ISO 9001-2008 REGISTERED
DNV Certification B.V., The Netherlands

SHAHI
SHIPPING LTD.
(formerly SKS Logistics Limited.)
Registered Office :
404, Abhay Steel House, Baroda Street,
Mumbai - 400 009. India
Tel .: 91 (22) 6145 4545 / 2348 7348
Fax : 91 (22) 2348 7349 / 50
E-mail : cmd@shahilogistics.com
Website : www.shahilogistics.com

11th September 2020

To,
The General Manager
Corporate Relations Department
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Mumbai 400 001

Dear Sir/Madam,

Subject: Submission of Annual Report for the Financial Year 2019-20 including the Notice of the Annual General Meeting

Reference: Shahi Shipping Limited (Script Code: 526508)

In pursuance of Regulation 34(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the soft copy of Annual Report of the Shahi Shipping Limited ("Company") for the Financial Year 2019-20 including the Notice convening the 30th Annual General Meeting (submitted to the exchange on 7th September 2020) of the Company for your reference and records. The Annual Report is also available on the website of the Company at www.shahilogistics.com.

Kindly take the same on record and disseminate the information on BSE website.

Thank You.

For Shahi Shipping Limited

SHAHI SHIPPING LTD. MUMBAI

Nutan Kumar Duragkar
Deputy Compliance Officer

SHAHI SHIPPING LIMITED

....connecting ports

Since 1985



ANNUAL REPORT 2019- 2020



Sarvesh Kumar Shahi
Chairman & Managing Director

30TH ANNUAL GENERAL MEETING
SHAHI SHIPPING LIMITED

Board of Directors

Sarvesh Kumar Shahi - Chairman & Managing Director

Hema KiranThakur - Independent Director

V. I.Shivaraman - Independent Director

Chandresh Kumar Mishra - Independent Director

Anjali Shahi–Additional (Non Executive) Director

Company Secretary /Compliance Officer

Nungavaram Vaidyanathan Agandeswaran

Chief Financial Officer

Balamurugan Muthukumaraswamy
* upto August 13th, 2019

(Company has appointed Ms. N Vijila as Chief Financial Officer (KMP) of the Company in terms of Section 203(iii) of Companies Act, 2013 with immediate effect, in place of resigning Chief Financial Officer Mr. Balamurugan Mutthukumaraswamy at its Board meeting held on Tuesday, 13th August, 2019.)

Statutory Auditors

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

Registered Office

404, Abhay Steel House,
Baroda Street,
Mumbai - 400 009
Tel.: 91 (22) 61454545 / 23487340/41/42
Fax: 91 (22) 23487349 / 50
Website: www.shahilogistics.com
E-mail: admin@shahilogistics.com

CORPORATE OFFICE

Shahi Marine House
Plot No. 11 & 11/1, Sector-26
Near Grain Market, Vashi,
Navi Mumbai - 400 703
Tel.: 2784 3047-49 / 2784 3051-53
Fax: 91 (22) 2784 3041 & 2784 3044

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

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NOTICE

Notice is hereby given that the **30th (Thirtieth) Annual General Meeting** of the Members of SHAHI SHIPPING LIMITED will be held on Tuesday, 29th September 2020 at 11.00 A.M., through video conferencing, to transact the business stated herein, in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs ("MCA"), and Circular No. SEBI/ HO/ CFD / CMD1/ CIR/P/2020/79 dated 12th May 2020, issued by the Securities and Exchange Board of India ("SEBI").

Ordinary Business:

1. To receive, consider and adopt the Statement of Accounts for the Financial Year ended March 31, 2020 together with the reports of the Board of Directors' and Auditors' thereon.

2. To appoint a Director in place of Mr. Sarvesh Kumar Shahi, Chairman & Managing Director of the Company (DIN: 00359535) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To appoint Mr. Sanjeev Kumar Singh (DIN: 08698524), aged 50 years, as an Independent, Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Kumar Singh (DIN: 08698524), aged 50 years, as a Independent, Non-Executive Director of the Company, who was appointed as an Additional Director (Independent) of the Company on February 13, 2020, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.

   RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mr. Venkata Subramanian Iyer Shivaraman (DIN 07165080), aged 71 years, as an Independent, Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkata Subramanian Iyer Shivaraman (DIN 07165080), aged 71 years, Independent, Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who being eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from April 25, 2020 to April 24, 2025 and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
Of **Shahi Shipping Limted**

N. V. Agandeswaran
Company Secretary
ACS No. 7966

Place: Mumbai
Date: 4th September 2020

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

Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Item Nos. 3 and 4 of this Notice, is annexed herewith.

2. In view of the prevailing lock down enforced across India, due to the outbreak of COVID-19 Pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 and the Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD / CMD1/ CIR/P/2020/79 dated 12th May 2020, ("the relevant Circulars"), has permitted companies to hold annual general meetings through Video Conferencing ("VC") or other audio visual means ("OAVM"), during the calendar year 2020. In compliance with the relevant Circulars and other applicable provisions of the Act, the 30th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 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 Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

   Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution /Authorisation etc., authorising its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through their registered email address to compliance@sprscs.com with copies marked to the Company at shahishippingsecretarial@gmail.comand to its RTA at instameet@linkintime.co.in.

4. 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:

   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 there quired documents and submit. OR

   i) *In the case of Shares held in Demat mode:*

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

5. The Notice of the Annual General Meeting along with the Annual Report for the financial year2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / D epositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.shahilogistics.com websites of the Stock Exchanges BSE Limited at www.bseindia.com and website of RTA www.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.

6. 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.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

   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.

8. Members of the Company holding shares either in physical form or in Dematerialised forms as on cut-off date i.e. Tuesday, 22nd September 2020 will be entitled to vote on the resolutions proposed in the Notice.

9. 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.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September 2020 to Tuesday, 29th September, 2020 (both days inclusive) in terms of the provisionsof Section 91 of the Companies Act, 2013.

Instructions for e-voting and joining the Annual General Meeting are as follows:

11. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING AREAS UNDER:**

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 In time India Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the 30th AGM through VC/OAVM Facility and e-Voting during the 30th AGM.

b) The Board of Directors of the Company has appointed CS Sanjay Parab, partner of M/s. SPRS & Co., Company Secretaries as the Scrutinizer, to scrutinize the 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. Tuesday, 22nd September 2020.

The voting period begins on Saturday, 26th September, 2020 at 09.00 a.m. (IST) and ends on Monday, 28th September 2020 at 5.00 p.m. (IST). The E-Voting module shall be disabled by Link In time 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. Tuesday, 22nd September, 2020 only shall be entitled to cast their vote either through remote e-voting or through E voting at the AGM.

Log-in to e-Voting website of Link Intime India Private Limited (LIIPL):

Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

i) Click on “Login” tab, available under ‘Shareholders’ section.

ii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

iii) Your User ID details are given below:

a) **Shareholders holding shares in demat account with NSDL**: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

b) **Shareholders holding shares in demat account with CDSL**: Your User ID is 16 Digit Beneficiary ID

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

iv) Your Password details are given below:

If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and atleast one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence numberwhich is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB / DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order toregister. If the above-mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (IV-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existingpassword to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address; Password will be sent to the shareholders registered email address. Else, shareholder can set the password of his/her choice by providing the information aboutthe particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company, in which they are a shareholder and eligible to vote.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically:

v) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

vi) On the voting page, you will see "Resolution Description" and against the same the option"Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

vii) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

viii) After selecting the appropriate option i.e. Favor/Against as desired and you have decided to vote, 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.

ix) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

x) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: 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.

- 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 Companyafter 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 cast at the AGM and thereafter unblock the votes cast 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 Limited.

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

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime 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 shallregister their details and attend the Annual General Meeting as under:

   i) Open the internet browser and launch the URL for InstaMeet<<https://instameet.linkintime.co.in>>and register with your following details:

      a) DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID orBeneficiary ID or Folio Number registered with the Company.

      b) PAN: Enter your 10-digit Permanent Account Number (PAN)

      c) Mobile No.

      d) E Mail ID

   ii) Click "Go to Meeting".

Note:

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. Itis therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting mayregister themselves as a speaker by sending their request mentioning their name, demat account number/folio number, PAN, email id, mobile number at shahishippingsecretarial@gmail.com from Monday, 21st September 2020(9.00 amIST) to Friday, 25th September 2020(5.00 pm IST). Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Companyreserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

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

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

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

i) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.

ii) Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registerede mail Id) received during registration for InstaMeet and click on ‘Submit’.

iii) After successful login, you will see “Resolution Description” and against the same the option“Favour/ Against” for voting.

iv) 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’.

v) 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.

vi) 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 Insta Meetfacility 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).

12. 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 Limted**

N. V. Agandeswaran
Company Secretary
ACS No. 7966

Place: Mumbai
Date: 4th September 2020

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

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No: 3

Mr. Sanjeev Kumar Singh (DIN: 08698524) was appointed as an Additional Independent Director by the Board of Directors of the Company at its meeting held on February 13, 2020, pursuant to the recommendation of the Nomination and Remuneration Committee, to hold office upto the date of ensuring Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013.

The Company has duly received the declaration of independence from Mr. Sanjeev Kumar Singh that he meets criteria of Independence as prescribed under Section 149(6) of the Companies Act 2013 and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sanjeev Kumar Singh (DIN: 08698524) fulfills the conditions specified in the Companies Act 2013 for his appointment. In light of the above, and considering the vast expertise and experience as specified below, the Board recommends passing a Special Resolution as set out in Item No. 3 for appointment of Mr. Sanjeev Kumar Singh as an Independent Director of the Company for a term of five consecutive years. Mr. Sanjeev Kumar Singh and his relatives, if any, may deemed to be interested in the resolution set out respectively at item No. 3 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Name of the Director	Sanjeev Kumar Singh
Directors' Identification Number	08698524
Date of Birth	27th July, 1970
Age	50
Date of joining the Board	February 13, 2020
Qualification	MBA
Profile of the Director	Dynamic Manager with more than 15 years of professional exposure in Operations & Business Management with innovative style of managing corporate through expertise in business management. He has handled business of shipping Company in the past. He has track record in a seasoned professional specialized in Operations, Fleet Management, Logistic Management and production/ Maintenance.
Past Remuneration	NA
Remuneration proposed	Sitting Fees of Rs. 7000 per meeting (Board and Committees)
No. of Board Meetings attended during the financial year 2019-20	NA
Shareholding as on 31.03.2020	NIL
Directorship in other Companies (excluding Private and Foreign Companies)	NA
Directorships and Committee memberships in other companies	NA
Relationships / Pecuniary relationship between Directors interested	NA

Item No.4

Mr. Venkata Subramanian Iyer Shivaraman (DIN: 07165080), was appointed as an Independent Director of the Company for a term of Five years with effect from April 25, 2015. Mr. Venkata Subramanian Iyer Shivaraman, completed his initial term of 5 years on April 24, 2020 and he, being eligible for re-appointment, has offered his candidature for re-appointment as an Independent Director of the Company for further term of five years with effect from April 25, 2020. The Board, pursuant to the recommendation of Nomination and Remuneration Committee, at its meeting held on February 13, 2020 approved the appointment of Mr. Venkata Subramanian Iyer Shivaraman, as an Additional (Independent) Director of the Company w.e.f. April 25, 2020.

In the opinion of the Board and considering the vast professional expertise and experience in varied business segments, Mr. Venkata Subramanian Iyer Shivaraman fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Venkata Subramanian Iyer Shivaraman (DIN: 07165080) fulfils the conditions specified in the Companies Act 2013 for his appointment.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders. Mr. Venkata Subramanian Iyer Shivaraman is interested in the resolution set out with regard to his appointment.

The relatives of Mr. Venkata Subramanian Iyer Shivaraman may be deemed to be interested in the resolutions set out respectively at item No. 4 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Name of the Director	Venkata Subramanian Iyer Shivaraman
Directors' Identification Number	07165080
Date of Birth	03rd August, 1949
Age	71
Date of joining the Board	April 25, 2015
Qualification	LLB, B.Com
Profile of the Director	Venkata Subramanian Iyer Shivaraman is the Non-Executive Independent Director of the Company since April 25, 2015. A Commerce and Law Graduate, Mr. Shivaraman has wide experience in legal and business matters. His continuing guidance is valuable to the Company. Mr. Shivaraman is also a diploma holder in Business Management.
Past Remuneration	21,000
Remuneration proposed	Sitting Fees of Rs. 7000 per meeting (Board and Committees)
No. of Board Meetings attended during the financial year 2019-20	4
Shareholding as on 31.03.2020	Nil
Directorship in other Companies (excluding Private and Foreign Companies)	NA
Directorships and Committee memberships in other companies	NA
Relationships / Pecuniary relationship between Directors interested	NA

By order of the Board of Directors
Of **Shahi Shipping Limted**

N. V. Agandeswaran
Company Secretary
ACS No. 7966

Place: Mumbai
Date: 4th September 2020

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

DIRECTORS' REPORT

To,
The Members,
SHAHI SHIPPING LIMITED

The Board of Directors are pleased to present the Company's 30th (Thirtieth) Annual Report and the Audited Financial Statements along with the Report of the Auditors for the financial year ended March 31, 2020.

1. **FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY:**

The financial highlights of the Company are given below:

(Rs. In Lakhs)

Particulars	**2019-20**	**2018-19**
Revenue from operations	814.31	1,021.22
Other income	28.83	107.20
Total income	843.14	1,128.40
Profit/Loss before Interest, Depreciation, Finance Cost and Tax Expense	(149.51)	(1,283.10)
Finance Cost	74.49	67.20
Depreciation	99.44	131.20
Profit/Loss before Tax and Prior Year Adjustment & Exceptional Item	(323.44)	(1,481.50)
Exceptional Item	-	-
Deferred Tax	7.86	(16.60)
Current Tax	-	-
MAT Credit Entitlement	-	-
Profit/ (Loss) After Tax	(331.30)	(1,464.90)
Other Comprehensive Income / Loss	-	-
Total Comprehensive Income / (Loss)	(331.30)	(1,464.90)

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.

Previous year figures have been recasted/restated.

2. PERFORMANCE REVIEW:

The Highlights of the Company's performance for the year ended March 31, 2020 are as under:

- Total income from operations decreased by 20.26% to Rs. 814.31 Lakhs
- Loss Before Depreciation and Tax decreased by 83.41% to Rs. 224 Lakhs
- Loss before Tax decreased by 78.17% to Rs. 323.44 Lakhs.
- Net Loss decreased by 77.38% to Rs. 331.30 Lakhs

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 26 vessels and are operating with various private and Government bodies. The size of the vessels ranges between DWT 500 tons to DWT 9508 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. GLOBAL PANDEMIC – COVID-19:

Towards the end of the financial year, the World Health Organisation (WHO) declared Covid-19 as a pandemic and the outbreak, which infected millions, has resulted in deaths of a significant number of people globally. Covid-19 is seen having an unprecedented impact on people and economies worldwide.

The Ministry of Home Affairs, Government of India on March 24, 2020 notified the first ever nationwide lockdown in India to contain the outbreak of Covid-19 pandemic to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. COVID-19 has significantly impacting business operation of the companies in general and your company is not an exception to this scenario, by way of interruption in transportation, supply chain disruption, unavailability of personnel, restriction in physical movement etc.

The activities of the Company remained partly operational essential services like supply of fresh water and oil etc. during the time of the lockdown declared by the Government(s) and local authorities. The Company carried its activities with utmost care and by following the norms relating to social distancing.

The Company operates its business in conformity with the highest ethical and moral standards and employee centricity. In view of the outbreak of the pandemic, the Company undertook timely and essential measures to ensure the safety and well-being of its employees at the field(s) and the head office. The office based employees were allowed to work from home by providing adequate digital and other assistance. The Company observed all the government advisories and guidelines thoroughly and in good faith.

5. SHARE CAPITAL:

The Authorized Equity Share Capital of the Company as on March 31, 2020 was 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, 2020 is Rs. 14,49,48,740/- (Rupees Fourteen Crore Forty Nine Lakhs Forty Eight Thousand Seven Hundred & Forty Only) comprising of 1,44,94,874 (One Crore Forty Four Lakhs Ninety Four Thousand Eight Hundred & Seventy Four Only) equity shares of Rs. 10/- each.

During the year under review, there has been no changes in the Authorized and paid up share capital of the Company.

6. DIVIDEND:

In view of financial losses, the Board of Directors has not recommended dividend for the Financial Year 2019-20.

7. AMOUNT TRANSFERRED TO RESERVE:

The Company has not transferred to any amount to the reserves during the Financial Year 2019-20.

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 and affairs 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 two subsidiaries, namely SKS waterways Ltd & Royal Logistics (Ship) Ltd., which have not commenced their operations from its inception. Hence, the consolidated financial statement of the Shahi Shipping Limited and its subsidiaries SKS waterways Ltd, Royal Logistics (Ship) Ltd has not been prepared.

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’ , ‘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 Companies Act, 2013, your Directors hereby state and confirms that

a) In the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, have 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 so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2019-2020 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 controls to be followed by the Company and such internal controls are adequate and operating effectively; and

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board and its Committees have most appropriate composition, pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors as on March 31, 2020 comprised of the following directors

Name of Director	Director Identification Number	Designation
Sarvesh Kumar Shahi	00359535	Chairman & Managing Director
Anjali Shahi	03363248	Non-Independent, Non-Executive Director
Venkata Subramanian Iyer Shivaraman	07165080	Independent Director
Chandresh Kumar Mishra	07645967	Independent Director
Sanjeev Kumar Singh	08698524	Additional Independent, Non-Executive Director

During the year under review, Mrs. Hema Thakur, Independent Director of the Company retired on September 27, 2019 on account of completion of her term of 5 years of an Independent Director from the Company. Further, Mr.Sanjeev Kumar Singh was appointed as an Additional Director (Independent Non-Executive) of the Company with effect from February 13, 2020.

During the year under review, Mr. Sarvesh Kumar Shahi, Chairman and Managing Director was retired by rotation and re-appointed as Director of the Company at the Annual General Meeting held on September 28, 2019.

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.

During the year under review, Mr.Balamurugan Mutthukumaraswamy, resigned from the post of Chief Financial Officer of the Company with effect from August 13, 2019. The Board, at its meeting held on August 13, 2019, appointed Ms.Vijila Vincent Nadar as a Chief Financial Officer, with effect from August 13, 2019.

Except the above, there was no change in the composition of the Board of Directors and the Key Managerial Personnel's (KMPs) of the Company during the financial year 2019-20.

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr.Sarvesh Kumar Shahi (DIN: 00359535), Non-Executive Director (Non-Independent Director) of the Company, is due for retirement by rotation at the forthcoming 30th (Thirtieth) Annual General Meeting (AGM), and being eligible, has offered himselffor re-appointment pursuant to provisions of Section 15 2of the Act.

Further, upon recommendation of the Nomination and Remuneration Committee and based on approval of the Board of Directors at their respective Meetings held on February 13, 2020, Mr.Sanjeev Kumar Singh (DIN 08698524) and Mr.Venkata Subramanian Iyer Shivaraman (DIN 07165080) have been recommended to be appointed w.e.f February 13, 2020 and re-appointed w.e.f April 25, 2020 respectively as an Independent Director(s) of the Company for a term 5 consecutive years, subject to requisite approval of Shareholders at the ensuing AGM, in terms of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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.

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 Companies Act, 2013 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 13th February, 2020 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.

15. INDEPENDENT DIRECTOR:

(i) Declaration from Independent Directors

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Section 149 (6) of the Companies Act, 2013 and Securities Exchange Board of India (Listing obligations& Disclosure Requirements) Regulations, 2015.

(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 2019-20, The Board of Directors of the Company met Four (04) times. The gap between the said meetings did not exceed the limit of 120 days, as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made there under. 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 Companies Act, 2013.

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 available on the Company's website www.shahilogistics.com

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.

19. EXTRACT OF ANNUAL RETURN:

As provided under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the extract of annual return is given in Annexure I in the prescribed Form MGT-9, which forms part of this report and is also available on the Company's website viz. 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. The Composition of various committees is as per the applicable provisions of the Companies Act, 2013 along with the Rules and Securities Exchange Board of India (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 Companies Act, 2013 and rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with Regulation 18 of the Securities Exchange Board of India (Listing obligations& Disclosure Requirements) Regulations, 2015. 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 Companies Act, 2013 read with Regulation 20 of the Securities Exchange Board of India (Listing obligations& Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balancesheet 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 Companies Act, 2013 and rule 6 of the Companies (Meetings of Board andits Powers) Rules, 2014 and read with Regulation 19 of the Securities Exchange Board of India (Listing obligations& Disclosure Requirements) Regulations, 2015. 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:

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. B. P. Shah & Co., Chartered Accountants (Firm Registration No. 109517W), were appointed as the Statutory Auditors of the Company at the AGM of the Company held on August 12, 2017 for a period of five years starting from the conclusion of the 27th AGM held on August 12, 2017 till the conclusion of the 32nd AGM to be held in the year 2022. The Statutory Auditor(s) has confirmed that they are not disqualified from continuing as Auditor(s) of the Company.

The Statutory Auditor has not made any observation(s)on the financial statement(s) of the Company. The statutory auditor of the Company have issued the Auditors' report with unmodified opinion on Audited Financial Results of the Company for the Financial Year ended March 31, 2020.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Vikas R. Chomal & Associates, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2019-20 and issue Secretarial Audit Report. The Secretarial Audit Report issued by M/s. Vikas R. Chomal & Associates for the financial year 2019-20 in Form MR-3 forms part of this report and marked as Annexure - II. The Company in due course will consider the appointment of Secretarial Auditor for the Financial Year 2020-21.

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 Circular no Cir/ISD/ 3/2011 dated 17th June, 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.	The Company is in process of communicating with the promoters for converting their holding in the Company in DEMAT form.
2	During the year under review related party transactions were undertaken but no prior approval regarding the same were obtained from the audit committee.	The Company had ratified the Related Party Transactions by taking approval of the Audit Committee. The Management of the Company will ensure to take in principle approval of the Auditee Committee here onwards.
3	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 to update its website.
4.	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 year 2019-20.	The Company is in process to pay the Annual Listing Fees for the Financial Year 2019-20 and 2021-21.

c) Internal Auditor:

The Company has appointed M/s. Wandrekar & Co., Chartered Accountants, as an Internal Auditor of the Company, for three financial years, starting from FY 2018-2019 to 2020-2021, to look after all the internal Audit matters and report to Audit Committee and Statutory Auditor on the relevant 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 UNDER SECTION 186:

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 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 Companies Act, 2013, with related parties. Accordingly, the disclosure of Related Party Transactions is provided under section 134 (3) (h) of the Companies Act, 2013, in Form AOC-2 forming part of Board Report as **Annexure III**. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Weblink: www.shahilogistics.com

28. PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details 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 and a statement showing the names and other particulars of the top ten employees of the Company in terms of remuneration drawn pursuant to

Rule 5(2) and Rule 5(3)of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure-IV** to this Report.

In terms of the provision of Section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the every employee drawing remuneration in excess of the Limits set out in the said rules are not applicable to the Company as no Employees were employed during the year, drawing Rs. 1,20,00,000/- per annum, or Rs. 10,00,000/- per month, the ceiling limits prescribed under the said rule.

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 is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company has also implemented several best governance practices.

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. 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 Companies Act, 2013 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.

32. DEPOSITS FROM PUBLIC:

Your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

33. 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 sexual 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.

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

In terms of the provisions of Section 123 of the Companies Act, 2013 the amount of dividend not en-cashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Companies Act, 2013 and the applicable rules thereunder.

During the year under review, unclaimed dividend for the year 2011-12 was transferred to Investors Education and Protection Fund.

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

Pursuant to the notification No GSR 1029 dated 31-12-1988; companies are required to furnish prescribed information regarding conservation of energy and technology absorption. However this does not apply to your company as the shipping industry is

not included in the schedule to the relevant rules. The details, however, as regards Foreign exchange earnings and out go are given below.

(a) Foreign Exchange earned Rs. Nil/-

(b) Foreign Exchange outgo Rs. Nil/-

36. LISTING WITH STOCK EXCHANGES:

Your Company confirms that, it has not paid the Annual Listing Fees for the year 2019-2020 to BSE Limited, the stock exchange where the Company's shares are listed.

37. 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.

38. 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 Companies Act, 2013 and hence it has neither formulated a policy nor contributed an amount towards corporate social responsibility activities.

39. 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.

40. 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.

41. OTHER DISCLOSURES/REPORTING:

Your Directors state that no disclosure or reporting is required in respect of the following it ems as there were not ran sactions 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,votingorotherwise.

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 Companies Act, 2013).

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.

42. ACKNOWLEDGEMENT:

Your Directors express their sincere thanks to all customers, vendors, investors, shareholders, shipping agents, bankers, insurance companies, consultants, advisors, Central and State Government(s) for their consistent support and encouragement to the Company.

Your Directors also sincerely acknowledge the significant contributions made by all the employees through their dedicated services to the Company.

For and on behalf of the Board of Directors

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

V. I. Shivaraman
Director
DIN:07165080

Date: 4th September 2020
Place: Mumbai

FORM NO. MGT 9 (ANNEXURE I)
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L61100MH1990PLC058680
ii	Registration Date	26/Oct/90
iii	Name of the Company	Shahi Shipping Limited
iv	Category/Sub-category of the Company	Company Limited By Shares Non Government Company
v	Address of the Registered office & contact details	404 Abhay Steel House, 4th Floor, Baroda Street, Mumbai- 400 009 Tel No.- 022-23730713,14,15,16, Fax No.- 022-23710362 Email id: admin@shahilogistics.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083 Tel: 022-4918 6270/60/00 Fax: 022-4918 6060 Email Id: rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Sea and coastal freight water transport	50120	95.58

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	SKS Waterways Limited Karnani Estate, 209, A.J.C.Bose Road, 1st Floor, Room No.- 22B, Kolkata- 700 017	U63012WB2008PLC125911	Subsidiary	70	2 (87)
2	Royal Logistics (Ship) Limited Karnani Estate, 209, A.J.C. Bose Road, 1st Floor, Room No.- 22B, Kolkata- 700 017	U61100WB2007PLC117112	Subsidiary	70	2(87)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1905419	3407444	5312863	36.65	1905419	3407444	5312863	36.65	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	5054721	229200	5283921	36.45	5054721	229000	5283721	36.45	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other (Persons Acting in Concert)	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	6960140	3636644	10596784	73.11	6960140	3636444	10596584	73.11	-
(2) Foreign									-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other…	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	6960140	3636644	10596784	73.11	6960140	3636444	10596584	73.11	(0.00)
B. PUBLIC SHAREHOLDING									-
(1) Institutions									-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	200	-	200	0.00	200	-	200	0.00	-
C) Central govt	50	-	50	0.00	50	-	50	0.00	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Foreign Mutual Fund	0	200	200	0	0	0	0	-	(0.00)
Government Companies (IEPF)	-	-	-	0.00	239366	0	239366	1.65	1.65
SUB TOTAL (B)(1):	250	200	450	0.00	250	0.00	239616	1.65	1.65
(2) Non Institutions								-	-
a) Bodies corporates	234279	2000	236279	1.63	236719	200	236919	1.63	0.00
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	1,734,727	578,499	2,313,226	15.96	1713910	382,435	2096345	14.46	(1.50)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	570,904	601,500	1,172,404	8.09	571434	601,500	1172934	8.09	0.00
c) Others (specify)								-	-
Clearing Members	11814	-	11814	0.08	-	-	-	-	(0.08)
HUF	152669	-	152669	1.05	140928	-	140928	0.97	(0.08)
Non Resident Indians	11248	-	11248	0.08	11548	-	11548	0.08	0.00
SUB TOTAL (B)(2):	2,715,641	1,181,999	3,897,640	26.89	2,674,539	984,135	3,658,674	25.24	(1.65)
								-	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,715,891	1,182,199	3,898,090	26.89	2,674,789	984,135	3,898,290	26.89	0.00
									-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	-	0	0	0	-	-
									-
Grand Total (A+B+C)	9,676,031	4,818,843	14,494,874	100.00	9,634,929	4,620,579	14,494,874	100.00	-

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Anjana Shahi	502	0.00	-	502	0.00	-	0
2	Dolicie F. Koli	190,000	1.31	-	190,000	1.31	-	0
3	Francis Budhaji Koli	4,000	0.03	-	4,000	0.03	-	0
4	Koli Finance Pvt Ltd	229,000	1.58	-	229,000	1.58	-	0
5	Ranjana Francis Koli	140,200	0.97	-	140,200	0.97	-	0
6	Sarvesh Kumar Shahi	2,028,165	13.99	-	2,028,165	13.99	-	0
7	Shahi Finance P.Ltd	200	0.00	-	0.00	0.00	-	0
8	Shahi Gasol Ltd	5,054,721	34.87	-	5,054,721	34.87	-	0
9	Trupti F. Koli	190,000	1.31	-	190,000	1.31	-	0
10	Veena Joseph Koli	110,000	0.76	-	110,000	0.76	-	0
11	Vikas F Koli	2,649,996	18.28	-	2,649,996	18.28	-	0
	Total	**10,596,784**	**73.11**	-	**10,596,584**	**73.11**	-	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year(As on 1st April 2019)		Cumulative Share holding during the year (From 1st April 2019 to 31st March 2020)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Shahi Finance P.Ltd				
	At the beginning of the year	200	0.00	200	0.00
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	(200) Sale	0.00	(200) Sale	0.00
	At the End of the year	0	0.00	0	0.00

Note: Change in the shareholding is due to market transactions (purchase / sale in shares) made by the shareholders during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No		Shareholding at the begining of the year		Shareholding at the end the year	
	For Each of the Top 10 Shareholders	No.of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	kashmir Manvel Zelka	180,000	1.24	180,000	1.24
2	vishesh Polyimpex Pvt Ltd	155,100	1.07	155,100	1.07
3	Shah Pulin Hashmukh	130,367	0.90	130,597	0.90
4	Samiresh Kumar	117,105	0.81	117,105	0.81
5	Rupina Joseph Koli	90,000	0.62	90,000	0.62
6	Rupesh Joseph Koli	61,600	0.43	61,600	0.43
7	Wilson Anthony Embrose	60,000	0.41	60,000	0.41
8	Ragina Josepk Koli	50,400	0.35	50,400	0.35
9	Noble Josepk Koli	48,000	0.33	48,000	0.33
10	Thomas Joseph Koli	47,500	0.33	47,500	0.33

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	**Sarvesh Kumar Shahi**				
	At the beginning of the year	20,28,165	13.99	20,28,165	13.99
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	NA	NA	NA	NA
	At the End of the year	20,28,165	13.99	20,28,165	13.99
2	**V I Shivaraman**				
	At the beginning of the year	100	0.00	100	0.00
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	(100) Sale	0.00	(100) Sale	0
	At the End of the year	0	0.00	0.00	0.00

V INDEBTEDNESS

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

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtness at the beginning of the financial year				
i)	Principal Amount	5,26,89,871	3,11,14,780	-	8,38,04,651
ii)	Interest due but not paid	17,753	352,267	-	370,020
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	**52,707,624**	**31,467,047**		**84,174,671**
	Change in Indebtedness during the financial year				
	Additions	1,443,245	10,123,014	-	11,566,259
	Reduction	4,875,373	8,386,453	-	13,261,826
	Net Change				
	Indebtedness at the end of the financial year				
i)	i) Principal Amount	49,275,496	33,203,608	-	82,479,104
ii)	ii) Interest due but not paid	17,753	352,267	-	370,020
iii)	iii) Interest accrued but not due	-		-	-
	Total (i+ii+iii)	**49,293,249**	**33,555,875**	**-**	**82,849,124**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	MR. S K SHAHI, C & MD	Total Amount
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	6,000,000.00	6,000,000.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	**6,000,000.00**	**6,000,000.00**

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	V.I . Shivaraman	Hema Thakur*	Chandresh Kumar Mishra	Anjali Shahi	
	(a) Fee for attending board committee meetings	21,000	12,000	14,000	-	47,000
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	28,000	12,000.00	14,000.00	-	54,000

* Retired on September 27, 2019.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
1	**Gross Salary**	**Balamurugan Muthukumaraswamy, CFO****	**Vijila Vincent Nadar, CFO*****	**Nungavaram Vaidyanathan Agandeswaran, CS**	**Total**
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	140,000	204000	120,000	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	140,000	204000	120,000	

** Resigned on August 13, 2019
*** Appointed w.e.f August 13, 2019

VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	N.A	N.A
Punishment	NIL	NIL	NIL	N.A	N.A
Compounding	NIL	NIL	NIL	N.A	N.A
B. DIRECTORS					
Penalty	NIL	NIL	NIL	N.A	N.A
Punishment	NIL	NIL	NIL	N.A	N.A
Compounding	NIL	NIL	NIL	N.A	N.A
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	N.A	N.A
Punishment	NIL	NIL	NIL	N.A	N.A
Compounding	NIL	NIL	NIL	N.A	N.A

For and on behalf of the Board of Directors

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

V. I.Shivaraman
Director
DIN:07165080

Date: 4th September 2020
Place: Mumbai

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2019

[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

I have conducted the Secretarial Audit for the compliance of applicable statutory provisions and adherence to good corporate governance of your Company M/s. SHAHI SHIPPINGLIMITED (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed here under 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:

I 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.

  (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 since the Company has not issued Capital during the year under review.)

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.(not applicable since the Company has not issued securities under ESOP.)

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.(not applicable since the Company has not issued Debt Securities during the year under review.)

  (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.)

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable.)

(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 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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observation:

QUALIFICATIONS:

1) *As per SEBI Circular no Cir/ISD/ 3/2011 dated 17th June, 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.*

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 year 2019-20.*

4) *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.*

We further report observed that:

The Company has not transferred the dividend payable pertaining to the Financial Year 2011-12, amounting to Rs. 60,245.30 to the Investor Education and Protection Fund (IEPF).

We further report that

The Board of Directors of the Company wasduly constituted having one whole time Director,three independent Directors & one Non-Executive Director. Mr.Sanjeev Kumar Singh was appointed as an Additional Director (Independent) with effect from 13th February 2020, whereas Mrs. Hema Kiran Thakur, erstwhile Independent Director of the Company ceased to be director of the Company, on completion of her term of five years, as an Independent Director, with effect from September 27, 2019, who did not sought for her re-appointment.

Adequate notices were given to the Directors to schedule the Board Meeting sand 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.

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 during the period the Company has not undertaken any specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For VIKAS R. CHOMAL & ASSOCIATES
Company Secretaries

Vikas K. Chomal
Proprietor
ACS No.24941
C.P No. 12133
UDIN No. - A024941B000664239

Place: Mumbai
Date: September 4, 2020

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

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
ShahiGasol Ltd	ROC filing fees paid on behalf of ShahiGasol Ltd	One time	ROC filing fees paid on behalf of ShahiGasol Ltd Rs. 51,000/-	**NA**	**NA**
India First Logistics Ltd	Loan Amount repaid	One time	Loan Amount repaid Rs. 77.81 lakhs	**NA**	**NA**

For and on behalf of the Board of Directors

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

V. I.Shivaraman
Director
DIN:07165080

Date:4th September 2020
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 FY 2019-20 as well as the percentage increase in remuneration of each Director, Chief Financial officer is as under:

Sr. No.	Name of Director /KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in remuneration in the Financial Year 2019-20
1	Sarvesh Kumar Shahi	Chairman & Managing Director	36.29	-
2	Hema Kiran Thakur*	Independent Director	0.36	-
3	Venkatasubramanian Iyer Shivaraman	Independent Director	0.18	-
4	Chandresh Kumar Mishra	Independent Director	0.10	-
5	Anjali Shahi	Non-Executive Non-Independent Director	-	-
6	Sanjeev Kumar Singh**	Independent Director	-	-
7	Balamurugan Muthukumaraswamy***	Ex-Chief Financial Officer	1.22	-
8	Vijila Vincent Nadar***	Chief Financial Officer	0.88	-

* Mrs. Hema Thakur, Independent Director of the Company retired on September 27, 2019 on account of completion of her term of 5 years of an Independent Director from the Company.

** Mr. Sanjeev Kumar Singh is appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from February 13, 2020.

*** Mr. Balamurugan Mutthukumaraswamy, resigned from the post of Chief Financial Officer of the Company with effect from August 13, 2019. The Board, at its meeting held on August 13, 2019, appointed Ms. Vijila Vincent Nadar as a Chief Financial Officer, with effect from August 13, 2019.

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 financial year 2019-20 was NIL%

3. Number of Permanent employees on the rolls of the company

The Company had 32 permanent employees on the rolls of the Company as on March 31, 2020.

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 financial year i.e 2019-20 was NIL % whereas the increase in the managerial remuneration for the same financial year was NIL %.

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

Sarvesh Kumar Shahi
Chairman & Managing Director
DIN: 00359535

V. I. Shivaraman
Director
DIN:07165080

Date: 4th September 2020
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) INDUSTRY STRUCTURE AND DEVELOPMENT

About 90% of the global trade (in terms of volume) is carried via sea route, making the industry the lifeline of the world's economy.Due to the mobile nature of the asset class (ships), the freight rates ruling in any particular route is not significantly different from those of another. On account of this, the Indian Shipping Industry is highly intertwined with global shipping industry. Depending on the nature of cargo carried, shipping industry can broadly be classified into three segments: Dry Bulk, Wet Bulk (Tankers) and Containership segment. While Dry Bulk Carriers carry Iron Ore, Steel, Coal etc., tankers are used for transporting Crude Petroleum (Crude Carriers), downstream refined products (Product Tankers) and Chemicals (Specialized carriers e.g. LNG carriers).

The Indian Shipping Industry plays a crucial role in Indian economy. As mentioned earlier, 90% of the Nations trade by volume is done by the 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 provides various other facilities such as ship building, ship repairing, freight forwarding etc. Indian shipping industry with emergence of globalization and liberalization in early 90'shas acquired new dimensions in terms of demand and infrastructural development.

Indian shipping industry has become 14th largest fleet in the world as per the deadweight tonnage. Usage of sea transport for bulk cargo transport is the natural advantage of a vast coastline of India. India has 12 major and 205 notified minor and intermediate ports. The Indian ports and shipping industry plays a vital role in sustaining growth in the country's trade and commerce. India is the 16th largest maritime country in the world, with a coastline of about 7,517 kms.

In FY20, major ports in India handled 704.82 million tonnes (MT) of cargo traffic, implying a CAGR of 2.74 per cent during FY16-FY20. Cargo traffic at non-major ports reached 447.21 MT in FY20 (till December 2019).

The Government has taken several measures to improve operational efficiency through mechanisation, deepening the draft and speedy evacuations.

(b) OUTLOOK ON OPPORTUNITIES

As of November 2019, projects worth Rs 13,308.41 crore (US$ 1.90 billion) were awarded in the last three years on upgradation of the major ports. As per Union Budget 2020-21, the total allocation for the Ministry of Shipping stands at Rs 1,800 crore (US$ 257.22 million). Further, Project UNNATI was started by the Government of India to identify opportunities for improvement in the operations of major ports. Under the project, 116 initiatives were identified, out of which 91 initiatives were implemented as of November 2018.

The Ministry for Shipping, Road Transport and Highways, announced a massive investment in India's ports and roads sector, which is likely to help boost the country's economy. The Indian government plans to develop 10 coastal economic regions as part of plans to revive the country's Sagarmala (string of ports) project. Sagarmala is an ambitious national initiative aimed at bringing about a step change in India's logistics sector performance, by unlocking the full potential of India's coastline and waterways. The vision of Sagarmala is to reduce logistics cost for both domestic and EXIM cargo with optimized infrastructure investment. Sagarmala aspires to reduce logistics costs for EXIM and domestic cargo leading to overall cost savings of INR 35,000 to 40,000 cr. per annum. Some of this will be direct cost savings, while others are savings from inventory-handling costs resulting from time (and reduced variability) in transportation of goods, particularly containers. These cost savings apply to current industrial capacities as well as future coast proximate capacities for energy, material, marine and discrete industries that could come up through port-linked industrialization. In addition, Sagarmala aspires to reduce carbon emissions from transportation sector by 12.5 MT/annum.

Increasing investment and cargo traffic point towards a healthy outlook for the Indian Shipping Sector. Providers of services such as operation and maintenance (O&M), pilotage and harbouring and marine assets such as barges and dredgers are benefiting from these investments. Ministry of Shipping has set a target capacity of over 3,130 MMT by 2020, which would be driven by participation from the private sector. Non-major ports are expected to generate over 50 per cent of this capacity.

Further, India's cargo traffic handled by ports is expected to reach 1,695 million metric tonnes by 2021-22 according to a report by the National Transport Development Policy Committee, which is a boost to the Companies, including Shahi Shipping Limited to diversify and grow its business.

(c) THREATS, RISKS AND CONCERNS

As 2020 dawns, and in light of the global pandemic in form of COVID 19, it is apparent that, and likewise any other industry, the shipping industry will also face a rough patch and will continue to face headwinds. The Covid-19 pandemic will likely hit the global logistics and trade industry deeper and for longer than any other recent crises. Trade volumes will take 15 to 48 months to recover to fourth-quarter 2019 levels, and the value lost will be equivalent to 8 to 49 per cent of total 2019 trade volume. Shipping is a global business whose performance is closely linked to the state of the global economy. Since the Great Recession, the global shipping industry has been facing strong headwinds, which are not likely to go away soon, given uncertainty in trade policy and changing trade patterns among nations. Therefore, thee arnings of your Company could be impacted negatively if the global economic situation does not improve over the longer term. Export orders and container shipping have been strong in past 2 - years, but trade recovery could be undermined by policy shocks. Policy uncertainty is the main risk factor, including imposition of trade restrictive measures and monetary tightening.

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.

(d) 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.

(e) 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.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

(j) ADEQUACY OF INTERNAL CONTROLS

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 safe guarded. 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.

(k) 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.

(Note: During the year, there was no significant change in the financial ratios compared to the previous year.)

CORPORATE GOVERNANCE REPORT

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

1. CORPORATE GOVERNANCE PHILOSOPHY

The Philosophy of the Company in relation to Corporate Governance is to ensure highest transparency, disclosures and reporting thereof 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 that transparency in operations strengthens investors' confidence.

Your Company continues to focus on good Corporate Governance in line with local and global standards. Its primary objective is to observe the highest level of ethics in all its dealings, create and adhere to a corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct of business for meeting its obligations towards its shareholders and other stakeholders.

2. BOARD OF DIRECTORS

a) Composition and category of Directors:

The Composition of the Board of Directors of the Company represents the 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. The Board comprises of Five (5) Directors as on March 31, 2020. Out of these, Three (3) directorsare Non-Executive–Independent, One (1) director is Non Executive and one (1) director isExecutive Director. The Chairman of the Board is a Managing Director(Executive Director).

Name of the Director	Designation / Category
Mr. Sarvesh Kumar Shahi	Promoter, Executive Chairman & Managing Director
Ms. AnjaliShahi	Non Executive, Non Independent Director
Mr. Venkata Subramanian Iyer Shivaraman	Non Promoter, Non Executive Independent Director
Mr. Chandresh Kumar Mishra	Non Promoter, Non Executive, Independent Director
Mr. Sanjeev Kumar Singh*	Non Promoter, Non Executive, Independent Director

*Mr.Sanjeev Kumar Singh is appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from February 13, 2020.

Mrs. Hema Thakur, erstwhile Independent Director of the Company retired on September 27, 2019 on account of completion of her term of 5 years of an Independent Director from the Company, and who has not sought for reappointment.

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, 2020 are furnished below:

Name of the Director	Designation	Independent / Non Independent	Relationship Inter-se	Shareholding as on 31/03/2020
Mr. Sarvesh Kumar Shahi	Chairman – Executive Director	Non Independent	Father of Ms. Anjali Shahi	20,28,165
Ms. Anjali Shahi	Non Executive Director	Non Independent	Daughter of Mr.Sarvesh Kumar Shahi	-
Mr. Venkata Subramanian Iyer Shivaraman	Non Executive Director	Independent	None	-
Mr. Chandresh Kumar Mishra	Non Executive Director	Independent	None	-
Mr. Sanjeev Kumar Singh*	Non Executive Director	Independent	None	-

* Mr.Sanjeev Kumar Singh is appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from February 13, 2020.

Mrs. Hema Thakur, erstwhile Independent Director of the Company retired on September 27, 2019 on account of completion of her term of 5 years of an Independent Director from the Company.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business (es) and sector (s) for it to function effectively and those actually available with the Board:

- Knowledge-understand the Company's business policies and culture (including its vision, mission, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the company operates,
- Strategic thinking and decision making,
- Financial Skills,
- Technical/Professional skills and specialised knowledge to assist the ongoing aspects of the business

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 gap between the two board meetings does not exceed 120 days which is in conformity with Regulations 17(2) of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015. 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, Four (4) Board Meetings were held respectively on May 29,2019, August 13, 2019,November 13, 2019, and February 13, 2020.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2019-20 was as follows:

Directors	Category	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/Committee Membership or Chairmanship	
				Directorship of other Indian Public Companies	Committee Membership/ (Chairmanship)
Mr. Sarvesh Kumar Shahi	Promoter, Executive Chairman & Managing Director	2	No	3	-
Ms. Anjali Shahi	Non Executive, Non Independent Director	4	Yes	1	-
Mr. Venkata Subramanian Iyer Shivaraman	Non Promoter, Non Executive Independent Director	4	No	-	-
Mrs. Hema K Thakur*	Non Promoter, Non Executive, Independent Director	2	NA	2	-
Mr. ChandreshKumar Mishra	Non Promoter, Non Executive, Independent Director	2	No	-	-
Mr. Sanjeev Kumar Singh**	Non Promoter, Non Executive, Independent Director	NA	NA	-	-

* Mrs. Hema Thakur, erstwhile Independent Director of the Company retired on September 27, 2019 on account of expiry of her term of 5 years of an Independent Director from the Company.

** Mr. Sanjeev Kumar Singh is appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from February 13, 2020.

Notes:

1. None of the Directors 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, 2020 have been made by the Directors.
2. The Committees considered for the above purpose include and are those as specified in Listing Obligations & Disclosure Requirements Regulations 2015 i.e. Audit Committee (Regulations 18) and Stakeholders Relationship Committee(Regulation 20).
3. All Independent Directors fulfill the requirements stated in Regulation 25(1) of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015

c) The details of Directorship of the Company's Directors in other Indian Public Companies are given below:

Mr. Sarvesh Kumar Shahi	1. Royal Logistics (Ship) Limited 2. SKS Waterways Limited 3. Shahi Gasol Limited
Ms. Anjali Shahi	1. India First Logistics Limited
Mr. Venkata Subramanian Iyer Shivaraman	NIL
Mr. Chandresh Kumar Mishra	NIL
Mr. Sanjeev Kumar Singh	NIL

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 29of SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015, 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) 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. The details of such familiarization programmes have been disclosed on the Company's website at (www.shahilogistics.com).

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.

The Company has adopted the audit Committee Charter as per requirements set in (Regulations 18) of SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015

b) Composition, Name of Members and Chairman:

The Audit Committee of the Company comprised of the three (3) members as on March 31, 2020 viz., Mr. Venkata Subramanian Iyer Shivaraman, Mr. Chandresh Kumar Mishraand Ms. Anjali Shahi.

The Company's Audit Committee, as on March 31, 2020, comprises of two (2) Non-Executive Independent Directors and one (1) Non Executive Director Non Independent Director, out of which Mr. Venkata Subramanian Iyer Shivaraman 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: May 29, 2019, August 13, 2019, November 13, 2019, and February 13, 2020.

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

Name of the Member	Category	No. of meetings	
		Heldduring the year	Attended during the year
Mrs. Hema Thakur Kiran* Mr. Venkata Subramanian Iyer Shivaraman* Mr. Chandresh Kumar Mishra	Independent Director - Ex-Chairman Independent Director - Chairman Independent Director	4 4 4	2 4 2
Ms. Anjali Shahi**	Non-Independent Director	4	1

*During the Financial Year 2019-20, Mrs. HemaKiran Thakur, erstwhile chairman of Audit Committee retired on September 27, 2019 on account of completion of her term of 5 years of an Independent Director from the Company and Mr. Venkata Subramanian Iyer Shivaraman is appointed as Chairman of Audit Committee with effect from November 13, 2019.

**During the Financial Year 2019-20, the Audit Committee was re-constituted by the Board of Directors with effect fromFebruary 13, 2020, by inducting Ms. Anjali Shahi, Non-Executive Non- Independent Director of the Company as the Member of the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE (FORMERLY KNOWN AS REMUNERATION AND COMPENSATION 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 Obligations & Disclosure Requirements) Regulations, 2015.

b) Composition, name of members and chairperson

The Nomination and Remuneration Committee of the Company comprised of the following members as on March 31, 2020.

Name of the member	Category
Mr. Chandresh Kumar Mishra	Independent Director- Chairman
Mr. Venkata Subramanian Iyer Shivaraman	Independent Director
Ms. Anjali Shahi	Non-Independent Director

During the year under review, the Nomination and Remuneration Committee met on one (1) occasions: February 13, 2020. The attendance of the members at the meeting was as under:

Name of the Member	Category	No. of meetings	
		Held during the year	Attended during the year
Mr. Chandresh Kumar Mishra	Independent Director- Chairman	1	1
Mrs. Hema Thakur Kiran*	Independent Director	1	NA
Mr. Venkata Subramanian Iyer Shivaraman	Independent Director	1	1
Ms. Anjali Shahi**	Non-Independent Director	1	1

*During the Financial Year 2019-20, Mrs. Hema Thakur Kiran, erstwhile Member of Nomination and Remuneration Committee retired on September 27, 2019 on account of expiry of her term of 5 years of an Independent Director from the Company.

**During the Financial Year 2019-20, the Nomination and Remuneration Committee was re-constituted by the Board of Directors with effect from February 13, 2020, by inducting Ms. Anjali Shahi, Non-Executive Non- Independent Director of the Company as the Member of the Committee.

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) Details of Remuneration paid or payable to Directors during the year 2019-20:

	(Amount in Rs.)
Name of the Director	**Mr. Sarvesh KumarShahi**
Salary and Allowances Commission Perquisite Stock Options	Rs. 60,00,000/-
Total	Rs. 60,00,000/-

The Company had paid sitting fees to its non-executive director, for attending meetings held during the financial year 2019-20, fixedatRs. 7000/- per meeting as under:

Name of the Member	Sitting Fees Paid (In Rs.)
Mr. Venkata Subramanian Iyer Shivaraman	21,000
Ms. Hema K Thakur	12,000
Mr. ChandreshKumar Mishra	14,000
Ms. Anjali Shahi	0

1. The Company does not have policy of paying commission on profits to any of the Directors of the Company.
2. No performance linked incentive is given to the Directors of the Company.
3. The Company does not have a scheme for grant of stock options either to the whole-time Directors or Employees of the Company.
4. There is no separate provision for payment of severance fees and Notice period for revoking the agreement is three months prior to resignation.

e) 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 13th February 2020 evaluated the performance of all the Directors on the Board.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Terms of reference:

The terms of reference of the Committee include redressing Shareholders/ Investors complaints like transfer and transmission of shares, issue of duplicate share certificate, non-receipt of balance sheet, non-receipt of dividend etc. and to ensure expeditious share transfer process.

b) Scope of Stakeholders Relationship Committee

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, non-receipt of annual report, dividend etc. and other related activities. In addition, the Committee also looks into matters which can facilitate better investors' services and relations.

The Stakeholders Relationship Committee is headed by Mr. Venkata Subramanian Iyer Shivaraman, the Non-Executive & Independent Director.

c) Composition, Meetings and Attendance of Committee:

The composition of the Committee as on March 31, 2020 along with the attendance record of the members of the Committee is given below. During the year the Stakeholders Relationship Committee met once on February 13, 2020.

Name of the Member	Category	No. of meetings	
		Held during the year	Attended during the year
Mr. Venkata Subramanian Iyer Shivaraman	Independent– Chairman	1	1
Ms. Hema Thakur Kiran*	Independent	1	NA
Mr. Chandresh Kumar Mishra	Independent	1	1
Ms. Anjali Shahi**	Non-Independent	1	1

*During the Financial Year 2019-20, Mrs. Hema Thakur Kiran, erstwhile Member of Stakeholders Relationship Committee retired on September 27, 2019 on account of expiry of her term of 5 years of an Independent Director from the Company.

**During the Financial Year 2019-20, the Stakeholders Relationship Committee was re-constituted by the Board of Directors with effect from February 13, 2020, by inducting Ms. Anjali Shahi, Non-Executive Non- Independent Director of the Company as the Member of the Committee.

d) 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
0	0	0	0

6. SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS:

As required under Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a Meeting of the Independent Directors was held on 13th February,2020,without the attendance of Executive Directors and members of Management. At the Meeting, they:

(i) Reviewed the performance of non-independent directors and the Board as a whole;

(ii) Reviewed the performance of the Chairperson 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.

7. COMPLIANCE OFFICER AS ON MARCH 31, 2020:

Name of the Compliance Officer	Mr. N. V. Agandeswaran
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

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 posted on the website of the Company at www.shahilogistics.com.All directors and the Senior Management Personnel are under a requirement 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. 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	Time	Special Resolutions passed
2019	Annual General Meeting	404, Abhay Steel House, Baroda Street, Masjid, Mumbai	September 28, 2019	11.00 A.M.	-
2018	Annual General Meeting	404, Abhay Steel House, Baroda Street, Masjid, Mumbai	September 27, 2018	11.00 A.M.	-
2017	Annual General Meeting	404, Abhay Steel House, Baroda Street, Masjid, Mumbai	August 12, 2017	11.00 A.M.	-

Postal Ballot:

During the financial year 2019-20, No resolution was passed through postal ballot.

Extra Ordinary General Meeting:

During the financial year 2019-20, No Extra Ordinary General Meeting was convened and held.

b) 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. No pecuniary strictures have been imposed on the Company by any of the above mentioned authorities.
- In terms of Regulations 22, of SEBI (Listing Obligations & Disclosure Requirements)Regulations 2015, 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 by the Audit Committee. The Company has taken omnibus approval of Audit Committee for a period of one year. The Audit Committee has reviewed on quarterly basis the details of Related Party Transactions entered into by the Company pursuant to such omnibus approval.
- 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	Financial Year 2019-20 (Amount in lakhs)
Statutory Audit	1,80,000/-
Other services including reimbursement of expenses	0
Total	1,80,000/-

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

No. of complaints filed during the Financial Year	No. of complaints disposed off during the Financial Year	No. of complaints pending as on the end of Financial Year
NIL	NIL	NIL

- The promoters' shares arenot fully dematerialized upto 31st March, 2020.
- 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.

12. 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 2019-20).

(2) Audit qualifications

There is no qualification in the Auditors' Report to the Members on the Financial Accounts for the year ended 31.03.2020.

(3) Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

(4) 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.

13. MEANS OF COMMUNICATION

(a) The quarterly and half yearly / others communications were published in Free Press Journal in English and Janashakti Marathi.

(b) The Company's audited and un-audited periodic financial results, press releases are posted on the Company's website – www.shahilogistics.com.

(c) The Company does not display official news releases and make presentations to institutional investors and to the analysts.

14. GENERAL SHAREHOLDER INFORMATION

a) Details of AGM FOR FINANCIAL YEAR 2019-20

1	Date, time and the venue of 30th AGM (FY 2019-20)	29th September, 2020 at 11.00 A.M. through video conferencing as per the General Circular dated May 5, 2020 issued by the MCA
2	Date of Book Closure	23rd day of September, 2020 to 29th day of September, 2020 (both days inclusive)
3	Dividend payment date	NA
4.	Listing on Stock Exchanges	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 023
5.	Listing Fees	Listing Fees of BSE Limited has not been paid.
6.	ISIN No.	INE825D01016
7.	BSE stock code	526508

1. Date, time and the venue of 27th

2. Date8. Stock market price data for the last financial year ended March 31, 2020 on The BSE Limited is as under:

	RATES (Rs.)		BSE Sensex (Rs.)	
Date	**High**	**Low**	**High**	**Low**
Apr-19	8.90	8.90	39487.45	38460.25
May-19	8.90	8.89	40124.96	36956.10
Jun-19	8.46	7.35	40312.07	38870.96
Jul-19	7.87	7.87	40032.41	37128.26
Aug-19	7.48	5.85	37807.55	36102.35
Sep-19	5.83	5.25	39441.12	35987.80
Oct-19	5.25	4.85	40392.22	37415.83
Nov-19	4.75	3.52	41163.79	40014.23
Dec-19	4.24	3.50	41809.96	40135.37
Jan-20	5.39	3.50	42273.87	40476.55
Feb-20	5.65	5.25	41709.30	38219.97
Mar-20	5.51	5.51	39083.17	25638.90

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
Company Secretary & Compliance Officer
404, Abhay Steel House, Baroda Street,
Mumbai – 400 009.
admin@shahilogistics.com
Phone no.: 91 (22) 61454545/23487348
Fax: 91 (22) 23487349/50

12. Dematerialization of Shares and liquidity as on March 31, 2020:68.12% of the company's shares representing 98,74,295 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 2019-20. 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, 2020

Category	No. of shares held	% of voting strength
Corporate Bodies (Promoter Co)	52,83,721	36.4523
Central Government	50	0.0003
Other Bodies Corporate	2,36,919	1.6345
Directors	20,34,365	14.0351
Government Companies	2,39,366	1.6514
Hindu Undivided Family	1,40,928	0.9723
Nationalised Banks	200	0.0014
Non Resident Indians	8,539	0.0589
Non Resident (Non Repatriable)	3,009	0.0208
Public	32,69,279	22.5547
Relatives Of Director	32,78,498	22.6183
TOTAL :	**1,44,94,874**	**100**

15. Distribution of Shareholding as on March 31, 2020

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of total shares
1 to 5000	3822	83.4862	7042270	4.8585
5001 to 10000	393	8.5845	3253630	2.2447
10001 to 20000	157	3.4294	2454840	1.6936
20001 to 30000	50	1.0922	1252930	0.8644
30001 to 40000	36	0.7864	1302720	0.8987
40001 to 50000	22	0.4806	1036960	0.7154
50001 to 100000	41	0.8956	3087880	2.1303
100001 to above	57	1.2451	125517510	86.5944
Total	4578	100	14,49,48,740	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 House4th Floor Baroda Street Mumbai 400009

    E-mail- admin@shahilogistics.com

20. Compliance with Code of Conduct:

    As per Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, all the Board Members and Senior Management personnel have affirmed their compliance with the Company's code of conduct for the year ended 31st March, 2020.

Sarvesh Kumar Shahi
CHAIRMAN AND MANAGING DIRECTOR

Place: Mumbai
Date: 4th September 2020

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

We, Sarvesh Kumar Shahi, Chairman and Managing Director and Vijila Vincent Nadar, Chief Financial Officer of Shahi Shipping Limited [the Company] 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

   (1) Significant changes in internal control over financial reporting during the year;

   (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (3) That there were no instances of fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sarvesh Kumar Shahi
Chairman & Managing Director/CEO

Vijila Vincent Nadar
Chief Financial Officer

Place: Mumbai
Date: 4th September 2020

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

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2020.

For Shahi Shipping Limited

Sarvesh Kumar Shahi
Managing Director

Date: 4th September 2020
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

SHAHI SHIPPING LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of SHAHI SHIPPING LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the

Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (here in after referred to as "standalone Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profits including other comprehensive income, changes in equity and its cash flows for the year ended on that date

BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

EMPHASIS OF MATTER

We are informed that due to extension of due dates of filing of TDS return and GST return for the quarter ended March 31, 2020, the TDS receivable and Input Tax Credit details of GST accounted in books of accounts could not be reconciled or matched with Form 26AS or GST Online portal for F.Y. 2019-2020 as many vendors and debtors / banks have not uploaded the relevant details relating to the Company for the quarter ended March 31, 2020. The impact of non-availability of such online information in the financial statements of the Company is unascertainable on the date of the audit report.

Our opinion is not modified in respect of these matters.

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, 2020 .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.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' 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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of

these Standalone 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 accounting Standards 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 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 Financial Statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITORS' RESPONSIBILITY

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material mis statement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

(i) Planning the scope of our audit work and in evaluating the results of our work and (ii) To evaluate the effect of an identified misstatement in the Financial Statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "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 books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.

         Refer note 26 to the standalone Ind AS financial statements.

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any,on long-term contracts including derivative contracts;

      iii. Company has not transferred amounts, required to be transferred, to the Investor Education and Protection Fund for dividend pertaining to F.Y. 11-12 of Rs. 60,245.

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

Pathik Shah
Partner
Membership No. 138847

Mumbai: 29th July, 2020
UDIN: 20138847AAADS4483

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, 2020.

(i) The Company has maintaining records showing particulars including quantitative details & situation of fixed assets.

(a) Some fixed assets have been physically verified by the management during the year in accordance with phased program of verification adopted by the company. However, due to COVID-19, some fixed assets could not be physically verified by management. Hence, material discrepancies between the book records and physical inventory were not identified in respect of assets physically not verified by management.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company, except for the following:

(Rs. In Lakhs)

Particulars (Office Premises)	Amount
Gross Block as at 31 March, 2020	2.34
Net Block as at 31 March, 2020	0.68

(ii) The Company is in Shipping business, therefore Clause 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 any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 (2) of the Companies Act 2013 ("Act"). Accordingly, the provisions of clause (iii), (a)/ (b) and (c) of Paragraph 3 of the said Order are not applicable to the 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). 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 material statutory dues in respect of provident fund, employees state insurance, sales-tax, income-tax, service tax, customs duty, excise duty, value Added Tax, cess and other material statutory dues as applicable, have been generally regularly deposited by the Company with relevant interest and late filing fees during the year with the appropriate authorities except due is respect of Income Tax except for following:

The extent of the arrears of statutory dues outstanding as at 31/03/2020 are of Provident Fund for Rs 1.50 lakhs ; Employee state insurance for Rs 1.78 lakhs ; Maharashtra Labour Welfare Fund for Rs 0.07 lakhs ; Professional Tax for Rs.0.44 lakhs; GST (Reverse charge mechanism) for Rs 0.45 lakhs and Income Tax Rs. 0.85 Lakhs have been outstanding for a period more than six months. The compliance relating to the return filing in respect of Professional Tax is not fulfilled.

b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty or Value Added Tax outstanding on account of any dispute.

(viii) 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. However, the company has made delays in repayment of term loan dues of Dena Bank as stated below:

Financial statements.	Due date	Paid on	Amount (in lakhs)
Apr-19	07-05-19	07-06-19	2.43
May-19	07-06-19	03-08-19	2.43
Jun-19	07-07-19	30-08-19	2.43
Jul-19	07-08-19	31-10-19	2.42
Aug-19	07-09-19	31-10-19	2.42
Sep-19	07-10-19	23-12-19	2.43
Oct-19	07-11-19	01-02-20	2.05
Nov-19	07-12-19	03-02-20	2.81
Dec-19	07-01-20	29-02-20	2.50
Jan-20	07-02-20	29-02-20	2.50
Feb-20	07-03-20	29-02-20	2.75
Mar-20	07-04-20	not paid till signing of this report	

(ix) The Company has not applied for any Term Loan and has not raised money by way of Initial public offer / further public offer (including debt instruments) during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) 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.

(xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(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) According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.

(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.

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

Pathik Shah
Partner
Membership No. 138847

Mumbai: July 29th, 2020
UDIN: 20138847AAADS4483

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, 2020.

We have audited the internal financial controls over financial reporting of Shahi Shipping Limited ("the Company") as of March 31, 2020in 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 with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 with reference to these Standalone Financial Statements were 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 with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone 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 internal financial controls over financial reporting with reference to these Standalone Financial Statements.

COVID-19 pandemic has resulted in a different and unique working environment which required performance of audit procedures remotely

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, 2020.

We have considered the declaimer 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

Pathik Shah
Partner
Membership No. 138847

Mumbai: July29, 2020
UDIN: 20138847AAADS4483

Balance Sheet as at 31st March, 2020

Particulars		As at March 31, 2020	As at March 31, 2019
ASSETS			
(1)Non-current assets			
(a)Property, Plant and Equipment	3	98,372,858	108,317,157
(b)Financial assets			
(i) Investments	4	292,523	390,029
(ii) Loans	5(a)	-	4,051
(iii) Other Financial Assets	6	83,970,223	82,562,578
(c)Other non-current assets	7(a)	3,918,077	6,737,096
Total non-current assets		**186,553,681**	**198,010,911**
(2)Current assets			
(a)Financial assets			
(i) Trade receivables	8	19,310,500	33,077,434
(ii) Cash and cash equivalents	9	552,179	2,323,540
(iii) Loans	5(b)	-	34,000
(b)Other current assets	7(b)	750,491	1,706,679
Total Current Assets		**20,613,170**	**37,141,653**
Total assets		**207,166,745**	**235,152,565**
EQUITY AND LIABILITIES			
EQUITY			
(a)Equity Share capital	10	144,948,740	144,948,740
(b)Other Equity	11	(106,246,557)	(73,116,617)
Total Equity		**38,702,183**	**71,832,123**
LIABILITIES			
(1)Non-current liabilities			
(a)Financial Liabilities			
(i) Borrowings	12(a)	47,212,236	48,907,684
(ii) Other Financial Liabilities	13(a)	1,450,000	1,450,000
(b)Provisions	14	4,554,994	4,280,712
(c)Deferred Tax Liabilities (Net)	15	12,600,233	11,814,245
Total non-current liabilities		**65,817,463**	**66,452,641**
(2)Current liabilities			
(a)Financial liabilities			
(i) Borrowings	12(b)	41,411,431	47,588,208
(ii) Trade payables	16	35,819,899	34,102,656
(iii) Other financial liabilities	13(b)	23,259,185	11,493,543
(b)Other current liabilities	17	2,156,478	3,683,394
Total current liabilities		**102,646,993**	**96,867,801**
Total Equity and Liabilities		**207,166,745**	**235,152,565**

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

Pathik B Shah
Partner
M No: 138847

Date : July 29th, 2020
Place : Mumbai

For and on Behalf of The Board of Directors

S.K.SHAHI
Chairman & Managing Director
(DIN No. 00359535)

V.I.Shivaraman
(DIN: 07165080)

Anjali Shahi
(Director)
DIN: 03363248

N.V. Agandeswaran
(Company Secretary)

Vijila Vincent Nadar
(Chief Financial Officer)

Statement of Profit and loss for the year ended 31st March, 2020

	Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
I	Income From Operations	18	81,431,480	102,122,449
II	Other Income	19	2,882,818	9,470,352
III	**Total Income (I+II)**		**84,314,299**	**111,592,802**
IV	**EXPENSES**			
	Employee benefits expense	20	19,266,622	21,456,247
	Finance costs	21	7,448,511	6,723,803
	Depreciation and amortization expense	3	9,944,300	13,120,334
	Other expenses	22	79,998,952	218,438,049
	Total expenses (IV)		**116,658,384**	**259,738,433**
V	Profit/(loss) before exceptional items and tax (III-IV)		(32,344,086)	(148,145,632)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		**(32,344,086)**	**(148,145,632)**
VIII	Tax expense:			
	(1)Current tax	23	-	-
	(2) Deferred Tax	15	785,987	(1,660,641)
	(3)Tax Expense of Earlier Years:			
	Total Tax Expense(VIII)		785,987	(1,660,641)
IX	**Profit (Loss) for the period (VII-VIII)**		**(33,129,940)**	**(146,484,991)**
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)**		**(33,129,940)**	**(146,484,991)**
XII	Earnings per equity share:			
	(1)Basic & Diluted	27	(2.29)	(10.11)

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

Pathik B Shah
Partner
M No: 138847

Date : July 29th, 2020
Place : Mumbai

For and on Behalf of The Board of Directors

S.K.SHAHI
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DIN: 03363248

N.V. Agandeswaran
(Company Secretary)

Vijila Vincent Nadar
(Chief Financial Officer)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Cash flow from operating activities		
Net Profit / Loss before tax from	(32,344,086)	(148,145,632)
Adjustments for		
Depreciation and amortization expense	9,944,300	13,120,334
Investments written off	(1,043,355)	(8,942,141)
Sundry Credit Balance Written back	7,377,178	115,254,929
Bad Debt Written Off	-	6,974,180
Profit / Loss on Sale of Assets (net)	-	-
Dividend Income	(1,828,199)	(524,169)
Interest Income	7,448,511	6,723,803
Finance Cost	97,506	
Change in fair value of investments through Profit and Loss	(11,265)	(4,042)
Notional Interest on Loan to Employees	611	122
Amortization expense of Loan to Employees	(10,358,798)	(15,542,616)
Operating profit before working Capital Changes		
Change in operating assets and liabilities	13,766,934	13,465,908
(Increase)/Decrease in Trade Receivables	956,712	4,265,297
(Increase)/Decrease in Other Current assets	2,819,543	
(Increase)/Decrease in Other Non Current Assets	(7,721,209)	(9,370,370)
(Increase)/Decrease in Other Non Current Financial Assets	48,705	83,690
(Increase)/Decrease in Interest Free Loans Advanced to Employees	274,282	32,585
Increase/(Decrease) in provision	2,760,599	166,264
Increase/(Decrease) in Trade payables		
Increase/(Decrease) in Deferred Tax Liabilities	11,818,868	996,891
Increase/(Decrease) in Other current financial liabilities	(1,526,916)	(61,466)
Increase/(Decrease) in Current Liabilities & Payables		-
Increase/(Decrease) in Other financial Non Current Liabilities	12,838,720	(5,963,817)
Cash generated from operations	**(1,272,865)**	**(2,037,299)**
Income taxes paid	11,565,855	(8,001,116)
Net cash outflow from operating activities	**(8,001,116)**	**44,233,462**
B. Cash flows from investing activities		
Payments for property,plant and equipment	-	(156,721)
Proceeds from sale of fixed assets	-	7,450,000
Divident Received	-	
Interest Received	1,890,718	844,705
Net cash outflow from investing activities	**1,890,718**	**8,137,984**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
C. Cash flows from financing activities		
Net Proceeds from Long Term Borrowings	(1,695,448)	812,982
Proceeds from Investments	97,506	4,177
Net Proceeds from Short Term Borrowings	(6,176,776)	(192,307)
Interest Paid During the Year	(7,453,215)	(6,722,367)
Net cash inflow from financing activities	**(15,227,934)**	**(6,097,516)**
Net increase (decrease) in cash and cash equivalents	(1,771,360)	(5,960,648)
Cash and cash equivalents at the beginning of the financial year	2,323,540	8,284,188
Cash and cash equivalents at end of the year	**552,179**	**2,323,540**

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. Previous year comparatives have been reclassified to confirm with current year's presentation, wherever applicable
4. Figures in brackets indicates cash outflow.

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

Pathik B Shah
Partner
M No: 138847

Date : July 29th, 2020
Place : Mumbai

For and on Behalf of The Board of Directors

S.K.SHAHI
Chairman & Managing Director
(DIN No. 00359535)

V.I.Shivaraman
(DIN: 07165080)

Anjali Shahi
(Director)
DIN: 03363248

N.V. Agandeswaran
(Company Secretary)

Vijila Vincent Nadar
(Chief Financial Officer)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A. Equity Share Capital

As at April 1, 2018	Changes in equity share capital during 2018-19	As at March 31,2019	Changes in equity share capital during 2018-19	As at March 31,2020
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 March 31,2018		**(36,072,898)**	**109,441,271**	**73,368,373**
Profit / (loss) for the period		(146,484,991)	-	(146,484,991)
Other Comprehensive Income		-	-	-
Total Comprehensive Income		**(146,484,991)**	**-**	**(146,484,991)**
Balance as at March 31,2019	**11**	**(182,557,889)**	**109,441,271**	**(73,116,618)**
Profit / (loss) for the period		(33,129,940)	-	**(33,129,940)**
Other Comprehensive Income		-	-	-
Total Comprehensive Income		**(33,129,940)**	**-**	(33,129,940)
Balance as at March 31,2020	**11**	**(215,687,829)**	**109,441,271**	**(106,246,558)**

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

Pathik B Shah
Partner
M No: 138847

Date : May 29th, 2019
Place : Mumbai

For and on Behalf of The Board of Directors

S.K.SHAHI
Chairman & Managing Director
(DIN No. 00359535)

V.I.Shivaraman
(DIN: 07165080)

Mrs. Hema Thakur
(Director)
(DIN: 01363454)

N.V. Agandeswaran
(Company Secretary)

Balamurugan M
(Chief Financial Officer)

Notes to Financial Statements for the year ended 31st March, 2020

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 - 400008. 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, 2020, Statement of Profit and Loss, Statement of Cash Flows and the Statement of Changes in Equity for the year ended March 31, 2020 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 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.

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.

2.5 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.

2.6 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.

2.7 Investments and other financial assets

i. Initial recognition and measurement

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

ii. Subsequent measurement

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

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

Equity Instruments

a) Subsidiary and Joint Ventures

Investments in equity instruments of subsidiary and joint ventures are carried at cost less impairment, if any.

b) Others

The Company subsequently measures all equity instruments at fair value. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss.

iii. Derecognition

A financial asset is derecognised only when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient.

2.8 Employee Benefits

a) Short Term Benefits to Employees are recognized as Expenses in Income & Expenditure Account of the year in which the related service is rendered.

b) Defined contribution Plan

Contribution to Defined Contribution scheme such as Provident Fund, Employees state Insurance Contribution and Labour Welfare Fund are charged to Income & Expenditure Account as and when incurred.

(Amount in Lakhs)

Particulars	2019-20	2018-19
Employer's Contribution to provident fund	5.40	4.34
Employer's Contribution to Employee State Insurance Corporation	3.03	1.91
Labour Welfare Fund	0.01	0.01

c) Defined Benefit Plan

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act, and is a Defined Employee Benefit. Provision is made in the accounts for accrued gratuity under Projected Unit Credit Method of Actuarial Valuation.

Reconciliation of opening and closing balance of defined benefit Obligation

(Amount in Lakhs)

Particulars	2019-20	2018-19
Defined Benefit Obligation at beginning of the year	42.80	42.48
Current service cost	2.74	0.32
Benefit paid	0	0
Defined Benefit Obligation at the end of the year	45.54	42.80

2.9 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.

2.10 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.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets.

Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted by the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets, if any.

2.11 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.

2.12 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.

2.13 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.

2.14 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.

2.15 Financial Liabilities

i. Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Borrowings: Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest method.

Trade and other payable: These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. They are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method.

iv. Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.16 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.

2.17 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

2.18 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.

2.19 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.

2.20 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.

2.21 Global health Pandemic on COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of nonessential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. COVID-19 is significantly impacting business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure / lock down of production facilities etc. On 24th March 2020, the Government of India ordered a nationwide lock down for 21 days which further got extended till 30th June 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

In assessing the recoverability of Company's assets such as Investments, Loans, Trade receivable, Inventories etc. the Company has considered internal and external information up to the date of approval of these financial results. The company has performed sensitivity analysis on the assumptions used basis the internal and external information / indicators of future economic conditions and expects to recover the carrying amount of the assets.

Note 3: Fixed Assets Details For The Year Ended 2019-20

	Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
		As at 31st March 2019	Addition during the year	Deduction during the year	As at 31st March 2020	As at 31st March 2019	Depreciation / Amortization for the year	Adjustment in respect of Assets Sold	As at 31st March 2020	As at 31st March 2020	As at 31st March 2019
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a	**Tangible Assets**										
	Freehold Land	845,316	-	-	845,316	-	-	-	-	845,316	845,316
	Leasehold Land	4,709,760	-	-	4,709,760	1,867,083	170,561	-	2,037,644	2,672,116	2,842,677
	Buildings *	17,966,036	-	-	17,966,036	9,997,935	355,384	-	10,353,319	7,612,717	7,968,101
	Plant and Machiney	12,085,756	-	-	12,085,756	11,057,698	103,717	-	11,161,415	924,341	1,028,058
	Furniture and Fixtures	11,110,998	-	-	11,110,998	10,247,332	37,533	-	10,284,865	826,133	863,666
	Vehicles	41,083,451	-	-	41,083,451	34,955,083	1,550,548	-	36,505,631	4,577,820	6,128,368
	Office Equipments	13,560,962	-	-	13,560,962	12,932,460	96,613	-	13,029,073	531,890	628,503
	Electrical Instalments	2,049,005	-	-	2,049,005	1,938,701	3,490	-	1,942,191	106,814	110,304
	Tankers	1,615,728	-	-	1,615,728	1,591,068		-	1,591,068	24,660	24,660
	Fleets	353,442,186	-	-	353,442,186	286,611,788	7,626,454	-	294,238,242	59,203,944	66,830,398
	Total (a)	458,469,198	-	-	458,469,198	371,199,147	9,944,300	-	381,143,447	77,325,752	87,270,051
b	**Capital Work-in-Progress**	21,047,114	-	-	21,047,114			-		21,047,114	21,047,114
	Total (a+b)	**479,516,312**	**-**	**-**	**479,516,312**	**371,199,147**	**9,944,300**	**-**	**381,143,447**	**98,372,858**	**108,317,157**
	Previous Year Figures	586,532,486	156,721	107,172,895	479,516,312	450,827,529	13,120,334	92,748,716	371,199,147	108,317,157	

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

Note 3: Fixed Assets Details For The Year Ended 2018-19

	Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
		As at 31st March 2018	Addition during the year	Deduction during the year	As at 31st March 2019	As at 31st March 2018	Depreciation / Amortization for the year	Adjustment in respect of Assets Sold	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
a	**Tangible Assets**										
	Freehold Land	845,316			845,316	-	-		-	845,316	845,316
	Leasehold Land	4,709,760			4,709,760	1,732,494	134,589		1,867,083	2,842,677	2,977,266
	Buildings *	17,966,036			17,966,036	9,617,841	380,094		9,997,935	7,968,101	8,348,195
	Plant and Machiney	12,085,756			12,085,756	10,900,917	156,781		11,057,698	1,028,058	1,184,839
	Furniture and Fixtures	11,110,998			11,110,998	10,164,897	82,435		10,247,332	863,666	946,101
	Vehicles	41,083,451			41,083,451	32,831,418	2,123,665		34,955,083	6,128,368	8,252,033
	Office Equipments	13,404,241	156,721		13,560,962	12,746,219	186,240		12,932,460	628,503	658,022
	Electrical Instalments	2,049,005			2,049,005	1,901,808	36,893		1,938,701	110,304	147,197
	Tankers	1,615,728			1,615,728	1,591,068	-		1,591,068	24,660	24,660
	Fleets	460,615,081	-	107,172,895	353,442,186	369,340,866	10,019,637	92,748,716	286,611,788	66,830,398	91,274,215
	Total (a)	565,485,372	156,721	107,172,895	458,469,198	450,827,529	13,120,334	92,748,716	371,199,147	87,270,051	114,657,844
b	**Capital Work-in-Progress**	21,047,114	-	-	21,047,114			-		21,047,114	21,047,114
	Total (a+b)	**586,532,486**	**156,721**	**107,172,895**	**479,516,312**	**450,827,529**	**13,120,334**	**92,748,716**	**371,199,147**	**108,317,157**	**135,704,958**
	Previous Year Figures	593,946,532	1,955,627	9,369,673	586,532,486	439,501,460	18,253,115	6,927,039	450,827,529	135,704,958	

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

Note 4 : Financial Investments

Particulars	As at March 31, 2020	As at March 31, 2019
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	147,882	204,295
400 Equity Shares of Shamrao Vithal Co-operative Bank Ltd. (Previous Year: 400) Face Value: Rs. 10 per share	144,641	185,733
Total	**292,523**	**390,029**
Total non current investments		
(a) Aggregate amount of quoted investments and market value thereof	**-**	**-**
(b) Aggregate amount of unquoted investments	**292,523**	**390,029**
(c) Aggregate amount of investments in subsidiaries	-	**-**
(d) Aggregate amount of impairment in value of investments	**-**	**-**
Total	**292,523**	**390,029**

*** 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(a): Non Current Loans

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, Considered Good		
Loan to Employees	-	4,051
Total Loans	**-**	**4,051**

* Loan has been advanced for business purpose to the subsidiary company Royal Logistics Ltd.

Note 5(b): Current Loans

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, Considered Good		
Loan to employees	-	34,000
Total Loans	**-**	**34,000**

Note 6 : Other Non Current financial asset

Particulars	As at March 31, 2020	As at March 31, 2019
Deposits, considered good		
Electricity Deposits	54,886	57,166
Telephone Authorities	86,150	82,650
Other Deposits	19,306,043	17,837,098
Total	19,447,079	17,976,914
Interest Receivable		
Interest on FDR Receivable	0	62,520
Interest on Subsidy Receivable (Refer Note 28)	64,523,144	64,523,144
Total	**83,970,223**	**82,562,578**

Note 7(a) : Other Non-Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory Dues Receivable		
Income Tax Refund of Previous Years	2001082	6111445
Income Tax Refund A.Y. 2020-21	1272865	0
GST Tax Claimable	644131	0
Service tax claimable	0	625651
Total	**3,918,077**	**6,737,096**

Note 7(b) : Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Advance to Creditors	491589	1,537,279
Prepaid Expenses	258902	169,400
Total	**750,491**	**1,706,679**

Note 8: Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Trade Receivables	96,587,340	102,973,887
Trade Receivables from related parties	41,550	-
Total	**96,628,890**	**102,973,887**
Less: Provision for doubtful trade receivable	77,318,390	69,896,453
Total	**19,310,500**	**33,077,434**

Note 9 : Cash and cash equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
(i) In Current accounts	395,373	694,315
(ii) In Earmarked accounts		
In Unclaimed Dividend Accounts	0	60,245
Margin Money Deposit	0	1,400,000
Cash on hand	156,806	168,980
Total	**552,179**	**2,323,540**

Note: 10 Equity share capital

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised equity share capital	**Rs.**	**Rs.**
3,00,00,000 Equity Shares of Rs. 10 Each	300,000,000	300,000,000
Total	**300,000,000**	**300,000,000**
Issued, Subscribed & Paid Up		
1,44,94,874 Equity Shares of Rs. 10 each, fully paid	144,948,740	144,948,740
Total	**144,948,740**	**144,948,740**

Terms & conditions

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share.

(i) Reconciliation of number of shares

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning/end of the year	**14,494,874**	**144,948,740**	**14,494,874**	**144,948,740**

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sarvesh Kumar Shahi	1,903,219	13.13%	1,903,219	13.13%
Shahi Gasol Pvt. Ltd.	5,054,721	34.87%	5,054,721	34.87%
Vikas Koli	2,461,996	16.99%	2,461,996	16.99%

Note 11 Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
a. Retained earnings		
Opening balance	(182,557,889)	(36,072,898)
Total comprehensive income/ (loss) for the period	(33,129,940)	(146,484,991)
Closing Balance of Retained Earnings	**(215,687,829)**	**(182,557,889)**
b. General Reserve		
Opening Balance	109,441,271	109,441,271
Transferred to/from Retained Earnings		-
Closing Balance of General Reserves	**109,441,271**	**109,441,271**
Total Other Reserves	**(106,246,557)**	**(73,116,617)**

Note : 12(a) Non Current Financial Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
Secured Term Loans		
From banks (Dena Bank)	3,085,085	5,901,784
Vehicle Loan from Others	1,199,775	1,815,203
Unsecured Loan		
From Related Parties	42,201,400	40,370,721
From Others	3,630,000	3,724,000
Total Borrowings:	**50,116,260**	**51,811,708**
Less: Current Maturities:		
Secured Loan from banks (Refer Note 13(b))	2,904,024	2,904,024
Secured Loan from other companies (Refer Note 13(b))	-	-
Total Current Maturities	**2,904,024**	**2,904,024**
Total	**47,212,236**	**48,907,684**

a) *Includes outstanding & unpaid interest funded by the Bank during the year and merged with the Principal loan amount. The company have not been provided with any revised arrangement from the Bank. In absence of any such arrangement, the company has been repaying the installment based on the terms and condition as mentioned in the original loan sanction letter dated: 14/09/2012 as issued by the Bank. Accordingly based on this the bifurcation of Current & Non Current has been done.

b) Repayble in monthly 120 equal installments, Last Installment falling due on 31 Oct 2022, Interest Rate 15%. Dena Bank Term loan is secured by hypothecation on Office Premises and personal guarantee of Chairman & Managing Director.	3,085,085

Term loan from others (Vehicles)

a) Secured loan from Daimler Finance Services (I) P Ltd repayble in monthly 84 equal installments,Last Installment falling due 30th September 2021, Interest Rate 11.85% Interest Rate 11.85%	1,199,775

All the above loans are secured hypothecation of specific vehicle.

Loans from Related Parties and Other Unsecured Loans	45,831,400
Total	**50,116,260**

Note : 12(b) Current Financial Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
Secured Loans Repayable on Demand		
Working Capital Loans taken from Bank *	41,411,431	47,588,208
Total	**41,411,431**	**47,588,208**

* Working Capital Loan taken from State Bank of India is secured by principal security of hypothecation charge on the company's entire receivables & collateral security of : 1) extension of mortgage on the Registered Office Premises 2) Exlcusive 1st charge over 3 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(a) Other Non-Current Financial Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Deposits	14,50,000	14,50,000
Total	**14,50,000**	**14,50,000**

Note : 13(b) Other Current Financial Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
a. Current Maturities of Long Term Debt from Banks	2,904,024	2,904,024
b. Current Maturities of Long Term Debt from Companies	-	-
c. Accrued Interest on Loans	366,752	371,456
d. Unclaimed Dividend Payable	-	60,245
e. Other payables for:		
(i) Payables for Expenses	16,192,401	3,475,602
(ii) Statutory Dues Payable	3,796,008	4,682,216
Total	**23,259,185**	**11,493,543**

Note: 14 Non-Current Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits:		
Provision for gratuity	4,554,994	4,280,712
Total	**4,554,994**	**4,280,712**

Note : 15 Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Deferred Tax Liabilities	11,814,245	13,474,886
Deferred Tax Expense for the year	785,987	(1,660,641)
Total	**12,600,232**	**11,814,245**

Note : 16 Trade Payables

Particulars	As at March 31, 2020	As at March 31, 2019
Trade payables	33,320,368	31,603,325
Trade payables to related parties	2,499,531	2,499,331
Total	**35,819,899**	**34,102,656**

Note : 17 Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Received Towards Sale of Barge	2,156,478	3,683,394
Total	**2,156,478**	**3,683,394**

Note 18 : Revenue from operation

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Shipping Operations	81,431,480	102,122,449
Total	**81,431,480**	**102,122,449**

Note 19 : Other Income

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
1) Interest income		
(i) On Bank Deposits	-	257,046
(ii) On Income Tax Refund	684,392	-
(iii) On Advances	809,588	267,123
3) Other Non Operating Income		
(i) Sundry Balance Written Back	1,043,355	8,942,141
(ii) Notional Interest on loan to employees as per IND AS	11,265	4,042
(iii) Profit on Sale of Shares		
	334,219	-
Total	**2,882,818**	**9,470,352**

Note 20 : Employee benefit expenses

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(i) Salaries, Bonus and Allowances	11,575,277	13,716,868
(ii) Contribution to Provident Fund and Other Funds	870,471	646,770
(iii) Directors Remuneration	6,000,000	6,000,000
(iv) Directors Sitting Fees	48,900	168,000
(v) Amortization of Staff Loan Expenses as per IND AS	611	122
(vi) Staff Welfare expenses	771,363	924,487
Total	**19,266,622**	**21,456,247**

Note : 21 Finance costs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest on loan		
	6,739,687	6,164,881
Other Borrowing Costs	708,824	558,923
Total	**7,448,511**	**6,723,803**

Note : 22 Other expenses

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Repairs and Maintenance - Barge	10,507,269	20,271,220
Repairs and Maintenance - Machinery	1,088,756	536,720
Repairs and Maintenance - Others	600,406	1,799,618
Rates & Taxes	1,224,819	471,456
Insurance	1,148,760	1,119,866
Legal and Professional Expenses	3,236,257	8,907,751
Bad debts	-	45,358,476
Provision for Bad Debts	7,377,178	69,896,453
Travelling Expenses	1,936,496	1,911,331
Barge operating expense	8,714,192	8,965,400
Fuel and Oil	9,040,593	21,485,326
Hire Transportation and water charges	10,482,299	7,644,635
Loss on sale of asset	-	6,974,180
Auditors Remuneration*	555,000	555,000
Port Related Expenses	12,418,861	11,887,472
Sundry Balances written Off	2,839,288	-
Membership & Subscription	193,713	-
Electricity & Water Charges	1,065,584	403,935
Purchase related expenses	2,812,605	-
Secretarial Expenses	305,000	302,387
Business Promotion Expenses	573,667	2,987,267
Printing & Stationery	312,170	451,925
Telephone Expenses	329,428	281,929
Loading & Unloading Charges	238,381	224,412
Office expenses	372,463	424,603
Penalty charges	133,875	10,000
Provision for Expenses	488,789	-
Miscellaneous Expenses	2,003,104	5,566,688
Total	**79,998,952**	**218,438,049**

***Auditors Remuneration**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Payment to Auditors'		
Audit fee	355,000	355,000
Taxation Matters	200,000	200,000
Other service	-	
Total	**555,000**	**555,000**

Note : 23 Current Tax

Particulars	As at March 31, 2020	As at March 31, 2019
Current Tax Provision	-	-

Note : 24 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 exits 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.
	SKS Waterways Ltd.
	India First Logistics Ltd.
	Shahi Gasol Ltd.
(b) Key Managerial Persons	Mr. Sarvesh Kumar Shahi (Chairman & Managing Director)
	Mr. Balamurugan M (Chief Financial Officer)
	Mr. N Agandeswaran (Company Secretary)
	Mz. Vijila Vincent(CFO)
(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	As on 31st March, 2020 Rs. In Lakhs Amount	As on 31st March, 2019 Rs. In Lakhs Amount
Where Control Exists	Loans Received	10.78	-
	Loans Repaid	10.04	2.00
	Payments made for Purchases	7.39	0.10
	Payments Received for Sales	-	17.35
Key Management Personnel	Remuneration paid to Key management Personnel	65.3	64.8
	Loans Taken	33.60	
	Loans Repaid		116.82
Where Significant Influence Exists	Miss Anjali Shahi	3.00	-
	Mr. Somesh Shahi	1.24	-

* In Addition to this, sum of Rs. 1,80,000/- contribution made to Provident Fund

c) Balance outstanding of related parties

	As on 31st March, 2020 Rs. In Lakhs Amount	As on 31st March, 2019 Rs. In Lakhs Amount
Trade Payables	4.04	4.04
Trade Receivable		
Loan to Related Parties	-	1.29
Unsecured Loan Taken	350.50	332.53
Key Managerial Personnel		
Unsecured Loan Taken	71.81	72.42

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

Name of the party	Nature of transactions	As at March 31, 2020		As at March 31, 2019
- Sarvesh Shahi	i) Directors remuneration	6,000,000	i) Directors remuneration ii) Perfomance linked bonus	6,000,000 -
Sarvesh Kumar Shahi	Loan Repaid	60,384	Loan Received	3359540
India First Logistics Ltd.	Loan Repaid	7781357	Payment made against outsanding trade payables	738561
India First Logistics Ltd.	Loan Received	10,023,402	Loan Received	1077559
Shahi Gasol Ltd.	Loan Repaid	51,100	Loan Repaid	1004000
Anjali Shahi	Loan Repaid	300,000	Loan Received	300000
Somesh Shahi	Loan Repaid	94,000	Loan Received	124000
Rajendra Godhino	Salary	350,000	Salary	450,000
N.V Agandeswaran	Salary	120,000	Salary	120,000
Vijila Vincent	Salary	270,000	Salary	
Balamurugan M	Salary	84,000	Salary	410,000

e) Balance outstanding of related parties

Name of the Party	Receivable / (Payable)	As on 31st March, 2020	As on 31st March, 2019	As on 31st March, 2018
India First Logistics Ltd.	Trade Payables (Note 16)	404,000	404,000	318,561
India First Logistics Ltd.	Unsecured Loan (Note 12(a))	3,319,722	1,077,559	-
Anjali Shahi	Unsecured Loan (Note 12(a))		300,000	-
Somesh Shahi	Unsecured Loan (Note 12(a))	30,000	124,000	-
Royal Logistics Ltd.	Loan to Related Parties (Note 5(a))		129,458	129,458
Sarvesh Kumar Shahi	Unsecured Loan (Note 12(a))	7,181,344	7,241,728	3,882,188
Shahi Gasol Ltd.	Unsecured Loan (Note 12(a))	31,700,334	31,751,434	32,755,434

Note : 25 Contingent Liabilities

a) On account of guarantees executed by the company's bankers for Rs. 163.51 lakhs (2018-19 - Rs. 342.28 laksh & 2017-18 Rs. 314.93 lakhs), which is partly secured by the Margin Money amounting to Rs. 20 lakhs (2018-19 Rs.. 14.5, 2017-18 Rs. 45.10 lakhs, 2016-17 Rs. 52.60 lakhs) retained by the Bank.

b) Claim against the Company not acknowledged as debts Rs. 30.37 lakhs (2018-19 Rs. 30.37 lakhs & 2017-18 Rs. 30.37 lakhs)

Note : 26 Earning per Share

Particulars	As at March 31, 2020	As at March 31, 2019
Basic Earning Per Share		
Profit/(Loss) attributable to Equity shareholders	(33,129,940)	(146,484,991)
Weighted average number of equity shares	14,494,874	14,494,874
Face value per Share	10	10
Basic & Diluted Earnings Per Share	(2.29)	(10.11)

Note: 27: Other Notes

I Debtors include Rs. 22.67 lacs (Previous year 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 (Previous year 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.

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	**(a) Earnings in Foreign Currency:**	**As at March 31, 2020**	**As at March 31, 2019**
	Shipping Operation	**-**	**-**
	(b) Expenditure in Foreign Currency:		
	Travelling	**-**	**-**
	Insurance	**-**	**223,429**

VII Prior Period expenses debited during the year is Rs. 12.12 lakhs (previous year was Rs. 9.49 lakhs).

Note : 28 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-20**		**31-Mar-19**	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial assets designated as fair value through profit and loss				
Investments				
-In Equity Shares	20,050	292,523	20,050	390,029
Financial assets designated at amortised cost				
Staff Loan	-	-	39,602	38,051
	20,050	**292,523**	**59,652**	**428,080**

(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.

b) Fair value of interest free loan advanced to employees has been determined by amortizing the principal amount after discounting it by 12% per annumn.

(iii) Fair value hierarchy

This section explains the judgements and estimates made in determing 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, 2020				
	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL					
Unlisted Equity Shares	4	-	-	292,523	292,523
Total financial assets		**-**	**-**	**292,523**	**292,523**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed	At March 31, 2020				
	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Loan at FVPL					
Interest Free Loan to Eployees	5(a)	-	-	-	-
Total financial assets		**-**	**-**	**-**	**-**
Financial assets and liabilities measured at fair value-recurring fair value measurements	**At March 31, 2019**				
	Notes	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVPL					
Unlisted Equity Shares	4	-	-	3,90,029	3,90,029
Total financial assets		**-**	**-**	**3,90,029**	**3,90,029**

Financial assets and liabilities measured at fair value-recurring fair value measurements	At March 31, 2019				
	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL					
Unlisted Equity Shares	5(a)	-	-	38,051	38,051
Total financial assets		**-**	**-**	**38,051**	**38,051**

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: 29 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. Based on the periodical analyses, the credit risk.

(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) Reconciliation of Trade receivables :

Particulars	As at March 31, 2020	As at March 31, 2019
Gross Carrying Amount	96,587,340	102,973,887
Less: Expected Carrying Losses:	77,318,390	69,896,453
Carying amount of trade receivables after impairment	19,268,950	33,077,434

(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 2019	Less than 1 Year	Between 1 and 5 Years	Total
Borrowings	44,315,455	47,212,236	91,527,691
Trade Payables	9,928,637	25,891,263	35,819,899
Deposits and other liabilities	20,355,161	1,450,000	21,805,161
Total Liabilities	**74,599,252**	**74,553,499**	**149,152,751**

Contractual maturities of financial liabilities 31 March 2018	Less than 1 Year	Between 1 and 5 Years	Total
Borrowings	50,492,232	48,907,684	99,399,916
Trade Payables	12,274,176	21,828,479	34,102,655
Deposits and other liabilities	8,589,519	1,450,000	10,039,519
Total Liabilities	**71,355,926**	**72,186,163**	**143,542,089**

(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 30 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, 2020	As at March 31, 2019
Net Debt	91,527,691	99,399,916
Total Equity	38,702,183	71,832,123
Net Debt to Equity Ratio	2.36	1.38

Note 31: 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

Pathik B Shah
Partner
M No: 138847

Date : July 29th, 2020
Place : Mumbai

For and on Behalf of The Board of Directors

S.K.SHAHI
Chairman & Managing Director
(DIN No. 00359535)

V.I.Shivaraman
(DIN: 07165080)

Anjali Shahi
(Director)
DIN: 03363248

N.V. Agandeswaran
(Company Secretary)

Vijila Vincent Nadar
(Chief Financial Officer)

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 2019, 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 17th June, 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.

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 year 2019-20.

4) 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.

We further report observed that:

The Company has not transferred the dividend payable pertaining to the Financial Year 2011-12, amounting to Rs. 60,245.30 to the Investor Education and Protection Fund (IEPF).

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

Pathik B Shah
Partner
Membership No. 138847

Place: Mumbai
Date: 29th July, 2020
UDIN: 20138847AAADS4483

NOTES

BY COURIER



SHAHI SHIPPING LIMITED

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