important link between the Statutory and Internal Auditors, the Management and the Board, the Audit Committee provides necessary assistance to the Board in fulfilling its responsibilities of monitoring financial reporting processes, reviewing the Company's systems and processes for internal financial controls, and also for reviewing the Company's statutory and internal audit process.

b) Composition, Name of Members and Chairman:

The Audit Committee comprised of the three (3) members as on March 31, 2023 viz., Mr. Sanjeev Kumar Singh, Ms. Anjali Shahi and Mr. Omprakash Ramdhin Singh.

The Company's Audit Committee, as on March 31, 2023, comprises of two (2) Non-Executive Independent Directors and one (1) Non-Executive Director Non Independent Director, out of which Mr. Sanjeev Kumar Singh is the Chairman of the Audit Committee. All members of the Audit Committee have relevant experience in financial matters.

During the year under review, the Audit Committee met on the following four (4) occasions, Viz on 30th May, 2022, 12th August, 2022, 12th November, 2022 and 13th February, 2023 respectively.

The attendance of the members at the Meetings held during the year was as follows:

Names of Committee Members	Category	Number of meetings during the financial year 2022-23		
		Held	Entitle	Attended
Mr. Sanjeev Kumar Singh	Chairman	4	4	4
Ms. Anjali Shahi	Member	4	4	4
Mr. Omprakash Ramdhin Singh	Member	4	4	4



4. NOMINATION AND REMUNERATION COMMITTEE

a) Terms of reference:

The Nomination and Remuneration Policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy is in consonance with the existing practice in the Industry.

The scope of this Committee is to determine the terms of appointment and compensation payable to executive directors and senior management personnel and other matters as prescribed in Regulations 19 of SEBI Listing Regulations.

b) Composition, name of members and chairperson:

The Nomination and Remuneration Committee comprised of the three (3) members as on March 31, 2023 viz., Mr. Sanjeev Kumar Singh, Ms. Anjali Shahi and Mr. Omprakash Ramdhin Singh.

The Nomination and Remuneration Committee, as on March 31, 2023, comprises of two (2) Non-Executive Independent Directors and one (1) Non-Executive Director Non Independent Director, out of which Mr. Sanjeev Kumar Singh is the Chairman of the Audit Committee. All members of the Audit Committee have relevant experience in financial matters.

During the year under review, the Nomination and Remuneration Committee met twice on 12th August, 2022 and 13th February, 2023 respectively.

The attendance of the members at the Meetings held during the year was as follows:

Names of Committee Members	Category	Number of meetings during the financial year 2022-23		
		Held	Entitle	Attended
Mr. Sanjeev Kumar Singh	Chairman	2	2	2
Ms. Anjali Shahi	Member	2	2	2
Mr. Omprakash Ramdhin Singh	Member	2	2	2

c) Remuneration Policy

In determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company, a Remuneration Policy has been framed by the Nomination & Remuneration Committee. The said policy was approved by the Board and The Nomination and Remuneration Policy is available on the Company's website www.shahilogistics.com.

d) Performance Evaluation Criteria for Independent Directors:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Non-Executive Directors. The parameters of performance evaluation of the Non-Executive Directors, captures the following points:

- Attendance at meetings of the Board and Committee thereof;
- Participation in Board meetings or Committee thereof;
- Contribution to strategic decision making;
- Review of risk assessment and risk mitigation;
- Review of financial statements, business performance; and
- Contribution to the enhancement of brand image of the Company.

The Board of Directors (excluding the Director being evaluated) had, in their Meeting held on February 13, 2023 evaluated the performance of all the Directors on the Board.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Terms of reference:

The terms of reference of the Stakeholders Relationship Committee are as follows:

- Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares / debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, etc;
- Reviewing details of transfer of unclaimed dividend/securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialization of securities;



- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To approve issue of duplicate certificates

b) Composition, Meetings and Attendance of Committee:

The Stakeholders Relationship Committee comprised of the three (3) members as on March 31, 2023 viz., Mr. Sanjeev Kumar Singh, Ms. Anjali Shahi and Mr. Omprakash Ramdhin Singh.

The Stakeholders Relationship Committee, as on March 31, 2023, comprises of two (2) Non-Executive Independent Directors and one (1) Non-Executive Director Non Independent Director, out of which Mr. Sanjeev Kumar Singh is the Chairman of the Audit Committee. All members of the Audit Committee have relevant experience in financial matters.

During the year under review, the Stakeholders Relationship Committee met once on 13th February, 2023 respectively.

The attendance of the members at the Meetings held during the year was as follows:

Names of Committee Members	Category	Number of meetings during the financial year 2022-23		
		Held	Entitled	Attended
Mr. Sanjeev Kumar Singh	Chairman	1	1	1
Ms. Anjali Shahi	Member	1	1	1
Mr. Omprakash Ramdhin Singh	Member	1	1	1

c) Details of shareholders complaints received, cleared and pending, during the year:

During the period under review, no complaints were received and hence nothing is required to attend for the satisfaction of the shareholder.

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

6. REMUNERATION TO DIRECTORS:

a) All pecuniary relationship or transactions of the Non-Executive Directors

There is no pecuniary relationship or transactions between the company and Non-Executive directors except the sitting fees for attending the board/committee meeting and dividend on shares if any held by him/her.

b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of actual expenses for attending the Board/ Committee Meeting. The Non-Executive Directors/ Independent Directors do not have any material pecuniary relationship or transactions with the Company.

c) Other disclosures with respect to remuneration:

- i. Details of Remuneration paid or payable to Directors during the year 2022-23:

(Amount in Rs.)

Name of the Director	Mr. Sarvesh Kumar Shahi
Salary and Allowances	Rs. 60,00,000/-
Commission	-
Perquisite	-
Stock Options	-
Total	Rs. 60,00,000/-



- ii. Details of sitting fees and commission paid/payable to the Independent Directors for the financial year 2022-23 are given below. These are within the limits prescribed under the Act:

Name of the Member	Sitting Fees Paid (In Rs.)
Ms. Anjali Shahi	-
Mr. Sanjeev Kumar Singh	16,000
Mr. Omprakash Ramdhin Singh	16,000
Total	32,000

- iii. Details of fixed component and performance linked incentives, along with the performance criteria:
The Non-Executive Directors of the Company were paid only sitting fees and reimbursement of actual expenses for attending the Board/ Committee meetings. The performance criteria for Executive Director entitled for Performance Linked Incentive as determined by the Nomination & Remuneration Committee and Board of Directors.
- iv. Service Contract, Notice Period, Severance Fees:

Terms of Agreement	Mr. Sarvesh Kumar Shahi
Period of Contract	Three (3) years from April 1, 2023 to March 31, 2026
Notice Period	As may be mutually agreed between the Company and Mr. Sarvesh Kumar Shahi,
Severance Fees	There is no separate provision for payment of severance fees.

- vi. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:
The Company has not granted any stock option to any of its directors.
- vii. Notes for Directors' Remuneration:
1. The Company does not have policy of paying commission on profits to any of the Directors of the Company.
 2. The Company does not have a scheme for grant of stock options either to the whole-time Directors or Employees of the Company.

7. SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS:

As required under Regulation 25 of the SEBI Listing Regulations, a Meeting of the Independent Directors was held on February 13, 2023, without the attendance of Executive Directors and members of Management. At the Meeting, the Independent Directors carried the following business:

- i) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii) Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

8. COMPLIANCE OFFICER AS ON MARCH 31, 2023:

Name of the Compliance Officer	Mr. N. V. Agandeswaran (from December 21, 2022)
Designation	Company Secretary & Compliance Officer
Address:	404, Abhay Steel House, Baroda Street, Mumbai – 400 009
E-Mail	admin@shahilogistics.com
Phone no.:	91 (22) 61454545/23487348
Fax:	91 (22) 23487349/50

The Company is yet to appoint a qualified Company as a Company Secretary and Compliance Officer of the Company pursuant to retirement of the erstwhile Company Secretary w.e.f. March 18, 2021.

9. RISK MANAGEMENT:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedure. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

Detailed note on risk management is given in the Management Discussion and Analysis Report.

**10. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT:**

The code of conduct for all Directors and the senior management of the Company have been displayed on the website of the Company at www.shahilogistics.com. All Directors and the Senior Management Personnel are required to affirm the compliance with the said Code annually.

The necessary declaration by the Managing Director of the Company regarding

Compliance of the above mentioned code by the Directors and the Senior Management of the Company forms part of the Annual Report.

11. SUBSIDIARY COMPANIES:

Regulation 16 of the SEBI Listing Regulations defines a 'material subsidiary' to mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not.

The Company does not have any material subsidiary as defined in the SEBI Listing Regulations. Accordingly, the requirement of appointing an Independent Director of the Company on the Board of Directors of the material unlisted subsidiary company as per Regulation 24 of the SEBI Listing Regulations does not apply to the Company.

12. DETAILS OF ANNUAL GENERAL MEETINGS:**a) Location, date and time where the last three Annual General Meetings were held and the special resolutions passed:**

Year	General Meeting	Location	Date and time	Special Resolutions passed
2021-22	Annual General Meeting	Held through Video Conference (VC) / Other Audio Visual Means (OAVM)	September 24, 2022	None
2020-21	Annual General Meeting	Held through Video Conference (VC) / Other Audio Visual Means (OAVM)	September 18, 2021 11.00 A.M.	None
2019-20	Annual General Meeting	Held through Video Conference (VC) / Other Audio Visual Means (OAVM)	September 29, 2020 11.00 A.M.	1. To appoint Mr. Sanjeev Kumar Singh (DIN: 08698524), aged 50 years, as an Independent, Non-Executive Director. 2. To re-appoint Mr. Venkata Subramanian Iyer Shivaraman (DIN 07165080), aged 71 years, as an Independent, Non-Executive Director of the Company

Postal Ballot:

During the financial year 2022-23, No resolution was passed through postal ballot.

Extra Ordinary General Meeting:

During the financial year 2022-23, No Extra Ordinary General Meeting was convened and held.

b) OTHER DISCLOSURES:

- There were no materially significant related party transactions during the year having conflict with the interests of the Company. Disclosures of related party transactions as required by Indian Accounting Standard ("IND-AS") - 24 have been given in the financial statement attached to the Report.
- The Company had complied with the requirement of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market during the last three years except:



SR. No.	Compliance Requirement and respective Deviation	Financial Year for which the violated related	Details of Action taken by the BSE	Details of Action taken by Company
1	<p>As per SEBI's circular no. CIR/ISD/3/2011 dated 17th June 2011, 100% of Promoter and Promoter shareholding Groups should dematerialized.</p> <p>The Promoter and Promoter Groups Shareholding of the Company is not 100% held in dematerialized form.</p>	<p>1. FY 2021-22 2. FY 2020-21 3. FY 2019-20</p>	NA	The Promoter and Promoter Groups Shareholding of the Company is still not 100% held in dematerialized form
2	<p>As per Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed companies are required to pay Annual Listing Fees (ALF) to the Stock Exchange where its securities are listed, before the 30th of April every year.</p> <p>The Company has not paid the annual listing fees to the stock exchange for the Financial Year 2018-19, 2019-20 and 2020-21, 2021-22 and for the present Financial Year 2022-23.</p>	<p>1. FY 2021-22 2. FY 2020-21 3. FY 2019-20</p>	The shares of the Company are suspended for trading on the BSE Limited and the shares of the promoters are freezed for penal reasons and the Company is further liable for any penal action taken by the BSE Limited	The Company states that it is intending to clear all the outstanding dues towards the Listing Fees on priority basis.
3	<p>As per Regulation 46 and 62 of the SEBI LODR Regulations, 2015, the Company shall disclose the prescribed information on the website of the Company.</p> <p>The website of the Company do not contain the information as required under Regulation 30, Regulation 46, Regulation 62 and other applicable Regulations of SEBI LODR Regulations 2015.</p>	<p>1. FY 2021-22 2. FY 2020-21 3. FY 2019-20</p>	NA	The Company is in process of updating the requisite information on the website of the Company
4	<p>As per Regulation 6 of the SEBI LODR Regulations, 2015, a listed entity shall appoint a qualified company secretary as the compliance officer.</p> <p>The Company does not have a Company Secretary and a Compliance officer as on the date of this report.</p>	<p>1. FY 2021-22 2. FY 2020-21</p>	The BSE Limited vide its intimation to the Company dated May 20, 2022 has levied a penalty of Rs. 1,06,200/- (inclusive of GST) for non-compliance of Regulation 6 (1) of the SEBI LODR, Regulations 2015.	the Company is yet to appoint a Company Secretary and Compliance officer as on the date of this report.



SR. No.	Compliance Requirement and respective Deviation	Financial Year for which the violated related	Details of Action taken by the BSE	Details of Action taken by Company
5	<p>As per Regulation 18, 19, 20 of the SEBI LODR Regulations, 2015, a listed entity is required to constitute the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee in the manner specified in the said Regulations</p> <p>The Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee is not as per the provisions of the Regulation 18, 19, 20 of the SEBI LODR Regulations, 2015</p>	FY 2020-21	The BSE Limited had levied fines for the said non-compliance(s) under Regulation 17, Regulation 18 and 19 of the SEBI (LODR) Regulations, 2015 for Rs. 94,400, Rs. 37,760 and Rs. 37,760 respectively	The fine imposed is yet to be paid / applied for waiver by the Company
6	<p>As per Regulation 23(9) of the SEBI LODR Regulations, 2015, a Listed entity is required to submit the half yearly disclosure on Related Party Transactions with Stock Exchange where its securities are listed</p> <p>The Company failed to submit the disclosure on Related Party Transactions for the half year ended on 30th September 2020 as per Regulation 23(9) of SEBI LODR (Regulations).</p>	FY 2020-21	The BSE Limited has levied a fine for non-compliance of Regulation 23(9) of Rs. 2,06,500.	The fine imposed is yet to be paid / applied for waiver by the Company

In terms of Regulations 22, of SEBI Listing Regulations, the Company has established vigil mechanism for directors, employees and others stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

The Whistle Blower Policy is placed on the website of the Company- www.shahilogistics.com. The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

The policy for determining material subsidiaries is hosted on the website of the Company at:

The Company has formulated a policy on Related Party Transactions and also on dealing with Related Parties which is disclosed on the website of the Company and the web link - www.shahilogistics.com

All Related Party Transactions have been approved/ratified by the Audit Committee. The Company had taken omnibus approval of Audit Committee for a period of one year under review. The Audit Committee has reviewed on quarterly basis the details of Related Party Transactions entered into by the Company pursuant to such omnibus approval.

All related party transactions entered into during the year were on arms' -length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

The Company has complied with all the mandatory requirements and has also disclosed information relating to non-mandatory requirements.

The Company has received a certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any other statutory authority.



- Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, given below:

Payment to statutory auditors	F.Y. 2022-23 (Amount in Rs.)
Statutory Audit	3,15,000/-
Other services including reimbursement of expenses	85,700/-
Total	4,00,700/-

- Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

No. of complaints filed during the F.Y	No. of complaints disposed of during the F.Y	No. of complaints pending as on the end of F.Y
NIL	NIL	NIL

- The promoters' shares are not fully dematerialized up to March 31, 2023.
- The Company has prepared the financial statements in compliance with the Indian Accounting Standards ("IND-AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 and other relevant provisions of the Act.
- Management Discussion and Analysis Report forms part of the Annual Report.
- Loans and advances in the nature of loans to firms/companies in which Directors are interested are given in the 'Notes to the Financial Statements', forming part of the Report and Accounts.
- List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year are Nil
- Declaration as to Compliance with Code of Conduct:

Pursuant to Regulation 26 read with schedule V (Part D) of SEBI Listing Regulations, Mr. Sarvesh Kumar Shahi Chairman of the Company, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed the compliance of the Company's Code of Conduct for the Board of Directors and Senior Management for the financial year March 31, 2023.

- Compliance Certificate from the Auditors:

Certificate from Statutory Auditors of the Company M/s. B. P. Shah & Co., Chartered Accountants (Firm Registration No. 109517W), Mumbai, confirming Compliance with the conditions of Corporate Governance as stipulated under SEBI Listing Regulations is forming part of the Annual Report.

- CEO and CFO Certification:

The Chief Financial Officer of the Company had given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations. The annual certificate given by Chief Executive Officer and Chief Financial Officer, forms the part of the Annual Report.

- Code of conduct for prevention of insider trading:

The Company has adopted a code of conduct for prevention of Insider Trading (Insider Trading Code) in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading code which is applicable to all directors and designated employees lays down guidelines and procedures to be followed and disclosures to be made while dealing in the securities of the Company

- Web links to Company policies and programs:

The Company's policies and programs as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available at: www.shahilogistics.com

- Disclosure of compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46:

Pursuant to Schedule V of the Listing Regulations, the Company hereby confirms that it has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulation.

**13. DISCRETIONARY REQUIREMENTS (AS PER PART E OF SCHEDULE II):****(1) Shareholder Rights**

The Quarterly, Half yearly and Annual Financial Results of the Company are published in the Newspapers, besides notifying to the Stock Exchanges where the Company's shares are listed. The Quarterly, Half yearly and Annual Financial Results are also available on Company's website. The Audited annual report is also sent to every shareholders of the Company (through email to those shareholders whose email IDs are registered with the Company for the Annual Report 2022-23).

(2) Audit qualifications

There is no qualification in the Auditors' Report to the Members on the Financial Accounts for the year ended 31.03.2023.

(3) Reporting by Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

(4) Separate post of Chairman

The Company has a separate post of Chairman. Mr. Sarvesh Kumar Shahi is the Chairman of the Company.

(5) Other Non-Mandatory Requirements

The other Non-mandatory requirements will be implemented in due course as and when required and/or deemed necessary by the Board.

14. MEANS OF COMMUNICATION

- The quarterly and half yearly / others communications were published in Free Press Journal in English and Janashakti in Marathi.
- The Company's audited and un-audited periodic financial results, press releases are posted on the Company's website – www.shahilogistics.com.
- The Company does not display official news releases and make presentations to institutional investors and to the analysts.

15. GENERAL SHAREHOLDER INFORMATION**a) Details of AGM FOR FINANCIAL YEAR 2022-23**

- Date, time and the venue of 33rd AGM:** September 28, 2023, through VC/OAVM
- Date of Book Closure:** 22nd September, 2023 to 28th September, 2023 (Both days inclusive)
- Dividend payment date:** NA
- Listing on Stock Exchanges:** BSE Limited
- Listing Fees:** Listing Fees of the BSE Limited has not been paid.
- ISIN No.** INE825D01016
- BSE stock code:** 526508
- Stock market price data for the last financial year ended March 31, 2023 on The BSE Limited is as under:**

Month	RATES (Rs.)				BSE Sensex (Rs.)	
	High	Low	No. of Shares	Volume	High	Low
Apr-22	4.85	4.18	4733	21209	60,845.10	56,009.07
May-22	5.34	4.42	8073	39722	57,184.21	52,632.48
Jun-22	5.23	4.35	3513	16834	56,432.65	50,921.22
Jul-22	4.75	4.09	4095	17620	57,619.27	52,094.25
Aug-22	4.20	3.70	7929	31521	60,411.20	57,367.47
Sep-22	4.22	3.65	5584	22276	60,676.12	56,147.23
Oct-22	4.43	3.80	1846	7788	60,786.70	56,683.40
Nov-22	4.40	3.80	1542	6228	63,303.01	60,425.47
Dec-22	4.38	3.65	9836	40092	63,583.07	59,754.10
Jan-23	4.59	4.37	1332	5897	61,343.96	58,699.20
Feb-23	4.79	4.57	91	416	61,682.25	58,795.97
Mar-23	4.57	4.12	62358	279492	60,498.48	57,084.91

**9. Registrar & Share Transfer Agent****Link Intime India Private Limited**

Address: C 101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

Tel. no: +91-22-4918 6000 | Fax no: +91-22-4918 6060

E-mail Id: rnt.helpdesk@linkintime.co.in

10. Share Transfer System:

The Company's shares are traded in the Stock Exchange compulsorily in demat mode. Shares sent for physical transfer or dematerialization requests are registered promptly within stipulated time from the date of receipt of completed and validly executed documents.

11. Compliance Officer

Mr. N. V. Agandeswaran (up to March 18, 2021)

Company Secretary & Compliance Officer

404, Abhay Steel House, Baroda Street, Mumbai – 400009

Email: admin@shahilogistics.com

Phone no.: 91 (22) 61454545/23487348 | Fax: 91 (22) 23487349/50

- 12. Dematerialization of Shares and liquidity as on March 31, 2023:** 68.14 of the company's shares representing 98,77,445 shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The Company does not have outstanding GDRS/ADRS / Warrants or any Convertible instruments.

Further, the Company has not undertaken any hedging activities during the Financial Year 2023. With a balance of foreign inflow and outflow, the Company has a natural hedge of foreign exchange.

13. Reconciliation of Share Capital Audit:

The firm of Practicing Company Secretaries carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

14. Shareholding Pattern as on March 31, 2023

Category	No. of shares held	% of voting strength
Corporate Bodies (Promoter Co)	52,83,721	36.45
Central Government	50	0.00
Clearing Members	312	0.00
Other Bodies corporate	2,26,771	1.56
Directors	20,34,365	14.03
Hindu Undivided Family	1,38,591	0.96
Nationalised banks	200	0.00
Non-Resident Indians	10,015	0.06
Non-Resident (Non Repatriable)	3710	0.03
Public	32,79,275	22.63
Relatives of Director	32,78,498	22.61
Investor Education and Protection Fund	2,39,366	1.65
Total	14494874	100s

**15. The Distribution of Shareholding as on March 31, 2023 was as follows:**

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of total shares
1 to 5000	4529	97.8397	1631044	11.2526
5001 to 10000	39	0.8425	292596	2.0186
10001 to 20000	27	0.5833	426835	2.9447
20001 to 30000	7	0.1512	160116	1.1046
30001 to 40000	3	0.0648	110460	0.7621
40001 to 50000	5	0.1080	224773	1.5507
50001 to 100000	4	0.0864	262000	1.8075
100001 to above	15	0.3240	11387050	78.5592
Total	4629	100	14494874	100

- 16. Outstanding GDRs / ADRs /Warrants or any convertible instruments, conversion date and likely impact on equity:** Not Applicable
- 17. Plant Location:** The Company does not have any plant since it is engaged in the business of Shipping.
- 18. Registered Office:** 404 Abhay Steel House, 4th Floor, Baroda Street, Mumbai – 400009
- 19. Correspondence Address:** 404 Abhay Steel House, 4th Floor, Baroda Street, Mumbai – 400009
E-mail- admin@shahilogistics.com

**For and on behalf of the Board of Directors
Of Shahi Shipping Limited**

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

Anjali Shahi
Director
DIN:03363248

Date: August 30th, 2023
Place: Mumbai



CERTIFICATE OF COMPLIANCE TO BE GIVEN BY THE CEO/CFO OF THE COMPANY

We, Sarvesh Kumar Shahi, Chairman and Managing Director [Chief Executive Officer] and Dakshata Chavan, Chief Financial Officer of Shahi Shipping Limited do hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (i) That there are no significant changes in internal control over financial reporting during the year;
 - (ii) That there are no significant changes in accounting policies during the year; and
 - (iii) That there are no instances of significant fraud of which we have become aware.

For and on behalf of the Board of
Shahi Shipping Limited

Sd/-
Sarvesh Kumar Shahi
Chairman & Managing Director

Sd/-
Dakshata Chavan
Chief Financial Officer

Place: Mumbai

Date: August 30th, 2023



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE
COMPANY'S CODE OF CONDUCT**

As provided under Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, all Board members and Senior Management Personnel have affirmed with Code of Conduct for the year ended March 31, 2023.

For and on behalf of the Board of
Shahi Shipping Limited

Sd/-
Sarvesh Kumar Shahi
Chairman & Managing Director

Place: Mumbai
Date: August 30th, 2023

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,
The Members of
Shahi Shipping Ltd.
Mumbai.

We have examined the compliance of the conditions of Corporate Governance by Shahi Shipping Ltd. (the Company) for the year ended 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with BSE Limited.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Listing Regulations except as follow:

Qualifications:

- 1) As per SEBI Circular no Cir/ISD/ 3/2011 dated June 17, 2011, 100% of promoter's and promoter group's shareholding should be dematerialized. However, the Promoter's and Promoter's group's shareholding of the Company is NOT 100% held in Dematerialized Form.
- 2) During the period under review, Related Party Transactions were undertaken but no prior approval regarding the same were obtained from the audit committee as required under clause 23.2 of the SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015. However, the transactions with related parties were ratified by the Audit Committee at the immediate subsequent meeting to the transaction.
- 3) The Company has not paid the Annual Listing Fees to the BSE Limited, the Stock Exchange on which the Company is listed, for the financial years from 2018-19 to 2022-23. Consequently, the shares of the Company are suspended for trading on the BSE Limited and the shares of the promoters are frozen for penal reasons and the Company is further liable for any penal action taken by the BSE Limited.
- 4) The website of the Company does not contain the information as required under Regulation 30, Regulation 46, Regulation 62 and other applicable Regulations of SEBI LODR Regulations 2015.
- 5) As per Regulation 6 of the SEBI LODR Regulations, 2015 a listed entity is required to appoint a qualified Company Secretary as a Compliance Officer. However, the Company does not have a Company Secretary and a Compliance officer for the complete financial year 2022-23 and was charged a penalty of Rs. 1,06,200/- (inclusive of GST) by the BSE Limited.
Further, The Company has appointed the Company Secretary & Compliance Officer w.e.f. 21.12.2022
- 6) Company has not filed certain mandatory E-Forms with Registrar of Companies (Ministry of Corporate Affairs) yet. Further few E-Forms filed by the company with additional/delayed fees.
- 7) Few quarterly compliance filings under SEBI LODR Regulations, 2015 also not done by the company with in the stipulated time.
- 8) Company has not made the consolidated financial statement as there is no operation made during the whole year in his subsidiaries and associate concern.

We have relied on the representations made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other generally applicable Acts, Laws and Regulations to the Company.

We further state that such compliance is neither an assurance as to future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company. Restrictions on use This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For B. P. Shah & Co.
Firm Registration No. 109517W
Chartered Accountants

Place: Mumbai
Date: 29th May, 2023.
UDIN: 23033530BGXTLR4476

Bharat P Shah
Partner
Membership No. 033530



Independent Auditor's Report

To the Board of Directors of
The Shahi Shipping Limited

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of Shahi Shipping Limited ("the Company") for the quarter and year ended March 31, 2023 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with recognition and measurement principles laid down in the applicable Indian accounting standards, and other accounting principles generally accepted in India, of the net loss & other comprehensive income and other financial information of the Company for the quarter and year ended 31st March, 2023.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

- (a) The other financial assets in the Balance sheet includes Rs. 645.23 lakhs of interest subsidy receivable from Central Government and Inland Waterways Authority. To recover the same, the petition is pending. The ultimate outcome of the matter cannot presently be determined.
- (b) The Trade payable are Rs. 314.02 Lakhs. The confirmations from creditors are not provided and hence we are unable give any opinion on trade payable. So we cannot form any opinion on trade payable.
- (c) The Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting as at March 31, 2023.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer does not affect our opinion on the financial statements of the Company.

Our opinion on the standalone financial results is modified to the extent for the above matters.

Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon.



Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Management's Responsibilities for the Standalone Financial Results

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

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) Planning the scope of our audit work and in evaluating the results of our work and
- (ii) To evaluate the effect of an identified misstatement in the Standalone 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 Standalone Financial Statements for the financial year ended March 31, 2022 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.

Other Matter

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

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 by Section 143(3) of the Act, we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those book;
 - c) The Balance sheet, the Statement of Profit & Loss including the statement of Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representation received from the directors as on March 31, 2023 taken on records 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 with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" to this report;
 - g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h) With respect to the matters to be included in the Auditor's report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:



- i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by company.
- iv)
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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;
 - c) Based on our audit procedures, 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 any Dividend during the year.

For B. P. Shah & Co.
Chartered Accountants
(FRN: 109517W)

Bharat P Shah
Partner
Membership No. 033530

Place: Mumbai
Date: 29th May 2023

UDIN: 23033530BGXTLR4476

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shahi Shipping Limited on the standalone financial statements for the year ended March 31, 2023.

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.;
- (B) The Company has maintained proper records showing full particulars of intangible assets;
- (b) Fixed assets have been physically verified by the management during the year in accordance with phased program of verification adopted by the company. Hence, material discrepancies between the book records and physical inventory were not noticed in respect of assets not physically verified during the year by management.
- (c) Based on our examination, we report that title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date other than as stated under:

Description of property	Gross carrying value	Asset held in name of	Whether held in name of promoter, director or their relative or employee	Period during which it was not held in name of the company	Reason for not being held in name of company	Where ownership of Asset is in dispute, details of such dispute
Office Premises	2.34 lakhs	Shahi Finance Ltd	Not applicable	From the commencement of company	None	Not Applicable

(Rs. In Lakhs)

Particulars (Office Premises)	Amount
Gross Block as at 31 March, 2022	2.34
Net Block as at 31 March, 2022	0.17

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year;
- (e) The Company does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (ii) The Company is in Shipping business, therefore Clause of the above mentioned order regarding inventory and its physical verification, etc., do not apply in its case. The Company does purchase stores and spare parts for its ships & barges which are directly treated as consumed as and when supplied to its ships & barges. Thus paragraph 2 (i), (ii) and (iii) of the order is not applicable.
- (iii) According to the information and explanations provided to us, the Company has not granted loans, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189(2) of the act and hence sub clause (a) (b) (c) of Paragraph 3 of the said order are not applicable to company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186 of the Act.
- (v) According to the information and explanation provided to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). We are informed by the Management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.



- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the company.
- (vii) a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of Goods and Service Tax, provident fund, employees state insurance, sales-tax, income-tax, service tax, customs duty, excise duty, value Added Tax, cess and any other statutory dues as applicable, have been generally regularly deposited by the Company during the year with the appropriate authorities except for following:
- The extent of the arrears of statutory dues outstanding as at 31/03/2023 are of Maharashtra Labour Welfare Fund for Rs 8,986; ESIC- Employee Contribution for Rs. 49,891; ESIC- Employers Contribution for Rs. 1,27,318; Provident Fund Employer Contribution- 84,651; have been outstanding for a period more than six months.
- b) According to the information and explanation given to us, there are no dues of Goods and Service tax, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to the Company which have not been deposited by the Company on account of any dispute with appropriate authorities
- (viii) There are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- (ix) (a) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks, governments or debenture holders. The company did not have any outstanding dues to debenture holders during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has not taken any term loan during the year and hence reporting under clause 3(ix)(c) of the Order is not applicable to the Company
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries hence reporting under clause 3(ix) (e) of the Order is not applicable to the Company
- (f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) The Company has applied for Working Capital Term Loan under Guranteed Emergency Credit Line of Rs. 1.34 Crore and has not raised money by way of Initial public offer / further public offer (including debt instruments) during the year.
- (xi) Based upon the audit procedures performed and as per the information and explanations given to us, we have neither come across any instance of fraud on or by the company, its officers or employees, noticed or reported during the period, nor have we been informed of such case by the management.
- (xii) In our opinion, company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 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, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards. However, during the period under review, related party transactions were undertaken but no prior approval regarding the same were obtained from the audit committee as required under clause 23.2 of the SEBI (Listing Obligations and Disclosure Requirements Regulation, 2015)
- (xiv) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business. We have considered, internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures



- (xv) According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions during the period with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanation given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The Company has incurred cash losses during the financial year covered by our audit and no cash losses in the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors of the Company during the year;
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance.
- (xx) Reporting under clause 3(xx)(a) of the Order is not applicable as Section 135 does not apply to the company.
- (xxi) The company Subsidiary Company namely Royal Logistics (Ship) Ltd has not yet started operation hence the consolidated financial statement of the Shahi Shipping Limited and its subsidiaries not been prepared.

For B. P. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109517W

Bharat P Shah
Partner
Membership No. 033530

Place : Mumbai
Date : 29th May 2023

UDIN: 23033530BGXTLR4476



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Shahi Shipping Limited on the standalone financial statements for the year ended March 31, 2023.

We have audited the internal financial controls over financial reporting of Shahi Shipping Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 authorisations of management and directors of the company ;and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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.



Disclaimer of Opinion

Accordingly to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2023.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the company, and the disclaimer does not affect our opinion on the financial statements of the company. Our opinion is modified in respect of this matter.

For B. P. Shah & Co.
Chartered Accountants
ICAI Firm Registration No.109517W

Bharat P Shah
Partner
Membership No.: 033530

Mumbai
Date: 29th May 2023

UDIN: 23033530BGXTLR4476



Balance Sheet as at 31st March, 2023

Particulars	(Rs. in '000)	
	As at March 31, 2023	As at March 31, 2022
ASSETS		
(1) Non-current assets		
(a) Property, Plant and Equipment	3(a) 70,317	79,805
(b) Right of Use Assets	3(b) 2,219	2,361
(b) Financial assets		
(i) Investments	4 399	355
(ii) Loans	5 20	3
(iii) Other Financial Assets	6 80,014	84,947
(c) Other non-current assets	7(a) 4,700	7,443
Total non-current assets	157,670	174,913
(2) Current assets		
(a) Financial assets		
(i) Trade receivables	8 22,306	13,211
(ii) Cash and cash equivalents	9 3,668	2,687
(b) Other current assets	7(b) 10,629	8,291
Total Current Assets	36,603	24,189
Total assets	194,273	199,103
EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share capital	10 144,949	144,949
(b) Other Equity	11 (112,106)	(116,187)
Total Equity	32,843	28,762
LIABILITIES		
(1) Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	12(a) 81,785	71,312
(b) Provisions	13 2,244	2,527
(c) Deferred Tax Liabilities (Net)	14 8,646	9,182
Total non-current liabilities	92,675	83,021
(2) Current liabilities		
(a) Financial liabilities		
(i) Borrowings	12(b) 8,112	33,302
(ii) Trade payables	15 31,402	34,759
(iii) Other financial liabilities	16 28,641	18,658
(b) Other current liabilities	17 600	600
Total current liabilities	68,756	87,320
Total Equity and Liabilities	194,273	199,103

See Accompanying notes to Financial Statements

As per our report of even date attached
For B.P. Shah & Co.
Chartered Accountants
Firm Registration No. 109517W

For and on Behalf of The Board of Directors

Sarvesh Kumar Shahi
Chairman & Managing Director
(DIN: 00359535)

Dakshata Chavan
(Chief Financial Officer)

Bharat P Shah
Partner
M No: 033530
Date : 29th May, 2023
Place : Mumbai
UDIN: 23033530BGXTLR4476

Sanjeev Kumar Singh
Director
(DIN: 08698524)

For GMS & Co
Mr Gaurang shah
Practicing Company secretary
(M. No : A32581)



Statement of Profit and loss for the year ended 31st March, 2023

Particulars	Note	(Rs. in '000)	
		Year ended March 31, 2023	Year ended March 31, 2022
I Revenue From Operations	18	108,946.72	94,029.29
II Other Income	19	12,448.05	22,549.37
III Total Income (I+II)		121,394.77	116,578.67
IV EXPENSES			
Employee benefits expense	20	12,975.73	14,217.36
Finance costs	21	3,936.24	4,701.64
Depreciation and amortization expense	3	6,127.59	7,746.32
Other expenses	22	94,810.69	91,451.91
Total expenses (IV)		117,850.25	118,117.24
V Profit/(loss) before exceptional items and tax (III-IV)		3,544.52	(1,538.57)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		3,544.52	(1,538.57)
VIII Tax expense:			
(1) Current tax		-	-
(2) Deferred Tax	14	(536.58)	(690.34)
Tax Expense of Earlier Years:			
Total Tax Expense(VIII)		(536.58)	(690.34)
IX Profit (Loss) for the period (VII-VIII)		4,081.10	(848.23)
X Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
XI Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		4,081.10	(848.23)
XII Earnings per equity share:			
(1)Basic & Diluted	25	0.28	(0.01)

As per our report of even date attached
For B.P. Shah & Co.
Chartered Accountants
Firm Registration No. 109517W

For and on Behalf of The Board of Directors
Sarvesh Kumar Shahi
Chairman & Managing Director
(DIN: 00359535)

Dakshata Chavan
(Chief Financial Officer)

Bharat P Shah
Partner
M No: 033530
Date : 29th May, 2023
Place : Mumbai
UDIN: 23033530BGXTLR4476

Sanjeev Kumar Singh
Director
(DIN: 08698524)

For GMS & Co
Mr Gaurang shah
Practicing Company secretary
(M. No : A32581)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2023**

Particulars	(Rs. in '000)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
A. Cash flow from operating activities		
Net Profit / Loss before tax from	4,081.10	(848.23)
Adjustments for		
Depreciation and amortization expense	6,127.36	7,746.32
Sundry Credit Balance Written back	(4,719.42)	(4,048.76)
Bad Debt Written Off	436.57	(9,039.08)
Sundr Balance w/off		(5,963.19)
Misc. Income		-
Interest Income	(192.55)	(112.37)
Finance Cost	3,936.24	4,701.64
Change in fair value of investments through Profit and Loss	(43.78)	(42.40)
(Loss) on sale of asset	2,961.40	
Profit on sale of asset	(7,209.24)	(1,228.05)
Operating profit before working Capital Changes	5,377.69	(8,834.12)
Change in operating assets and liabilities		
(Increase)/Decrease in Trade Receivables	(9,531.92)	7,389.83
(Increase)/Decrease in Other Current assets	(2,338.12)	(0.10)
(Increase)/Decrease in Other Non Current Assets	2,743.36	(1,473.59)
(Increase)/Decrease in Other Non Current Financial Assets	6,412.67	(20.48)
(Increase)/Decrease in Interest Free Loans Advanced to Employees	(17.00)	(3.00)
Increase/(Decrease) in provision	-	(2,115.52)
Increase/(Decrease) in Trade payables	1,362.17	4,669.25
Increase/(Decrease) in Deferred Tax Liabilities	(536.58)	(690.34)
Increase/(Decrease) in Other current financial liabilities	9,983.33	(2,135.38)
Increase/(Decrease) in Current Liabilities & Payables	-	(1,142.28)
Increase/(Decrease) in Other financial Non Current Liabilities	(283.06)	(1,450.00)
Cash generated from operations	13,172.53	(5,805.72)
Income taxes paid	(1,480.18)	(1,276.68)
Net cash outflow from operating activities	11,692.35	(7,082.40)
B. Cash flows from investing activities		
Payments for property, plant and equipment	(331)	(117.17)
Interest Received	192.55	112.37
Proceeds from sale of assets	8,080.11	1,500.00
Net cash outflow from investing activities	7,941.82	1,495.20

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023**

Particulars	(Rs. in '000)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
C. Cash flows from financing activities		
Net Proceeds from Long Term Borrowings	10,473.71	22,123.42
Net Proceeds from Investments	-	
Net Proceeds from Short Term Borrowings	(25,190.08)	(11,388.82)
Interest Paid During the Year	(3,936.24)	(4,701.64)
Net cash inflow from financing activities	(18,652.61)	6,032.96
Net increase (decrease) in cash and cash equivalents	982	445.75
Cash and cash equivalents at the beginning of the financial year	2,687	2,241.41
Cash and cash equivalents at end of the year	3,669	2,687.17

1. Purchase of Fixed Assets are stated inclusive of capital work- in progress between beginning and end of the year and is treated as part of investing activities.
2. Proceeds from borrowings are shown as net of repayments.
3. Figures in brackets indicates cash outflow.

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following

	31st March 2023	31st March 2022
Cash in hand	6	26
Balance with schedule banks	3,663	2,661
Balances as per statement of cash flows	3,669	2,687

As per our report of even date attached
For B.P. Shah & Co.
Chartered Accountants
Firm Registration No. 109517W

For and on Behalf of The Board of Directors
Sarvesh Kumar Shahi
Chairman & Managing Director
(DIN: 00359535)

Dakshata Chavan
(Chief Financial Officer)

Bharat P Shah
Partner
M No: 033530
Date : 29th May, 2023
Place : Mumbai
UDIN: 23033530BGXTLR4476

Sanjeev Kumar Singh
Director
(DIN: 08698524)

For GMS & Co
Mr Gaurang shah
Practicing Company secretary
(M. No : A32581)

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023****A. Equity Share Capital**

As at April 1, 2020	Changes in equity share capital during 2021-22	As at March 31,2022	Changes in equity share capital during 2022-23	As at March 31,2023
144,948,740	-	144,948,740	-	144,948,740

B. Other Equity

Particulars	Note	Reserves & Surplus		Total Equity
		Retained Earnings	General Reserve	
Balance as at April 1, 2021	11	(226,266,588)	110,927,712	(115,338,876)
Profit / (loss) for the period		(848,228)	-	(848,228)
Other Comprehensive Income			-	-
Total Comprehensive Income			-	-
Balance as at March 31,2022	11	(227,114,816)	110,927,712	116,187,104
Profit / (loss) for the period		4,081,097	-	4,081,097
Other Comprehensive Income			-	-
Total Comprehensive Income		4,081,097	-	4,081,097
Balance as at March 31,2023	11	(223,033,719)	110,927,712	(112,106,007)

As per our report of even date attached
For B.P. Shah & Co.
Chartered Accountants
Firm Registration No. 109517W

For and on Behalf of The Board of Directors
Sarvesh Kumar Shahi
Chairman & Managing Director
(DIN: 00359535)

Dakshata Chavan
(Chief Financial Officer)

Bharat P Shah
Partner
M No: 033530
Date : 29th May, 2023
Place : Mumbai
UDIN: 23033530BGXTLR4476

Sanjeev Kumar Singh
Director
(DIN: 08698524)

For GMS & Co
Mr Gaurang shah
Practicing Company secretary
(M. No : A32581)

**Notes to Financial Statements for the year ended 31st March, 2023****Note 1: Corporate Information**

Shahi Shipping Ltd. is public limited company incorporated and domiciled in India and has registered office at 404, Abhay Steel House, Baroda Street, Mumbai - 400 009. It is incorporated under Indian Companies Act, 1956 and its shares are listed at the Bombay Stock Exchange Limited. The Company is involved in transportation of bulk cargo and containers. In fact, **Shahi Shipping Ltd.** is a pioneer of transshipment in India.

Note 2: Significant Accounting Policies**2.1 Basis of preparation, measurement and significant accounting policies**

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.2 Compliance with Indian Accounting Standards

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its financial statements following the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 in respect of section 133 of the Companies Act 2013. Accordingly, the Company has prepared these Standalone Ind AS Financial Statements which comprise the Balance sheet as at March 31, 2023, Statement of Profit and Loss, Statement of Cash Flows and the Statement of Changes in Equity for the year ended March 31, 2023 and significant accounting policies and other explanatory information (together hereinafter referred to as "Standalone Ind AS Financial Statements").

2.3 Use of Estimates and Judgment

The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods. All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013

2.4 Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax Assets and liabilities are classified as non-current Assets and liabilities.



2.5 Property, plant and equipment

Items of property, plant and equipment acquired or constructed are stated at historical cost net of recoverable taxes, less accumulated depreciation and impairment of loss, if any. The cost of tangible assets comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, wherever applicable including any cost directly attributable till completion of maiden voyage.

Capital Work-In-Progress includes expenditure during construction period incurred on projects under implementation treated as pre-operative expenses pending allocation to the assets. These expenses are apportioned to the respective fixed assets on their completion / commencement of commercial production.

Depreciation:

Depreciation on all tangible assets is charged on "Written Down Value Method" less residual value. The Company has adopted useful life of all vessels as mentioned in Schedule II to the Companies Act, 2013.

Assets costing individually Rs. 5000/- and below are fully depreciated in the year of acquisition.

2.6 Impairment of non-financial assets

Assets that are subject to depreciation or amortisation are reviewed for impairment as at 31st March every year or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The impairment loss, if any, is recognised in the Statement of Profit and Loss in the period in which impairment takes place.

2.7 Finance Costs

Finance costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other finance costs are expensed in the period in which they occur. Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.8 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost

2.9 Revenue Recognition

The Company recognises revenue in Statement of Profit & Loss when

- The income can be measured reliably,
- It is probable that the economic benefits associated with the transaction will flow to the Company,
- The stage of completion of the transaction at the balance sheet date can be measured reliably, and
- Costs relating to the transaction can be measured reliably.

The Statement of Profit & Loss reflects,

- i. Income from operation of vessel hire charges on time charter and spot charter are booked on accrual basis.
- ii. Administrative expenses which comprises of administrative staff cost, management cost, office expenses and other expenses relating to administration are recognized on accrual basis.

2.10 Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments also cover contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a nonfinancial item in accordance with the entity's expected purchase, sale or usage requirements.



Financial Assets

i) Initial Recognition and Measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and financial liabilities, which are not at Fair Value through Profit or Loss, are adjusted to the fair value on initial recognition. Purchases and sales of Financial Assets are recognised using trade date accounting.

ii) Subsequent Measurement

1) Financial Assets measured at Amortised Cost (AC) :

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the assets in order to collect contractual cash flows and the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVOCI):

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payment of principal and interest on the principal amount outstanding.

3) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL):

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

iii) Loans, Deposits and other Receivable:

Loans and receivable are non-derivative financial assets with fixed or determinable payment that are not quoted in the active market. Such assets are carried at amortised cost using the effective interest method.

iv) Impairment of Financial Assets

In accordance with Ind-AS 109, The Company uses "Expected Credit Losses (ECL)" model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through as loss allowance at an amount equal to:

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

The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable factors including that which are forward-looking.

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

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Other Financial Assets mainly consists of Loans to employees, Security Deposit, other deposits, interest accrued on Fixed Deposits, other receivables and advances measured at amortized cost.



Following is the policy for specific financial assets:-

Type of financial asset	Policy
Loans to employees	The Company avails guarantee for loan provided to employees. In case of default in repayment of loan, the same is recovered from the salary of the guarantor
Security Deposits	Security deposits are in the nature of statutory deposits like electricity, telephone deposits. Since they are kept with Government bodies, there is low risk.

Financial liabilities

1) Initial recognition and measurement

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

2) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Derecognition of Financial Instruments

The company derecognises a financial asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or part of Financial Liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

iv) Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is presented in the Balance Sheet when, and only when, the Company has a legally enforceable legal right to set off the amount and it intends, either to settle them on a net basis, to realise the assets and settle the liabilities simultaneously.

v) Fair value measurements of financial instruments

The Company measures financial instruments, such as, derivatives, investments in Mutual funds, etc. at fair value at each balance sheet date.

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the input that is significant to the fair value measurement is directly or indirectly observable



Level 3 — Valuation techniques for which the input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between the levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets, such as properties, unquoted financial assets etc, if needed. Involvement of independent external valuers is decided upon annually by the Company. Further such valuation is done annually at the end of the financial year and the impact, if any, on account of such fair valuation is taken in the annual financial statements.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Changes in assumptions could affect the reported value of fair value of financial instruments.

2.11 Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service rendered by employees are charged off to the Statement of Profit and Loss. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

Company's contribution to Employees Provident Fund and Employees State Insurance are being charged to the Profit & Loss Account. Liability for gratuity in case of shore staff is determined on accrual basis and is provided in the books of accounts. In case of crew members, gratuity is accounted on cash basis.

2.12 Foreign currency translation & transaction

a. Functional and presentation currency

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

b. Transaction

The difference in translation of all other monetary assets and liabilities and realized gains and losses on other foreign currency transactions are recognized in the Profit and Loss Account.

2.13 Income tax

Tax expense for the period, comprising Current Tax and Deferred Tax are included in the determination of the net profit or loss for the period.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

2.14 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period

2.15 Provisions, contingent liabilities and contingent assets

Provisions

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

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.

Contingent Assets

A contingent asset is disclosed, where an inflow of economic benefits is probable.

2.16 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.17 Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

2.18 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

2.19 Treatment of Major Repairs

Major repairs including survey expenses carried out on vessels are written off to revenue in the year the expenses are incurred.

2.20 Stores and Spares

Stores & Spares purchased are directly issued to the Vessels and the values of such purchases are charged to the Revenue and are included in Repairs and Maintenance Account

2.21 Earnings per Share

Basic EPS is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.22 Cash Flow Statement

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

2.23 Impairment of Financial Assets

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company follows expected credit loss model for trade receivables and other financial assets, in cases where there is significant credit risk since initial recognition.

2.24 Critical Accounting Judgments and Key Sources Of Estimation Uncertainty

The preparation of Company's financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.



a. Determination of the estimated useful lives of Property, Plant and Equipment and Intangible Assets:

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management. Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortization for future periods is revised if there are significant changes from previous estimates.

b. Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required or not. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c. Provisions

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

d. Recognition Defined benefit plans

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

e. Application of Discount rates

Estimates of rates of discounting are done for measurement of fair values of certain financial assets and liabilities, which are based on prevalent bank interest rates and the same are subject to change.

f. Current versus non-current classification

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

g. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

h. Impairment of non-financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The impairment provision for of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate evaluation model is used.

i. Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.



2.25 Recent Accounting Pronouncement

Ministry of Corporate Affairs (“MCA”) has notified the following new amendments to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2023.

Amendment to Ind AS 1 “Presentation of Financial Instruments”

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Amendment to Ind AS 12 “Income Taxes”

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Amendment to Ind AS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.



Note: 3(a) (Rs. in '000)

Sr No	Particulars	Freehold Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipments	Electrical Instalments	Tankers	Fleets	Capital WIP	Total
I	Cost											
	Balance as at April 1, 2021	845.32	17,966.04	12,085.76	11,111.00	41,157.83	13,745.20	2,049.01	1,615.73	353,442.19	21,047.11	475,065.17
	Additions	-	-	-	-	-	117.17	-	-	-	-	117.17
	Disposals	-	-	-	-	-	-	-	-	4,532.27	-	4,532.27
	Balance as at March 31, 2022	845.32	17,966.04	12,085.76	11,111.00	41,157.83	13,862.37	2,049.01	1,615.73	348,909.92	21,047.11	470,650.07
	Additions	-	-	-	-	-	330.83	-	-	-	-	330.83
	Reclassified as held for sale	-	-	-	-	-	-	-	-	-	-	-
	Disposals	-	672.13	-	-	316.50	-	-	-	47,034.57	-	48,023.20
	Balance as at March 31, 2023	845.32	17,293.91	12,085.76	11,111.00	40,841.33	14,193.20	2,049.01	1,615.73	301,875.35	21,047.11	422,957.71
II	Accumulated depreciation											
	Balance as at April 1, 2021	-	10,685.92	11,239.51	10,298.87	37,658.43	13,172.83	1,944.58	1,591.07	300,919.04	-	387,510.24
	Depreciation expense for the period	-	311.57	193.82	271.40	843.13	112.30	-	2.52	5,860.87	-	7,595.62
	Eliminated on disposal of assets	-	-	-	-	-	-	-	-	4,260.32	-	4,260.32
	Balance as at March 31, 2022	-	10,997.49	11,433.34	10,570.27	38,501.56	13,285.13	1,944.58	1,593.59	302,519.59	-	390,845.54
	Depreciation expense for the year	-	293.39	49.26	-	495.72	131.45	1.56	-	5,014.34	-	5,985.70
	Eliminated on reclassification as held for sale	-	-	-	-	-	-	-	-	-	-	-
	Eliminated on disposal of assets	-	414.01	-	-	276.20	-	-	-	43,500.72	-	44,190.93
	Balance as at March 31, 2023	-	10,876.87	11,482.59	10,570.27	38,721.08	13,416.57	1,946.13	1,593.59	264,033.21	-	352,640.30
III	Net Block Balance (HII)											
	Balance as at March 31, 2023	845.32	6,417.04	603.17	540.73	2,120.25	776.63	102.88	22.14	37,842.14	21,047.11	70,317.41
	Balance as at March 31, 2022	845.32	6,968.55	652.42	540.73	2,656.27	577.25	104.43	22.14	46,390.32	21,047.11	79,804.54

* The Building includes Rs. 1750/- (Previous Year 1750/-) being the value of shares held in Co-operative Societies.

The Company has not revalued its property, plant and equipment as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

During the year, fleet Royal Saraswati sank in sea and asset has been written off.



Note: 3(b) Right-of-Use asset

Sr No	Particulars	Leasehold Land
I Cost		
	Balance as at April 1, 2021	4,709.76
	Additions	
	Disposals	
	Balance as at March 31, 2022	<u>4,709.76</u>
	Additions	
	Reclassified as held for sale	
	Disposals	
	Balance as at March 31, 2023	<u>4,709.76</u>
II Accumulated depreciation		
	Balance as at April 1, 2021	2,197.97
	Depreciation expense for the period	150.71
	Eliminated on disposal of assets	
	Balance as at March 31, 2022	<u>2,348.68</u>
	Depreciation expense for the year	141.67
	Eliminated on reclassification as held for sale	
	Eliminated on disposal of assets	
	Balance as at March 31, 2023	<u>2,490.34</u>
III Net Block Balance (I-II)		
	Balance as at March 31, 2023	<u>2,219.42</u>
	Balance as at March 31, 2022	<u>2,361.08</u>

**Note 4 : Financial Investments**

Particulars	(Rs. in '000)	
	As at March 31, 2023	As at March 31, 2022
Non- Current		
Investment in Unquoted Shares at Fair Value Through Profit and Loss		
1000 equity shares of Saraswat Co-operative Bank Ltd. (Previous Year: 1000) Face Value: Rs. 10 per share	178.86	160.19
400 Equity Shares of Shamrao Vithal Co-operative Bank Ltd. (Previous Year: 400) Face Value: Rs. 25 per share	219.70	194.60
Total	398.56	354.79
Total non current investments		
(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	398.56	354.79
(c) Aggregate amount of investments in subsidiaries	-	-
(d) Aggregate amount of impairment in value of investments	-	-
Total	398.56	354.79

* Shares are held in the name of a Director with beneficial ownership with the company.

Note: All the above Investments are intended to be held on a long term basis and have been classified accordingly.

Note 5: Loans

Particulars	(Rs. in '000)	
	As at March 31, 2023	As at March 31, 2022
Non Current - Unsecured, Considered Good unless otherwise stated		
Loan to Employees	20.00	3.00
Total Loans	20.00	3.00

Note 6 : Other Non Current financial asset

Particulars	(Rs. in '000)	
	As at March 31, 2023	As at March 31, 2022
Non-current Deposits, considered good		
Electricity Deposits	54.89	54.89
Telephone Authorities	81.65	86.15
Other Deposits	20,820.31	26,512.91
Less: Allowance for doubtful debts	5,465.96	6,251.04
Total	15,490.89	20,402.90
Interest Receivable		
Interest on Subsidy Receivable (Refer Note 28)	64,523.14	64,523.14
Total	80,014.03	84,926.05

Note 7(a) : Other Non-Current Assets

Particulars	(Rs. in '000)	
	As at March 31, 2023	As at March 31, 2022
Statutory Dues Receivable		
Income Tax Refund of Previous Years	1,151.46	2,350.86
Income Tax Refund(TDS)	1,480.18	1,276.68
GST Tax Claimable	2,068.46	3,815.92
Total	4,700.10	7,443.46

**Note 7(b) : Other Current Assets**

(Rs. in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to Creditors	10,535.74	8,107.21
Prepaid Expenses	92.95	183.36
Total	10,628.69	8,290.57

Note 8: Trade Receivables

(Rs. in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Trade Receivables	78,758.59	98,004.37
Trade Receivables from related parties	-	-
Total	78,758.59	98,004.37
Less: Allowance for doubtful debts	56,452.35	84,793.47
Total	22,306.24	13,210.90

Trade Receivable ageing schedule

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2023					
a) Other Receivable	16,843.29	5,463.32			22,306.61
b) Disputed Dues	-	-	-	-	-
Total	16,843.29	5,463.32	-	-	22,306.61

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2022					
a) Other Receivable	12,184.78	1,026.12			13,210.90
b) Disputed Dues	-	-	-	-	-
Total	12,184.78	1,026.12	-	-	13,210.90

Note 9 : Cash and cash equivalents

(Rs. in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	5.67	26.15
Balances with Banks		
(i) In Current accounts	234.92	349.97
Bank deposits with banks		
In Earmarked accounts		
Margin Money Deposit	3,428.44	2,311.05
Total	3,669.03	2,687.17



Note: 10 Equity share capital

Particulars	(Rs. in '000)	
	As at March 31, 2023 Rs.	As at March 31, 2022 Rs.
Authorised equity share capital		
3,00,00,000 Equity Shares of Rs. 10 Each	300,000	300,000
Total	300,000	300,000
Issued, Subscribed & Paid Up		
1,44,94,874 Equity Shares of Rs. 10 each, fully paid	144,949	144,949
Total	144,949	144,949

There is no change in Authorised, Issued, Subscribed and paid up share capital during the financial year.

Terms & conditions

The Company has one class of equity shares having a par value of ` 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

(i) Reconciliation of number of shares

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning/end of the year	14,495	144,949	14,495	144,949

(ii) Detail of Shares held by Promoter and Promoter Group

Particulars	As at March 31, 2023		As at March 31, 2022		Changes in % during the year
	Number of shares	% of Total Shares	Number of shares	% of Total Shares	
a) Promoter					
SARVESH KUMAR SHAHI	2,028.17	13.99	2,028.17	13.99	-
FRANCIS BUDHAJI KOLI	4.00	0.03	4.00	0.03	-
RANJANA FRANCIS KOLI	2.20	0.02	2.20	0.02	-
b) Promoter Group					
SHAHI GASOL LIMITED	5,054.72	34.87	5,054.72	34.87	-
KOLI FINANCE PVT LTD	229.00	1.58	229.00	1.58	-
VIKAS KOLI	2,650.00	18.28	2,650.00	18.28	-
TRUPTI F. KOLI	190.00	1.31	190.00	1.31	-
DOLICIE F. KOLI	190.00	1.31	190.00	1.31	-
RANJANA FRANCIS KOLI	138.00	0.95	138.00	0.95	-
VEENA JOSEPH KOLI	110.00	0.76	110.00	0.76	-
ANJANA SHAHI	0.50	0.00	0.50	0.00	-
	10,597	73.11	10,597	73.11	-

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

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sarvesh Kumar Shahi	1,903	13.13%	1,903	13.13%
Shahi Gasol Pvt. Ltd.	5,055	34.87%	5,055	34.87%
Vikas Koli	2,462	16.99%	2,462	16.99%

Note 11 Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
a. Retained earnings		
Opening balance	(227,114.82)	(226,266.59)
Total comprehensive income/ (loss) for the period	4,081.10	(848.23)
Closing Balance of Retained Earnings	<u>(223,033.72)</u>	<u>(227,114.82)</u>
b. General Reserve		
Opening Balance	110,927.71	110,927.71
Closing Balance of General Reserves	<u>110,927.71</u>	<u>110,927.71</u>
Total Other Reserves	<u>(112,106.01)</u>	<u>(116,186.10)</u>

Note : 12(a) Non Current Financial Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Secured Term Loans</u>		
From banks (Refer Note 12(a))	13,144.00	-
<u>Unsecured Loan</u>		
From Related Parties	65,041.31	67,711.60
From Others	3,600.00	3,600.00
Total Borrowings:	<u>81,785.31</u>	<u>71,311.60</u>
<u>Less: Current Maturities:</u>		
Secured Loan from banks (Refer Note 13(b))	-	-
Total Current Maturities	-	-
Total	<u>81,785.31</u>	<u>71,311.60</u>

Note 12(a)**Term loan from Bank:**

This loan taken under Gauranteed Emergancy Credit Line scheme. As per scheme it is to augument net working capital, meet operation liabilities, restart business and overcome the stress faced by business due to covid-19 crisis. Tenor of the loan is 60 months including moratorium of 24 months. Repayment will be in 36 eqaul monthly installments of Rs. 372222.22 with first installment commencing in July 2024 and last installment falling due in June 2027.

	13,144.00
Loans from Related Parties and Other Unsecured Loans	68,641.31
Total	<u>81,785.31</u>

**Total
Outstanding
as at
31 March, 2023**

0

**Note : 12(b) Current Financial Borrowings**

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans Repayable on Demand		
Working Capital Loans taken from Bank	8,112.25	33,302.33
Total	8,112.25	33,302.33

* Working Capital Loan taken from State Bank of India is secured by principal security of hypothecation charge on the company's entire receivables and collateral security of : 1) extension of mortgage on the registered office premises 2) Exclusive 1st charge over vessels of the company i.e. M.V Royal Gandak, MV Royal Saraswati, MV Royal Gomati by way of hypothecation 3) Personal guarantee of chairman & Managing Director

Note: 13 Non-Current Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits:		
Provision for gratuity	2,243.84	2,526.90
Total	2,243.84	2,527.00

Note : 14 Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
The Movement on the Deferred Tax account is as follows		
At start of year	9,182.31	9,872.66
Charge/Credit to Statement of Profit and Loss	(536.58)	(690.34)
Total	8,645.73	9,182.31

14.1 Movement of Deferred Tax for the year ended March 31, 2023

Particulars	Opening Balance as on April 1, 2022	Recognised in Profit or loss (expense)/ credit	Closing balance as on March 31, 2023
Property, Plant and Equipment	9,182.31	-536.58	8,645.73

14.2 Movement of Deferred Tax to the year ended March 31, 2022

Particulars	Opening Balance as on April 1, 2021	Recognised in Profit or loss (expense)/ credit	Closing balance as on March 31, 2022
Property, Plant and Equipment	9,873	-690	9,182

Company has incurred major losses in past years, however company has not considered the same for purpose of calculation of deferred tax.

Note : 15 Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables	28,228.10	31,398.58
Trade payable to related parties	3,174.12	3,360.88
Total	31,402.22	34,759.46

**Trade payable ageing schedule**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2023					
a) Other Payable	15,390.33	4,246.82	2,689.03	9,076.03	31,402.21
b) Disputed Dues	-	-	-	-	0
Total	15,390.33	4,246.82	2,689.03	9,076.03	31,402.21

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2022					
a) Other Payable	17,662.63	3,421.15	1,637.88	12,037.79	34,760.46
b) Disputed Dues	-	-	-	-	-
Total	17,662.63	3,421.15	1,637.88	12,037.79	34,760.46

Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act):

The amounts due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has not been determined by the Company.

Note : 16 Other Current Financial Liabilities

Particulars	As at March 31,2023	As at March 31,2022
a. Accrued Interest on Loans	352.27	352.27
b. Other payables for:		
(i) Payables for Expenses	27,234.58	17,657.02
(ii) Statutory Dues Payable	1,054.56	648.50
Total	28,641.41	18,657.78

Note : 17 Other Current Liabilities

Particulars	As at March 31,2023	As at March 31,2022
Advance Received From Debtors	200.00	200.00
Advance Received Towards Sale of Barge	400.00	400.00
Total	600.00	600.00

Note 18 : Revenue from operation

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Services (Shipping Operations)	108,946.72	94,029.29
Total	108,946.72	94,029.29

**Note 19 : Other Income**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
1) Interest income		
(i) On Bank Deposits	192.55	112.37
(ii) On Income Tax Refund		
(iii) On Advances	-	-
2) Other Non Operating Income		
(i) Miscellaneous Income		
(ii) Sundry Balance Written Back		4,048.76
(iii) Gain on Fair Valuation of Investments as per IND AS	43.78	42.40
(iv) Notional Interest on loan to employees as per IND AS	-	-
(v) Profit on Sale of Shares	-	-
(vi) Profit on sale of Assets	7,209.24	1,228.05
(vii) Reversal of Provision on Bad Debts	-	9,039.08
(viii) Sundry Balance written off- Income	4,719.42	5,963.19
(ix) Gratuity	283.06	2,115.52
Total	12,448.05	22,549.37

Note 20 : Employee benefit expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(i) Salaries, Bonus and Allowances	6,125.16	7,214.85
(ii) Contribution to Provident Fund and Other Funds	592.58	531.40
(iii) Directors Remuneration	6,000.00	6,000.00
(iv) Directors Sitting Fees	11.35	32.00
(v) Amortization of Staff Loan Expenses as per IND AS	-	-
(vi) Staff Welfare expenses	246.65	439.11
Total	12,975.73	14,217.36

Note : 21 Finance costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest on loan	3,410.08	4,400.37
Other Borrowing Costs	526.16	301.27
Total	3,936.24	4,701.64

**Note : 22 Other expenses**

Particulars	Year ended	Year ended
	March 31, 2023	March 31, 2022
Repairs and Maintenance - Barge	15,670.39	12,445.56
Repairs and Maintenance - Machinery	3,140.68	77.83
Repairs and Maintenance - Others	3,427.97	1,023.65
Rates & Taxes	2,093.28	3,176.48
Insurance	240.90	922.88
Legal and Professional Expenses	1,307.52	1,995.18
Provision for Doubtful debts and Bad Debts	436.57	-
Provision for Grautuity	-	-
Travelling Expenses	2,547.13	2,303.99
Barge operating expense	10,888.90	9,967.85
Fuel and Oil	10,180.48	8,122.38
Hire Transportation and water charges	11,028.60	10,020.94
Auditors Remuneration*	400.70	410.00
Port Related Expenses	16,450.59	21,026.15
Purchases	5,657.18	16,412.42
Office Expenses	248.50	196.09
Electricity and Water Charges	387.76	168.89
Penalty	-	78.40
GST Expenses	1,198.02	
Sundry Balance written off	-	
Jacking & Unjacking	-	290.00
Loading & Unloading	1,070.90	429.77
Business Development Expenses	234.58	241.35
Printing & Stationery	347.56	128.01
Telephone Expenses	62.68	40.22
Membership and Subscription	45.53	48.48
Loss on Sink of Barge	2,961.40	-
Miscellaneous Expenses	4,782.87	1,925.39
Total	94,810.69	91,451.91

***Auditors Remuneration**

Particulars	Year ended	Year ended
	March 31, 2023	March 31, 2022
Payment to Auditors'		
Audit fee	315.00	380.00
Taxation Matters	85.70	30.00
Total	400.70	410.00

**Note : 23 Related Party Disclosures**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are:

a) Related Party Disclosure:

Description of Relationship	Names of Related Parties
(a) Where Control Exists	Royal Logistics (Ship) Ltd. India First Logistics Ltd. Shahi Gasol Ltd.
(b) Key Managerial Persons	Mr. Sarvesh Kumar Shahi (Chairman & Managing Director) Ms. Dakshata Chavan (CFO) (from 29.5.2023) Mr. Gaurang Shah (Company Secretary) Mz. Vijila Vincent (CFO) (till 28.5.2023)
(c) Where Significant Influence Exists	Miss Anjali Shahi Mr. Somesh Shahi

b) Transactions during the year with related parties

Type of Related Party	Nature Of Transaction (excluding Reimbursement)	As on 31st March, 2023	As on 31st March, 2022
		(Rs. in '000) Amount	(Rs. in '000) Amount
Where Control Exists	Loans Received	7,050.00	32,195.53
	Loans Repaid	13,531.51	10,738.92
	Purchases made during the year	1,482.20	2,948.08
Key Management Personnel	Remuneration paid to Key management Personnel	6,600.00	6,600.00
© Where Significant Influence Exists	Mr. Somesh Shahi	-	565.00

c) Balance outstanding of related parties

	As on 31st March, 2023	As on 31st March, 2022
	(Rs. in '000) Amount	(Rs. in '000) Amount
Trade Payables	3,174.12	3,352.08
Loan to Related Parties	-48.10	-48.10
Unsecured Loan Taken	65,041.35	60,880.13
Key Managerial Personnel		
Unsecured Loan Taken	-	6,831.46

d) Transactions during the year with related parties (excluding Reimbursement)



Name of the party	Nature of transactions	As at March 31, 2023	Nature of transaction	As at March 31, 2022
- Sarvesh Shahi	i) Directors remuneration ii) Performance linked bonus	6,000.00	i) Directors remuneration ii) Performance linked bonus	6,000.00
Sarvesh Kumar Shahi	Loan Repaid	6,831.46	Loan Repaid	1,517.69
Sarvesh Kumar Shahi	Loan Received	-	Loan Received	1,400.00
India First Logistics Ltd.	Purchase	1,482.20	Purchase of Diesel for Vessels	2,948.08
India First Logistics Ltd.	Loan Received	7,050.00	Loan Received	28,700.00
India First Logistics Ltd.	Loan Repaid	6,700.05	Loan Repaid	8,156.23
Shahi Gasol Ltd.	Loan Repaid	-	Loan Repaid	500.00
Shahi Gasol Ltd.	Loan Received	-	Loan Received	3,495.53
Somesh Shahi	Loan Repaid	-	Loan Repaid	565.00
Somesh Shahi	Salary	600.00	Salary	600.00
Vijila Vincent	Salary	280.00	Salary	306.00

e) Balance outstanding of related parties

Name of the Party	Receivable / (Payable)	As on 31st March, 2023	As on 31st March, 2022
India First Logistics Ltd.	Trade Payables (Note 16)	3,174	3,352
India First Logistics Ltd.	Unsecured Loan (Note 12(a))	30,346	26,185
Royal Logistics Ltd.	Loan to Related Parties (Note 5(a))	(48)	(48)
Sarvesh Kumar Shahi	Unsecured Loan (Note 12(a))	-	6,831
Shahi Gasol Ltd.	Unsecured Loan (Note 12(a))	34,695	34,695

Note : 24 Contingent Liabilities

- a) On account of guarantees executed by the company's bankers for Rs. 41.13 lakhs (2021-22 Rs. 100 lakhs), which is partly secured by the Margin Money amounting to Rs. 17.69 lakhs (2021-22 Rs. 12.30 lakhs) retained by the Bank.
- b) Claim against the Company not acknowledged as debts Rs. 30.37 lakhs (2021-22 Rs. 30.37 lakhs)

Note : 25 Earning per Share

Particulars	As at March 31, 2023	As at March 31, 2022
Basic Earning Per Share		
Profit/(Loss) attributable to Equity shareholders	4,081.10	(848.23)
Weighted average number of equity shares	14,494.87	14,494.87
Face value per Share	10.00	10.00
Basic & Diluted Earnings Per Share	0.28	(0.06)

Note: 26: Other Notes

- I Debtors include Rs. 22.67 lacs (2019-20 Rs. 22.67 lacs) in respect of cases which are under arbitration/ dispute. In the opinion of the management the said debts are considered recoverable.
- II The other current assets in Note No. 6 includes Rs. 645.23 lacs of interest subsidy receivable from Central Government Inland Waterways Authority. To recover the same the petition is pending before the Allahabad High Court. The amount outstanding is considered good by the management.
- III In the opinion of the Board, Current Assets, Loans, Advances and Deposit have a value on realisation in the ordinary course of the business at least equal to the amount at which they are stated in the balance sheet. ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- IV The company is engaged only in the business of shipping and as such there is no separate reportable segment as per Indian Accounting Standard 108.



- V The company has not identified amount payable to Micro, Small and Medium Enterprise, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes on account of principal amount together with the interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises, has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.
- VI The company Subsidiary Company namely Royal Logistics (Ship) Ltd has not yet started operation hence the consolidated financial statement of the Shahi Shipping Limited and its subsidiaries Royal Logistics (Ship) Ltd has not been prepared.
- VII Company has not earned any income in foreign exchange**
- VIII Company has average loss in past three years. So Corporate Social Responsibility as per section 135 of Companies Act, 2013 not applicable.
- IX The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note : 27 Fair Value Measurement**i) Fair Value of Financial assets and Financial liabilities**

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

Particulars	31-Mar-2023		31-Mar-2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets designated as fair value through profit and loss				
Investments				
-In Equity Shares	20.05	398.56	20.05	354.79
	20.05	398.56	20.05	354.79

(ii) Valuation technique used to determine fair value

- a) Fair value for financial investments are valued using Net Assets Methods as per the latest available balance sheets of the investee companies.

(iii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Financial assets and liabilities measured at fair value-recurring fair value measurements	At March 31, 2023				
	Notes	Level 1	Level 2	Level 3	TOTAL
Financial assets					
Financial investments at FVPL					
Unlisted Equity Shares	4.00	-	-	398.56	398.56
Total financial assets		-	-	398.56	398.56



Financial assets and liabilities measured at fair value-recurring fair value measurements	At March 31, 2022				
	Notes	Level 1	Level 2	Level 3	TOTAL
Financial assets					
Financial investments at FVPL					
Unlisted Equity Shares	4.00	-	-	354.79	354.79
Total financial assets		-	-	354.79	354.79

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument are included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in Level 3.

The Company's policy is to recognise transfers into and transfer out in fair value hierarchy levels at the end of the reporting period.

Note: 28 Financial Risk Management

Financial Risk Factors

The Company has exposure to the Credit risk, Liquidity risk and Market risk. The Company's Board of Directors has overall responsibility for the establishment and supervision of the Company's risk management framework. The Board of Directors has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Company's risk management policies. The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

(A) Credit Risk

- (i) Credit risk is the risk of financial loss to the Company, if a customer to a financial instrument fails to meet its contractual obligations. Company's exposure to credit risk primarily arises on account of its Trade receivables. Trade receivables consist of a large number of customers spread across diverse geographical areas. A default on a trade receivable is considered when the customer fails to make contractual payments within the credit period. This credit period has been determined by considering the business environment in which the Company operates. The Company considers dealing with creditworthy customers and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The credit risk due to above is periodically monitored.
- (ii) Provision for expected credit losses : The Company provides for expected credit loss on trade receivables. The model uses historical credit loss experience for trade receivables i.e. this model uses aging analysis of trade receivables as at the reporting date and is based on the number of days that a trade receivables is past due. The ageing has been done for bracket of last 3 years. Further, customers declaring bankruptcy or failing to engage in repayment plan with the Company, 100% provisioning is made i.e. such customers do not form part of this impairment exercise and provided for separately.
- (iii) Ageing of Trade Receivable

Particulars	As at March 31, 2023	As at March 31, 2022
0-12 months	16,843	12,185
Beyond 12 months	5,463	1,026
Total	22,306	13,211

**(iv) Reconciliation of Trade receivables :**

Particulars	As at March 31, 2023	As at March 31, 2022
Gross Carrying Amount	78,759	12,185
Less: Expected Carrying Losses:	56,452	1,026
Carrying amount of trade receivables after impairment	22,306	13,211

(B) Liquidity Risk

- (i) Prudent liquidity risk management refers to the management of the Company's short term and long term funding and liquidity management requirements. The Company's treasury maintains flexibility in funding by maintaining availability of funds under committed credit lines. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of financial liabilities

The tables below analyse the Company's non-derivative financial liabilities into relevant maturity groupings based on their contractual maturities.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include principal cash flows.

Contractual maturities of financial liabilities 31 March 2023	Less than 1 Year	Between 1 and 5 Years	Total
Borrowings	8,112.25	81,785.31	89,897.56
Trade Payables	15,390.33	16,011.88	31,402.22
Deposits and other liabilities	28,641.11	-	28,641.11
Total Liabilities	52,143.69	97,797.19	149,940.88

Contractual maturities of financial liabilities 31 March 2022	Less than 1 Year	Between 1 and 5 Years	Total
Borrowings	33,302.33	71,311.60	104,613.93
Trade Payables	17,236.07	17,523.39	34,759.46
Deposits and other liabilities	18,657.78	-	18,657.78
Total Liabilities	69,196.18	88,834.99	158,031.17

(C) Market risk

Market risk is the risk that changes in market indicators such foreign exchange rates, interest rates and commodity prices will affect the Company's income or the value of its financial instruments. The Company's activities mainly expose it to risks arising from changes in freight/charter hire rates.

(i) Freight/Charter hire risk

Shipping industry is governed by various national and international economic and geopolitical developments. Local and international demand and supply determine freight and charter hire rates.

Note 29 Capital management**(a) Risk management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital on the basis of the debt equity ratio. This ratio is calculated as debt divided by total equity. Debt is calculated as Long Term Borrowings (including current portion of Long Term borrowings as shown in the Balance Sheet).



Particulars	As at March 31, 2023	As at March 31, 2022
Net Debt	89,898	104,614
Total Equity	32,843	28,762
Net Debt to Equity Ratio	2.74	3.64

Particulars	As at March 31, 2023	As at March 31, 2022
Current Assets	36,603	24,189
Current Liabilities	68,756	87,320
Current Ratio	0.53	0.28

Particulars	As at March 31, 2023	As at March 31, 2022
Current Assets- Inventory	36,603	24,189
Current Liabilities	68,756	87,320
Liquid Ratio	0.53	0.28

Note 30: Employee Benefit Plans

The Company provides the Group Gratuity Scheme under defined benefit plans for qualifying employees. The gratuity is payable to all eligible employee on retirement, subject to completion of five years of the continuous employee, death or termination of employee that is based on last drawn salary and tenure of employment. Liabilities in gratuity plan are determined by actuarial valuation on the balance sheet date

Analysis for Valuation Data and Obligation.

Below table shows data movement along with result analysis over the period of valuation.

Table 1: Data Movement	No. of Employees	Avg. Salary	Discontinuance Liability	Projected Benefit Obligation
New Entrants Employees with Date of Joining from Apr 01, 2021 to Mar 31, 2022	-	-	-	-
Status as at April 01, 2022	19.00	19.93	3,134.69	2,526.90
New Entrants Employees with Date of Joining from Apr 01, 2022 to Mar 31, 2023	-	-	-	-
Employees with Date of Joining prior to Apr 01, 2022	12.00	24.01	2,758.83	2,243.84
Status as at Mar 31, 2023	12.00	24.01	2,758.83	2,243.84

Note 31: Tax Expenses**a) Income Tax expenses recognised in Statement of Profit & Loss**

Particulars	As at March 31, 2023	As at March 31, 2022
Current Income Tax	0	0
Deferred Tax	536.57827	690.342
Tax of earlier year		0
Total Income Tax Expenses recognised in the current year	536.57827	690.342

b) Movement in Deferred Tax balances

Particulars	As at March 31, 2022	Recognised in profit and loss	Recognised in OCI	As at March 31, 2023
Property, Plant & Equipment	9182.313	(537)		8,646
Total	9182.313	(537)	-	8646

**Note 32: Analytical Ratio Analysis**

Sr No	Ratio	Numerator	Denominator	Measures	2022-23			2021-22			Difference
					Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
1	Current Ratio	Current Assets	Current Liability	Times	36603	68756	0.5	24,189	87,320	0.28	0.26
2	Debt Equity Ratio	Total Debt (Borrowings)	Shareholder Equity	Times	89898	32843	2.7	104,614	28,762	3.64	-0.90
3	Debt Service Coverage ratio	Earning for Debt Service (EBITDA)	Debt Service (Interest+Principal)	Times	No Debt Outstanding during the year			No Debt Outstanding during the year			
4	Return on Equity	Net Profit after taxes	Average Shareholder Equity	Percentage	4081	32843	12.4%	(848)	28,762	-0.03	0.15
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	Times	NA	NA	NA	NA	NA	NA	NA
6	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	Times	108947	22306	4.9	94,029	13,211	7.12	-2.23
7	Trade Payable Ratio	Net Credit Purchase	Average Trade Payables	Times	94811	31402	3.0	91,452	34,759	2.63	0.39
8	Net Capital Turnover Ratio	Revenue from Operation	Average working Capital	Times	108947	-32153	-3.4	94,029	(63,131)	-1.49	-1.90
9	Net Profit ratio	Net Profit after taxes	Total Income	Percentage	4081	121395	3.4%	(848)	116,579	-0.01	0.04
10	Return on Capital employed	Earning before interest and taxes	Average Capital Employed (Total Assets- Liabilities)	Percentage	7481	32843	23%	3163	28,762	11%	12%
11	Return on investment	Profit after taxes	Total Equity	Percentage	4081	144949	3%	(848)	144,949	-0.01	0.03

Note 33 : Additional regulatory information required by Schedule III of Companies Act, 2013**1 Details of Benami property:**

No proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

2 Utilisation of borrowed funds and share premium:

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

- 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 to or on behalf of the ultimate beneficiaries.

B) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

3 Compliance with number of layers of companies:

The company has complied with the number of layers prescribed under the Companies Act, 2013.

4 Compliance with approved scheme(s) of arrangements:

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

6 Details of crypto currency or virtual currency:

The company has not traded or invested in crypto currency or virtual currency during the current or previous year



7 Valuation of Property, Plant and Equipment :

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

8 Willful Defaulter :

The company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

9 Details of Transaction with Struck off Companies :

The Company has not identified transaction with struck off companies

Note 34: Approval of Financial Statement

The Financial Statements have been approved by the Board of Directors at their Meeting held on May 29, 2023.

Note 35: Previous Year Figures

The figures of previous year have been regrouped or rearranged wherever necessary to conform to current year's presentation as per Schedule III (Division II) to the Companies Act 2013.

As per our report of even date attached
For B.P. Shah & Co.
Chartered Accountants
Firm Registration No. 109517W

For and on Behalf of The Board of Directors
Sarvesh Kumar Shahi
Chairman & Managing Director
(DIN: 00359535)

Dakshata Chavan
(Chief Financial Officer)

Bharat P Shah
Partner
M No: 033530
Date : 29th May, 2023
Place : Mumbai
UDIN: 23033530BGXTLR4476

Sanjeev Kumar Singh
Director
(DIN: 08698524)

For GMS & Co
Mr Gaurang Shah
Practicing Company secretary
(M. No : A32581)



By Courier



SHAHI SHIPPING LIMITED

404, Abhay Steel House, Baroda Street, Mumbai - 400 009. India.
Tel : 91 (22) 61454545 / 23487340 / 41 / 42 Fax : 91 (22) 23487350, 23487349
Website : www.shahilogistics.com