



Essar Shipping Limited

Essar House
11 K.K.Marg
Mahalaxmi
Mumbai- 400 034

Corporate Identification Number
L61200GJ2010PLC060285
T + 91 22 6660 1100
F + 91 22 2354 4312
www.essar.com

September 6, 2024

| | |
|---|--|
| To, The Manager Listing Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Fax: +91 22 2272 2082/3132 BSE Code: 533704 | To, The Manager Bandra Kurla Complex "Exchange Plaza" National Stock Exchange of India Limited Listing Department, Bandra (E), Mumbai – 400 051. Fax: +91 22 2659 8237/38 NSE Code: ESSARSHPNG |
|---|--|

Subject: Submission of Notice of the 14th Annual General Meeting of Essar Shipping Limited along with the Annual Report for the Financial Year 2023-24.

Dear Sir / Madam,

Pursuant to Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith 14th Annual Report of the Company as circulated to the shareholders through electronic mode. The said Annual Report is also placed on the Company's website [Essar Shipping Limited - Essar](http://www.essar.com)

You are requested to take the above information on record.

Thanking You.

Yours faithfully,

For Essar Shipping Limited


Rachana H Trivedi
Company Secretary & Compliance officer
Membership No. A62289

Encl: As above



Essar Shipping Limited
Annual Report 2023-24



14TH ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24

BOARD OF DIRECTORS

● **Mr. Rajesh Desai**

Executive Director
(w.e.f. 12.11.2021)

● **Mr. R. Suresh**

Independent Non- Executive Director
(w.e.f. 29.09.2021)

● **Mr. R. Jayakumar**

Independent Non- Executive Director
(w.e.f. 29.09.2021)

● **Mr. Sunil Modak**

Independent Non- Executive Director
(W.e.f 08.09.2022)

● **Ms. Raji Chandrashekar**

Independent Non- Executive Director
(W.e.f 08.09.2022 till 28.05.2024)

● **Mr. Vipin Jain**

Executive Director
(W.e.f. 28.05.2024)

● **Mr. Vipin Jain**

Chief Financial Officer
(w.e.f 01.10.2022)

● **Ms. Nisha Barnwal**

Company Secretary
(w.e.f 23.09.2021 till 12.04.2024)

● **Ms. Rachana H Trivedi**

Company Secretary
(w.e.f. 13.04.2024)

AUDITORS

● **C N K & Associates LLP.**

Chartered Accountants
(Firm Registration No. 101961 W/W – 100036) Add:
Mistry Bhavan, 3rd Floor, Dinshaw Vachha Road,
Churchgate,
Mumbai- 400 020

SECRETARIAL AUDITOR

● **Mayank Arora & Co.,**

Office no. 101, 1st Floor,
Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai - 400 063
Telephone: 022-49735566
Email: cs@mayankarora.co.in

INTERNAL AUDITOR

● **DMKH & CO.**

311, 3rd Floor, Pratik Mall, Near Swaminarayan
Dham, Kudasana, Gandhinagar, Gujarat – 382421

DEBENTURE TRUSTEE

● **IDBI Trusteeship Services Limited**

Asian Building, Ground Floor,
17. R. Kamani Marg, Ballard Estate,
Mumbai – 400 001
Phone: 022 40807000 Fax: 022 66311776
Email: itsl@idbitrustee.com

REGISTRAR & TRANSFER AGENT

● **Data Software Research Company Private Limited**

19, Pycroft Garden Road, Off Haddows Road,
Nungambakkam, Chennai- 600 006
Ph.No.044-28213738 / 28214487
Fax No. 044-28214636
Email: essar.shipping@dsr-cid.in

REGISTERED OFFICE:

EBTSL Premises, ER-2 Building (Admin Building),
Salaya, 44 KM, P.O. Box No.7,
Taluka Khambhalia, Devbhumi Dwarka.
Gujarat- 361 305

CORPORATE OFFICE:

Essar House 11, K.K. Marg,
Mahalaxmi. Mumbai- 400 034.
Maharashtra, India.
E-mail: esl.secretarial@essar.co.in

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NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting (the Meeting) of the Members of Essar Shipping Limited (the Company) will be held on Monday, September 30, 2024 at 03.00 PM through video conferencing (“VC”)/ Other Audio-Visual Means (OEAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 20/2021, 03/2022, 11/2022 and 09/2023 dated May 5, 2020, April 8, 2020, April 13, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, to transact following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 together with the reports of Auditors thereon.

3. APPOINTMENT OF MR. RAJESH DESAI (DIN: 08848625) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Rajesh Desai (DIN: 08848625), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. DISINVESTMENT IN OVERSEAS WHOLLY OWNED SUBSIDIARY (ESSAR SHIPPING DMCC, DUBAI) UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a), and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, and pursuant to regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the Members of the Company be and is hereby accorded to sell/ transfer or otherwise dispose-off in one or more tranches,

the 100% investment i.e. 1,37,122 shares held in Essar Shipping DMCC, a subsidiary company in Dubai to Equinox Realty Holdings Limited, Mauritius for a consideration at fair market value (FMP) as agreed between the parties to the purchasers or to any other purchasers with whom the Board may finalize the agreement and on such other terms and conditions as may be approved by the Board;

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board / or such committee be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

5. TO CONSIDER AND APPROVE GENERAL RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 177 and 188 of the Companies Act, 2013 (“the Act”) and Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into any and all material related party agreement(s) and/or transaction(s) and/or contract(s) (whether by way of an individual transaction or all transactions taken together), as may be appropriate, with the following Related Parties and between the related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of LODR Regulations inter-alia, to sell, purchase, transfer or receipt of products, goods, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and any of the Related Party, for the amount in aggregate not exceeding as mentioned against the name of each of the following Related Party during the period mentioned against the name of each Related Party:

| Sr. No. | Name of Related Party | Relationship | Nature of Transaction(s) | Amount (Rs. In crores) | | |
|---------|--|------------------------|--|------------------------|--|--|
| | | | | 2024-25 | From April 01, 2024 till the date of 14 th Annual General Meeting | From the date of 14 th Annual General Meeting till the date of 15 th Annual General Meeting to be held in calendar year 2025 |
| 1 | Essar Shipping DMCC | Subsidiary Company | Income from Management Services | ~7.50 | 0.83 | 9.96 |
| 2 | OGD Services Holdings Limited | Subsidiary Company | Income from Management Services | 3.42 | 3.42 | - |
| 3 | Essar Investment Holdings Mauritius Limited | Associates | Income from Management Services including reimbursements | ~20.00 | 3.34 | ~20.00 |
| 4 | Futura Travels Limited | Associates | Ticket & Visa Charges | ~3.00 | 0.20 | 3.00 |
| 5 | Essar Shipping Limited Employees Provident Fund | Provident Fund Trust | Contribution of Provident Fund amount of Employees | ~3.00 | 0.17 | 3.00 |
| 6 | Equinox Reality Holdings Limited | Associates | Sale of shares of Subsidiaries | ~500.00 | 132.80 | 367.20 |
| 7 | Black Box Limited | Associates | IT and Software charges | ~1.00 | - | ~1.00 |
| 8 | IDH Drilling Holdco Limited | Holding Company | Redemption of FCCBs | 534.00 | 534.00 | - |
| 9 | Essar Shipping DMCC | Subsidiary Company | Receipt against receivables | 765.00 | 30.02 | 734.98 |
| 10 | Essar Shipping DMCC | Subsidiary Company | Payable against Trade Advance | 331.00 | - | 331.00 |
| 11 | Essar Steel Metal Trading Limited | Associates | Interest on loan | ~7.00 | - | ~7.00 |
| 12 | Between Essar Shipping DMCC, Dubai and Equinox Reality Holdings Limited (ERHL) | Wos with its Associate | As set out in table of explanatory statement | 765.00 | 30.02 | 734.98 |
| 13 | Essar Steel Metal Trading Limited | Associates | repayment of loan | ~260.00 | 0 | ~260.00 |

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by Company, if any exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Regulation 23 (1) of LODR Regulation 2015.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from powers herein conferred to, without being required to seek further consent/approval of the members of the Company."

By Order of the Board

Sd/-

Rachana H Trivedi
Company Secretary and Compliance Officer

Date: 08th August, 2024
Place: Mumbai,

Registered Office:

Essar Shipping Limited

EBTSL Premises, ER-2 Building (Admin. Building),
Salaya, 44 KM, P.O. Box No. 7, Taluka Khambhalia,
Devbhumi Dwarka, Gujarat - 361 305
CIN: L61200GJ2010PLC060285

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Notes:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure - A to this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audiovisual means ("OAVM") upto 30th September, 2024. In compliance with the aforesaid MCA Circulars, the 14th Annual General Meeting ("14th AGM" or "Meeting") of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Annual Report) is being sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company [Essar Shipping Limited - Essar](#).
3. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
4. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.
5. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [Essar Shipping Limited - Essar](#). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
6. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
7. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021, SEBI/HO/ MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March, 2023 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's website at [Essar Shipping Limited - Essar](#)
8. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Data Software Research Company Private Limited" on their email ID essar.shipping@dsrc-cid.in or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id essar.shipping@dsrc-cid.in

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9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
10. The members who have not yet registered their e- mail ids with the Company may contact Mr. Radha Krishna, on e-mail essar.shipping@dsrc-cid.in or phone no. 044-28213738 / 28214487 for registering their e- mail ids on or before Monday, September 23, 2024 for entitling the members to cast their vote. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
11. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
12. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
13. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
14. The Company shall be providing the facility of voting through E-mail which shall be sent to the designated e-mail id of the Scrutinizer, M/s. Mayank Arora & Co, to those members who could not cast their vote through remote e-voting, Members who cast their votes by remote e-voting may attend the Meeting through VC, but will not be entitled to cast their votes at the Meeting once again.
15. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date Monday, September 23, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
16. In accordance with the aforementioned MCA Circulars, the Company has appointed National Securities Depository Limited (NSDL) for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
 18. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
 19. The Register of Members of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for determining the name of members eligible for voting.
 20. The Members may send request for checking Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 at esl.secretarial@essarshipping.co.in before the 14th AGM.
 21. The Members may send request for inspection of all other relevant documents referred to in the accompanying notice/ explanatory statement at esl.secretarial@essarshipping.co.in before the 14th AGM.
 22. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2023-24 shall also be available on the Company's website [Essar Shipping Limited - Essar](#)
 23. The Board of Directors has appointed M/s Mayank Arora & Co, Company Secretaries as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e- voting system provide in the Meeting in a fair and transparent manner.
 24. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard.
 25. The results declared along with the report of the scrutinizer shall be placed on the Company's website [Essar Shipping Limited - Essar](#) and on the website of NSDL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges within two working days from the date of AGM.
 26. Members are requested to contact the Company's Registrar & Share Transfer Agent, Data Software Research Company Private Limited for reply to their queries/ redressal

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of complaints, if any, or contact Ms. Rachana Trivedi, Company Secretary of the Company at esl.secretarial@essarshipping.co.in

27. 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 their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA, Data Software Research Company Private Limited or the Company.
28. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
29. Non-Resident Indian Members are requested to inform RTA, immediately on:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

30. Members holding shares in single name and wishes to appoint nominee in respect of their shareholding may download the nomination form from [Essar Shipping Limited - Essar](#)

31. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

The remote e-voting period begins on Friday, September 27, 2024 at 9:00 A.M. and ends on Sunday, September 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.

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

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




Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mayankarora.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

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- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

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

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

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

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

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

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at esl.secretarial@essarshipping.co.in. The same will be replied by the company suitably.
- Registration of Speaker related point needs to be added by company.

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

ITEM NO. 4. DISINVESTMENT IN OVERSEAS WHOLLY OWNED SUBSIDIARY (ESSAR SHIPPING DMCC, DUBAI) UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

Pursuant to resolution passed by Members of the Company in the 13th Annual General Meeting for redemption the FCCBs by selling its ODI investment in Essar Shipping DMCC, Dubai to Equinox Realty Holdings Limited, Mauritius which is a related party to the Company, it is hereby informed that the said transaction could not happen in the said time frame i.e. 180 days from the date of the said AGM, hence, the Board of Directors decided to extend the time frame of the said resolution by 1 year from this Annual General Meeting and again propose

the said resolution to the Shareholders.

The members of the Company are further informed that according to the provisions of Section 180(1)(a), 188 of Companies Act, 2013 Regulation 23, 37A of the SEBI (LODR) Regulations, 2015, the Board of Directors can exercise its powers to sell/transfer their immovable and movable assets to secure its borrowings, with the consent of the shareholders obtained by way of Special Resolution. Hence, consent of the Members is being sought for sale of investment of the Company in its subsidiaries.

Further, such a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

Information pursuant to SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

| Sr. No | Details | Essar Shipping DMCC, Dubai |
|--------|--|---|
| 1 | Type, material terms and particulars of the proposed transaction | Sale of ODI Investment |
| 2 | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | Name: Essar Shipping DMCC, Dubai Relationship: Wholly owned Subsidiary Company |
| 3 | Tenure of the proposed transaction (particular tenure shall be specified) | Within 1 year from the 14th AGM |
| 4 | Value of the proposed transaction; | At Fair Market Value (FMP) |
| 5 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Amount of total Income = Rs. 1.70 crs (8.39%) ESDMCC- Net-worth= Rs. 414.22 crs (Negative) ESDMCC- Net-worth contribution (%) = 14.76% |
| 6 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |

| Sr. No | Details | Essar Shipping DMCC, Dubai |
|--------|--|---|
| 7 | Justification as to why the RPT is in the interest of the listed entity; | The entire sale proceeds from the sale of investment shall be utilized for repayment of loan |
| 8 | Any other information that may be relevant | It is a related party transaction. Transaction is being done on arm's length basis, as the transaction will not be less than the fair market value as per OI Rules ** |

**The FEM (Overseas Investment) Rules, 2022; (ii) the FEM (Overseas Investment) Directions, 2022; and (ii) the FEM (Overseas Investment) Regulations, 2022 (collectively referred to as the "OI Rules")

The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50 per cent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. Further, Regulation 24(6) of the SEBI Listing Regulations, provides that no company shall sell, dispose of assets amounting to more than 20 per cent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting. The approval of the shareholders sought shall also be considered as compliance under Regulation 24(5) and 24(6) of the SEBI Listing Regulations.

The Board is of the opinion that the transactions referred in the resolution would be in the best interest of the Company. The Board accordingly recommends the Special Resolution at Item No. 4 of the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and Section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

None of the Directors, Key Managerial Personnel, their associates and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 4 of this Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. 5. CONSIDER AND APPROVE GENERAL RELATED PARTY TRANSACTIONS:

The Company is an integrated logistic s services provider engaged in the businesses of sea transportation, logistics services and oilfields services. The Company in the ordinary

course of its business provides Consultancy services to M/s. OGD Services Holdings Limited and M/s. Essar Investment Holdings Mauritius Limited for the operation of Wildcat and Jack up rig.

Further the Company pays Ticket charges to M/s. Futura Travels Limited for all the ticket bookings of the employees of the Company which is required to be done. The Company also have receivables from M/s. Essar Shipping DMCC.

All are Related Parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the LODR Regulations.

The applicable provisions of Regulation 23 of the LODR Regulations, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis. Further, with effect from April 1, 2022, the shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs 1,000 crore; or (ii) 10% of the Extra ordinary consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Thus, in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015, these transactions would require the approval of the members by way of an Ordinary Resolution. All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

All related party transactions of the Company and its Subsidiaries and associates are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the

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Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its Indian subsidiaries and between the Indian subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable), consisting of majority of independent directors. Further, the transactions entered earlier are being ratified in accordance with the approval of the Members of the Company.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the material related party transactions for which the approval of the shareholders is being sought fall into the following categories:-

1. Transactions between the Company and related parties:
 - a. Transactions between the Company and Associate namely, Essar Investment Holdings Mauritius Limited, Futura Travels Limited, Equinox Realty Holdings Ltd., Mauritius, Black Box Limited, Essar Steel Metal Trading Limited
 - b. Transactions between the Company and its Subsidiaries namely, OGD Services Holdings Limited, Essar Shipping DMCC, Dubai
 - c. Transaction between the Company and the Holding company namely, IDH International Drilling Holdco Limited
 - d. Transaction with Provident Fund Trust namely, Essar Shipping Limited Employees Provident Fund

The approval of the shareholders pursuant to Resolution Nos. 4 is being sought for the following related party transactions / contracts / agreements / arrangements set out in Table respectively.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below:

1. Transactions between the Company and Related Parties
 - a. Transactions between the **Company and Associate namely**, Essar Investment Holdings Mauritius Limited, Futura Travels Limited, Equinox Realty Holdings Ltd., Mauritius, Black Box Limited, Essar Steel Metal Trading Limited

| Details of summary of information provided by the Management to the Audit Committee | | | | | |
|---|--|---|--|--|--|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Essar Investment Holdings Mauritius Limited (EIHML) is an associate of the Company. | Futura Travels Limited is an associate of the Company. | Equinox Realty Holdings Ltd., Mauritius is an associate of the Company. | Black Box Limited is an associate of the Company. | Essar Steel Metal Trading Limited is an associate of the Company. |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | None | None | None | None | None |
| Nature, material terms, monetary value and particulars of contracts or arrangement | Income from Management Services, | Ticket charges | Sale of shares of Subsidiaries | IT and Software charges | Interest on loan |
| Value of Proposed Transaction | As mentioned in the Resolution | As mentioned in the Resolution | As mentioned in the Resolution | As mentioned in the Resolution | As mentioned in the Resolution |
| Tenure of the proposed transaction | 12 months from the date of approval | 12 months from the date of approval | 12 months from the date of approval | 12 months from the date of approval | 12 months from the date of approval |
| Percentage of Extra ordinary consolidated turnover considering FY 2023-24 as the immediately preceding financial year | 49.22% | 14.82% | 2470.73%- | 2.96%- | 34.59%- |

| Justification for the transaction | For Business Purpose | For Business Purpose | For Business Purpose | For Business Purpose | For Business Purpose |
|--|---|---|---|---|---|
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | NA | NA | NA | NA | NA |
| i. details of the source of funds in connection with the proposed transaction | NA | NA | NA | NA | NA |
| ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA | NA | NA | NA | NA |
| applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA | NA | NA | NA | NA |
| the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA | NA | NA | NA | NA |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | NA | NA | NA | NA | NA |
| Percentage of the counterparty's Extra ordinary consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | NA | NA | NA | NA | NA |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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b. Transaction with **subsidiary companies** namely, OGD Services Holdings Limited, Essar Shipping DMCC, Dubai

| Details of summary of information provided by the Management to the Audit Committee | | |
|--|---|---|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | OGD Services Holdings Limited is a Wholly Owned Subsidiary of the Company. | Essar Shipping DMCC, Dubai is a Wholly Owned Subsidiary of the Company |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | None | None |
| Nature, material terms, monetary value and particulars of contracts or arrangement | Income from Management Services | i) Income from Management Services ii) Receipt against receivables iii) Payable against Trade Advances |
| Value of Transaction | as mentioned in the resolution | as mentioned in the resolution |
| Percentage of Extra ordinary consolidated turnover considering FY 2023-24 as the immediately preceding financial year | Amount of total income = 10.93 crs (54%) | Amount of total income = 1.70 crs (8.39%) |
| Tenure of the proposed transaction | 12 months from the date of approval | 12 months from the date of approval |
| Justification for the transaction | For Business purpose | For Business purpose |
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | NA. | NA |
| i details of the source of funds in connection with the proposed transaction | NA | NA |
| ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA | NA |
| iii applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA | NA |
| iv the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA | NA |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | NA | NA |
| Percentage of the counter-party's Extra ordinary consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | NA | NA |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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- c. Transaction with **Holding company** namely, IDH International Drilling Holdco Limited

| Details of summary of information provided by the Management to the Audit Committee | |
|--|---|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | IDH International Drilling Holdco Limited is the Holding Company. |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | None |
| Nature, material terms, monetary value and particulars of contracts or arrangement | Redemption of balance FCCB dues |
| Value of Transaction | as mentioned in the resolution |
| Percentage of Extra ordinary consolidated turnover considering FY 2023-24 as the immediately preceding financial year | 2638.74% |
| Tenure of the proposed transaction | 12 months from the date of approval |
| Justification for the transaction | For Business purpose |
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | NA |
| i details of the source of funds in connection with the proposed transaction | NA |
| ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA |
| iii applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA |
| iv the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | NA |
| Percentage of the counter-party's Extra ordinary consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | NA |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

- d. Transaction with **Provident Fund Trust** namely, Essar Shipping Limited Employees Provident Fund

| Details of summary of information provided by the Management to the Audit Committee | |
|---|--|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Essar Shipping Limited Employees Provident Fund is the Provident Fund Trust of the Company. |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | None |
| Nature, material terms, monetary value and particulars of contracts or arrangement | Contribution to PF trust for office staff |
| Value of Transaction | As mentioned in the resolution |
| Percentage of Extra ordinary consolidated turnover considering FY 2023-24 as the immediately preceding financial year | |
| Tenure of the proposed transaction | 12 months from the date of approval |
| Justification for the transaction | For Business purpose |

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| | |
|--|---|
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | NA |
| i details of the source of funds in connection with the proposed transaction | NA |
| ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA |
| iii applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA |
| iv the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | NA |
| Percentage of the counter-party's Extra ordinary consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | NA |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

2. Transactions between Subsidiaries/Associates of the Company:
a. Transactions between Essar Shipping DMCC, Dubai and Equinox Reality Holdings Limited (ERHL)

| Details of summary of information provided by the Management to the Audit Committee | |
|---|---|
| Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Essar Shipping DMCC, Dubai is a Subsidiary of the Company. Equinox Reality Holdings Limited is an associate of the Company. |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | None |
| Nature, material terms, monetary value and particulars of contracts or arrangement | ~USD 108 Mn |
| Value of Transaction | Amount mentioned in the resolution for corresponding period |
| Percentage of Extra ordinary consolidated turnover considering FY 2023-24 as the immediately preceding financial year | ~4427% |
| Tenure of the proposed transaction | 12 months from the date of approval |
| Justification for the transaction | For Business purpose |
| Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | Essar Shipping DMCC, Dubai to borrow upto USD 108 mn from Equinox Reality Holdings Limited (ERHL) for repayment of Trade Receivables of Essar Shipping Limited and may convert the said borrowing into Equity or any kind of securities |
| i details of the source of funds in connection with the proposed transaction | NA |
| ii where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA |

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| | |
|--|---|
| iii applicable terms, including covenants, tenure, interest rate and re-payment schedule, whether secured or unsecured; if secured, the nature of security | NA |
| iv the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |
| A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | NA |
| Percentage of the counter-party's Extra ordinary consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | NA |
| Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business.

The Board is of the opinion that the transactions referred in the resolution would be in the best interest of the Company. The Board accordingly recommends the Ordinary Resolution at Item No. 5 of the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and Section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

None of the Directors, Key Managerial Personnel, their associates and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 4 of this Notice, except to the extent of their shareholding in the Company, if any.

By Order of the Board

Date: 08th August, 2024
Place: Mumbai,

Sd/-
Rachana H Trivedi
Company Secretary and Compliance Officer

Registered Office:

Essar Shipping Limited

EBTSL Premises, ER-2 Building (Admin. Building),
Salaya, 44 KM, P.O. Box No. 7, Taluka Khambhalia,
Devbhumi Dwarka, Gujarat - 361 305
CIN: L61200GJ2010PLC060285

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

| | |
|---|---|
| Name of the Director | Mr. Rajesh Desai (DIN: 08848625) |
| Age | 66 |
| Date of Birth | 26/06/1968 |
| Date of first appointment in the current designation | 30/09/2020 |
| Qualifications | A commerce Graduate from Mumbai University |
| Brief Resume of the Director | A commerce Graduate from Mumbai University holding 42 years of diverse experience in accounts and finance of which 38 years was in Essar Group. He has also worked with companies like Bharat Surgicals Company and Essar Bulk Carriers Ltd |
| Expertise in specific functional area | He has diverse experience in accounts and finance of which 38 years was in Essar Group. He has also worked with companies like Bharat Surgicals Company and Essar Bulk Carriers Ltd |
| Skills and capabilities required for the role and the manner in which the Directors meet the requirements | NA |
| Terms and conditions of appointment including remuneration sought to be paid | Mr. Rajesh Desai is a director retiring by rotation and being eligible offers himself for re-appointment and remuneration to be paid is as per NRC Policy |
| Shareholding in the Company | NA |
| Directorships in other Companies | NA |
| Memberships/ Chairmanship of Committees of other companies | NA |
| Inter-se relationship between Directors and other Key Managerial Personnel | Not related to any Director /Key Managerial Personnel |
| Number of Meetings of the Board attended during the year | 13 (Thirteen) |
| Details of remuneration last drawn | As per the policy of the Company |

ESSAR SHIPPING LIMITED

DIRECTORS' REPORT

To the Members of Essar Shipping Limited

Your Directors are pleased to present the Fourteenth Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2024.

FINANCIAL HIGHLIGHTS:

The Company's financial performance, for the year ended March 31, 2024 is summarized below :-

| Particulars | Rs. in Crore | | | |
|--|----------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Consolidated | | Standalone | |
| | For the year ended 31-03-2024 | For the Year ended 31-03-2023 | For the year ended 31-03-2024 | For the Year ended 31-03-2023 |
| Total Income | 82.61 | 164.59 | 50.12 | 38.86 |
| Total Expenditure | 200.70 | 201.17 | 70.02 | 111.39 |
| EBITDA | (4.61) | 136.13 | 27.79 | 22.34 |
| Less: Interest & Finance charges | 81.39 | 131.56 | 46.95 | 94.65 |
| Less: Provision for Depreciation | 32.08 | 41.14 | 0.74 | 0.22 |
| Profit / (Loss) before Tax | (118.08) | (36.58) | (19.90) | (72.53) |
| Less: Provision for Tax | 0.83 | 26.46 | 0.83 | 26.46 |
| Profit / (Loss) for the year before share of profit of associate | (117.25) | (10.12) | (19.07) | (46.07) |
| Add: Exceptional item | 12.94 | 1660.33 | (51.28) | 1738.78 |
| Add: Share of profit of associate | (0.00) | 0.24 | - | - |
| Add: Other Comprehensive Income/loss | (0.41) | 0.17 | (0.41) | 0.17 |
| Profit / (Loss) for the year | (104.73) | 1650.62 | (70.76) | 1692.88 |

PERFORMANCE REVIEW:

The Key Highlights of the Company's performance (Standalone) for the year ended March 31, 2024 are as under:

1. Net Revenue from operations recorded at Rs. 15.76 Crore as against revenue of Rs. 3.33 Crore in the previous financial year.
2. Net Loss recorded at Rs. 70.76 Crore as against last year's Net Profit of Rs. 1692.88 Crore

The management is very much optimistic for its future performance and will endeavor all its efforts to keep the organization as profitable concern.

DIVIDEND

In view of loss in current year and accumulated losses from the previous financial years and with a view to conserve the resources, your Board of Directors have not recommended any dividend for the year ended 31st March, 2024

CHANGE IN THE NATURE OF BUSINESS ACTIVITIES:

During the year under review, there was no change in the nature of the business activities of the Company

AMOUNT TRANSFERRED TO RESERVE:

The Company has not transferred any amount to any Statutory or general reserves during the Financial Year ended 2023-24.

MANAGEMENT DISCUSSION AND ANALYSIS

OILFIELD BUSINESS

A. GLOBAL INDUSTRY OUTLOOK

Considered to be the biggest sector in the world in terms of dollar value, the Oil and Gas industry is a global powerhouse employing hundreds of thousands of workers worldwide as well as generating hundreds of billions of dollars globally each year. In regions which house the National Oil Companies (NOC), these Oil and Gas companies are so vital they often contribute a significant amount towards national GDP.

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The Oil and Gas industry can be broken down into three key areas:

- Upstream;
- Midstream; and
- Downstream

The largest volumes of products of the Oil and Gas industry are fuel oil and gasoline (petrol). Petroleum is the primary material for a multitude of chemical products, including pharmaceuticals, fertilizers, solvents and plastics. Petroleum is therefore integral to many industries, and is of critical importance to many nations as the foundation of their industries.

In Oil markets, the depths of the post-2014 downturn seem to be behind us. Oil prices have recovered from the 2016 annual average WTI price low of \$40. It breached \$50 in 2017 and through September 2018 it averaged just shy of \$67. This recovery has been the result of various factors, including sustained success of the production restraint agreement between OPEC and non-OPEC countries in force since the beginning of 2017.

[Source: Westwood Global Energy Group: Global Offshore Drilling Rig Dayrate Forecast 2023-27]

B. RIG MARKET OUTLOOK

- **Rig Market Conditions have continued to improve in 2024:** Day rates have risen further this year, amidst increasingly limited availability, following significant demand-side gains across the last 30 months. Moreover, notable growth in rig deployment is expected moving forward, as units fixed in 2022/early-2023 continue to commence their contracts. Overall, though some concerns remain surrounding the impacts of macroeconomic headwinds on oil demand and pricing, the rig sector outlook is positive.
- **Rig Demand has increased by 6% Y-O-Y:** Jack Ups: +5% & Floaters: +9%, standing at 520 units at start-June (85% utilisation). In 2024 so far, floater demand has grown by 3% with gains concentrated in the 'Golden Triangle', where offshore units are currently active (96% utilisation), up by 5 units (+8%) in the YTD and standing 27% above start-23 levels. Meanwhile, though global jack-up deployment has softened slightly this year (-1% in the YTD), demand in the Middle East reached a new record level at start-June (151 units, 92% utilisation) while activity elsewhere has shown signs of improvement in recent months.
- **Global Rig Deployment is likely to Strengthen Further Moving Forward:** Jack-up demand is projected to grow by 6% in the rest of 2024, as units in

the Middle East continue to commence their contracts. Meanwhile, floater demand is expected to increase by 10% across the rest of the year, underpinned by significant incremental demand growth in the 'Golden Triangle' out to end-2024. In 2024, harsh requirements are likely to increase considerably, supporting overall rig demand, as development drilling work commences at recently sanctioned projects in NW Europe, and also driven by rising harsh Deepwater exploration / appraisal activity in the Orange Basin off West Africa. Overall, global rig demand is projected to grow by 7% this year, reaching 557 units at end-23 (90% utilisation), before growing by a further 7% next year, reaching 595 units at end-2024 (93% utilisation, 3pp below start-14).

- **Rig Supply-Side limitations are likely to Persist:** Active rig supply stood at 611 units at start-June, up by 5 units (1%) in the ytd, but still 6% below start-20 levels. The pace of supply-side growth has continued to be limited by challenges in resolving 'stranded' assets as well as constraints on reactivation activity, owing to cost inflation and supply chain disruption, with delivery volumes also limited by issues in securing finance and increasing yard quotes. As these factors persist, active rig supply growth is expected to remain moderate; marketable supply is expected to grow by 2% and 3% across 2023 and 2024 respectively, reaching 641 units at end-24 – still 2% below start-20 levels.
- **Rig Dayrates have continued to improve in 2023 so far:** Rig Rate Index stood at 127 points at end-May, up by 5% in the ytd, and standing 26% above the 2012-22 average (though still 25% below start-14). 'Leading edge' high-spec jack-up rates have now risen to \$160,000/day, the highest level since early-2015, whilst the average UDW floater dayrate currently stands at \$391,000/day, up by 6% in 2023 so far and 66% above start-22.

C. ROAD AHEAD

Rapid economic growth is leading to greater outputs, which in turn is increasing the demand of oil for production and transportation. Crude oil consumption is expected to grow at a CAGR of 5.14% to 500 million tonnes by FY40 from 202.7 million tonnes in FY22. In terms of barrels, India's oil consumption is forecast to rise from 4.05 MBPD in FY22 to 7.2 MBPD in 2030 and 9.2 MBPD in 2050. Diesel demand in India is expected to double to 163 MT by 2029-30, with diesel and petrol covering 58% of India's oil demand by 2045. Demand is not likely to simmer down anytime soon, given strong economic growth and rising urbanisation.

Natural Gas consumption is forecast to increase at a CAGR of 12.2% to 550 MCMPD by 2030 from 174 MCMPD in 2021.

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India is planning to double its oil refining capacity to 450-500 million tonnes by 2030.

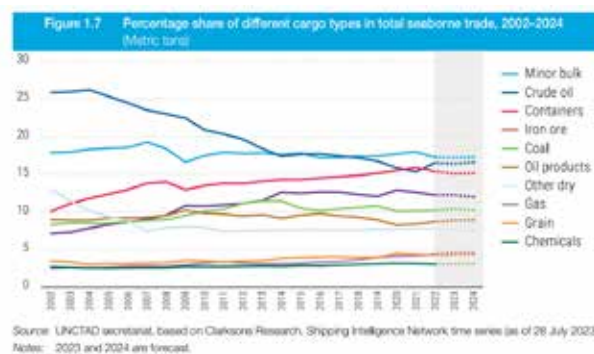
Energy demand of India is anticipated to grow faster than energy demand of all major economies globally on the back of continuous robust economic growth. Moreover, the country's share in global primary energy consumption is projected to increase to two-fold by 2035.

Overview of the World Economy & Shipping Industry

Global shipping continues to confront multiple challenges, including heightened trade policy and geopolitical tensions and is dealing with changes in globalization patterns. Additionally, shipping must transition to a more sustainable future, decarbonize and embrace digitalization. Balancing environmental sustainability, regulatory compliance and economic demands is vital for a prosperous, equitable and resilient maritime transport future.

International seaborne trade volume contracted by 0.4 per cent in 2022. In 2022, oil and gas trade volumes witnessed robust annual growth rates, of 6 per cent and 4.6 per cent, respectively. The increase can be attributed to heightened demand for fuel as the pandemic eased and related restrictions were lifted.

In terms of tonnage delivered in 2022, dry bulk carriers took the lead, followed by oil tankers and container vessels. China, the Republic of Korea and Japan were the top shipbuilding countries, accounting for a significant 93 per cent of total tonnage delivered.



The global fleet continued to grow at 3.2 per cent in 2022 but aged compared to a decade earlier.

Over time, world fleet capacity has expanded at varying rates reflecting booms and busts in the business and shipping cycles as well as trends in shipbuilding and ship financing capacity, among other factors. Growth in the global fleet dead weight tons (dwt) averaged from annual 7.1 per cent between 2005 and 2010. As the financial crisis which triggered consolidation in shipbuilding capacity and a downsizing of the ship financing market, the average annual growth decelerated to 4.9 per cent since 2011. Since the

COVID-19 pandemic and the uncertainties related to the future energy transition, fleet growth further decelerated. In 2022, global fleet capacity expanded by 3.2 per cent over the previous year. Oil tanker fleet capacity increased by 3.4 per cent, up from 1.6 per cent growth in 2021. Bulk carrier capacity increased at a moderate 2.8 per cent while the capacity of liquefied gas carriers increased by 5.0 per cent.

The age profile of the global fleet has implications for fleet renewal and recycling patterns, which are key factors influencing compliance with growing environmental regulations.

At the start of 2023, commercial ships averaged 22.2 years of age, a further increase over the previous year. On average, the global fleet was two years older in 2023 compared to a decade before, and more than half the fleet is over 15 years of age.

The fleet's age profile partly reflects modest recycling activity, as owners hold on to old tonnage, anticipating market recovery. It also reflects delays in investing in fleet renewal which stems from shipowners awaiting more clarity on future low carbon fuels, technologies, and regulation.

In a separate development, operational complexities increased with the ongoing war in Ukraine. The conflict and related economic restrictions may have increased 'shadow' feet activity. Since the war in Ukraine, oil exports from the Russian Federation have supported demand for 'shadow' tonnage (Bouissou J, Pravettoni R, Fattori F, 2023;), thereby boosting the sales and purchase transactions and increasing the value of older vessels, in particular tankers (Galanopoulos J, 2023; Telling O, 2023). This trend may also be delaying recycling activity (VesselsValue, 2023). New ship owning entities such as in China, the United Arab Emirates and India have emerged, aiming to take advantage of the high premiums associated with the new trade routes (Galanopoulos J, 2023). It should be noted that reference to 'shadow' feet in this context refers to vessels carrying cargo sourced from the Russian Federation and which might be subject to restrictive economic measures.

DECARBONIZING SHIPPING & ALTERNATIVE FUEL UPTAKE

Like other economic sectors, shipping generates greenhouse gas (GHG) emissions and must reduce its carbon footprint. International shipping, which carries over 80 per cent of the world merchandise trade by volume, is responsible for nearly 3 per cent of all global GHG emissions. Although shipping contributes relatively small shares of GHG emissions per unit of transport work, without further action, emissions from the sector would continue to increase.

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Decarbonizing shipping will require a shift in technology and operations and an uptake of alternative low and zero GHG fuels. The transition entails a potential increase in maritime logistics costs, shipping rates and voyage times. Investments required to adjust ship designs, engines, operations, generate alternative low and zero carbon fuels at scale and implement green onboard technologies all have a price tag.

This will drive up costs for shipowners, industry and, ultimately trade and the final consumer.

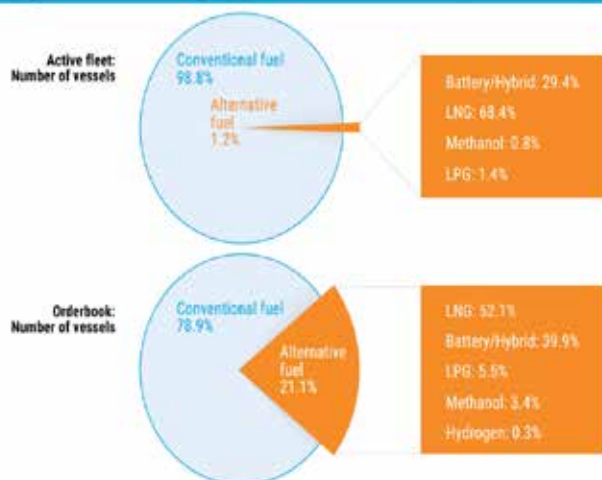
However, delaying decarbonization action in shipping would also be costly. First, there are the costs of climate change and its impacts. Second, starting the decarbonization process later will result in the need for steeper emissions reductions in an even shorter period. Thirdly, delayed action will lead to higher shipping rates and costs, as it adds uncertainty to investment decisions. Scaling up investment in new ships (design, engines, onboard technologies, crew skills), energy supply and bunkering infrastructure (i.e., alternative fuels availability and supply through dedicated and adequate production, bunkering facilities, and storage) is crucial. Minimizing uncertainty about future regulations and reducing a lack of clarity about carbon prices and fuels is needed to spur action and investment by shipowners and other stakeholders across the maritime transport and energy production value chain. The global shipping sector has a large potential to usher in a synchronized technology change and energy shift, guided by just and equitable transition objectives. If the international community can advance with a predictable regulatory framework and agree on clear, cost-effective technical and economic measures, the sector will minimize uncertainty and reduce transition costs.

Monitoring shipping costs and fuel charges amid the rise in alternative fuels Fuel costs account for a significant portion of the overall ship operating costs. Transitioning to cleaner fuels may be more expensive and add to these costs. Depending on factors such as vessel size, efficiency and the distance travelled, fuel costs can account for up to two thirds of the overall expenses making it by far the largest component of the carrier's variable cost base. Consequently, the shift towards cleaner fuels will generate additional costs and will make fuel an ever more critical component in the cost structure of shipping operations. When comparing bunker fuels to their low and zero GHG fuel alternatives, the price differential can be significant. Data from Clarksons Research shows that in December 2022, very low sulphur fuel oil was priced at approximately \$635 per metric ton and the average cost of heavy fuel bunker oil (380 centistoke in Rotterdam, Kingdom of the Netherlands) hovered around \$515. Meanwhile, under an assumption of green hydrogen at \$2.5 per kilogram, the cost of ammonia would amount to \$1,239 per ton (fuel oil equivalent), and methanol would

reach approximately \$1,400 per ton (Financial Times, 2023). Comparing prices for alternative fuels is not straightforward. Energy content of the fuels per ton varies significantly. Prices may be referred per gross calorific value. There are also different standards regarding units (energy vs quantity) and currencies across markets. Argus Media publishes alternative marine fuels prices based on energy equivalents, including marine gas oil equivalent, very low sulphur fuel oil and British thermal units. These allow for fair price comparisons based on energy density (DNV, 2023). Alternatively, fuelled vessels are also more capital intensive. For example, the cost of building a new liquified natural gas-powered ship is estimated at around 10–20 per cent higher than a conventional ship (OECD, 2023). Similarly, additional expenditure involved in vessel dual fuel capability, which enables a ship to operate on both methanol and conventional low sulphur fuel, is in the range of 10–15 per cent of the total price, estimated at around \$175 million (Frangoul, 2021). Similar values have been suggested with an ammonia dual-fuel vessel. Many of the existing, conventionally fuelled feet could be retrofitted to ammonia or methanol dual-fuel use, with a similar total expenditure to a dual-fuel newbuild (Mærsk Mc-Kinney Møller Center, 2022). It is important to understand and monitor the evolution of freight rates and associated costs, namely fuel surcharges, in the context of the energy transition. The precise formulas used to calculate the various surcharges applied in shipping, including fuel surcharges, are generally an issue of concern for shippers. With the energy transition in shipping is expected to accelerate in the coming years, the way in which alternative fuels will be priced and charged to carriers and, consequently, shippers and trade, will require attention. All relevant stakeholders should collaborate to devise suitable pricing mechanisms and avoid different and unfair practices and imbalances. It will be important to understand how freight rates and the cost of new, low- or zero-carbon bunker fuels will be established and incorporated into the final costs. For example, a mechanism or framework could be developed to help define the basis used to determine the shipping rates and surcharges levels. This would help standardize the calculation of these rates and charges, enhance transparency and promote greater collaboration in shipping and trade. Monitoring alternative fuel prices would also provide valuable data for assessing the economic implications of decarbonization efforts. This information can guide decision-making processes, inform regulatory efforts, and boost sustainable shipping practices.

The transition to alternative fuels is still in its infancy. A total of 98.8 per cent of the global feet in terms of number of vessels use conventional fuels. Only 1.2 per cent are using alternative fuels, mainly liquified natural gas (LNG), and to a lesser extent, battery/hybrid, liquified petroleum gas (LPG), and methanol.

Figure 3.7 Alternative fuel uptake, world active fleet and orderbook, number of vessels, 2022



Source: UNCTAD based on DNV (2022a)

Investment into alternative fuel continued in first half 2024, accounting for around one third of all new build orders and 41% of all tonnage placed and with orders announced for vessels capable of using either LNG (109 orders, 51 excluding LNG Carriers), methanol (49 orders), ammonia (15 orders), LPG (42 orders) and Hydrogen (4 orders). Excluding LNG Carriers, the relative share of ordering of LNG fuel capable tonnage increased relative to methanol capable tonnage in the first half compared to 2023 levels.

With the confirmed order book (~50% of orderbook tonnage is today alternative fuelled) and projected investment in the coming years, Clarksons Research, Technology Tracker Report forecasts that over a fifth of all fleet capacity will be alternative fuel capable by the end of the decade (2017: 2% of fleet capacity “on the water”, 2024: 7%, 2030(f): >20%).

Implementing alternative fuels on a large scale requires significantly transforming fuel production and distribution value chains. It also involves multiple stakeholders across the shipping, port, energy and finance sectors. Swift intervention at the policy and regulatory level is needed to stimulate demand for alternative fuels, green technologies and fleets, and encourage industry to invest. Decarbonizing shipping by 2050 will require large investments, with some estimates suggesting an additional \$8 billion to \$28 billion annually, to enable ships to decarbonize by this date. Fuel infrastructure investments are expected to surpass onboard investments. Scaling up fuel production, distribution and bunkering infrastructure to supply 100 per cent carbon-neutral fuels by 2050 will require annual investments of around \$28 billion to \$90 billion. Estimates suggest that full decarbonization could raise annual fuel costs by 70 to 100 per cent compared to current levels.

FREIGHT RATES AND OUTLOOK

The war in Ukraine reshaped maritime trade flows, increasing cargo distances and ton-miles. The Baltic Dry Index, which measures shipping prices, fluctuated significantly, with rates peaking in May 2022. Rates fell to pre-pandemic levels by December 2022. In early 2023, freight rates declined further due to a seasonal slowdown and adverse weather conditions disrupting commodity production. A surge in demand for dry bulk cargo in the second quarter of 2023, triggered by post-pandemic industrial growth in China, led to a rebound in freight rates by mid-year.

The war in Ukraine has contributed to sustained rates and has reshaped oil trade patterns. Oil and gas exports from the Russian Federation shifted towards Asia as the Russian Federation looked for alternative markets and European countries sought new suppliers to replace energy imports from the Russian Federation. In early 2023, the tanker market continued to show strong earnings due to ongoing geopolitical factors and increased ton-miles. However, uncertainties related to the energy transition and compliance with new International Maritime Organization (IMO) requirements, namely the Energy Efficiency Existing Ship Index (EEXI) and the Carbon Intensity Indicator (CII), may limit effective future tanker carrying capacity.

Outlook

Shipping continues to grapple with complexities generated by the global events that upended the world economy over recent years. This includes the legacies of the COVID-19 pandemic, lower levels of global economic growth, inflation, heightened energy and food security concerns, increased geopolitical risks and trade policy tensions arising from more restrictive trade policy measures introduced to achieve wide-ranging objectives including security, resilience, self-sufficiency and the competitiveness of domestic firms. While the global economy remains vulnerable to disruptive shocks, certain trends are currently supporting the shipping industry. In the short term, this includes redistribution of energy flows and economic recovery in China after the disruption caused by the COVID-19 pandemic, and its associated response measures. Against this background, UNCTAD forecasts moderate growth in seaborne trade volumes hovering at an average of 2.1 per cent per year during the period 2024–2028. The divergence between growth patterns between energy-related trade and non-energy is expected to continue. Optimism around increasing Chinese economic activity, which drives dry bulk trade, the redistribution of oil flows in response to the war in Ukraine and the re-opening of the world economy after nearly three years of the COVID-19 pandemic and its fallout bodes well for tanker and dry bulk shipping and trade. Prospects for gas trade are also positive, supported by a greater focus on energy transition, energy security, and a low-carbon development path.

ESSAR SHIPPING LIMITED

While distances travelled by tanker trade increased following the war in Ukraine and its fallout on the energy supply landscape, going forward, trends in distances travelled and trade ton-miles will depend on a range of factors including trends in the energy transition, commodity prices, supply-side capacity constraints, climatic factors, and regulatory requirements that may affect shipping fleet speed, routing and operational decisions. Projected growth in maritime trade volumes assumes that downside risks will dominate international trade and economic growth in the coming years. These risks relate to the timing and path of global economic recovery, the ongoing war in Ukraine and the evolving context of maritime transport and trade. Increased policy-driven geo-economic fragmentation could potentially reshape trade patterns, supply chains and shipping routes.

ESSAR SHIPPING OPERATIONS & BUSINESS DEVELOPMENT

The company is continuously monitoring the market to enter into purchase of assets and operations thereby. Currently the company owns a Tug that is employed with for a long term charter of at market rates. The company is also looking for right kind of opportunity to enter into shipping business by acquiring ships from the market.

The company is providing management services for operation & management of the semi-submersible rig to one of its overseas wholly owned company. Post the year end, this overseas wholly owned company have sold its rig to another overseas wholly owned company. Further, the company is also providing management services to one of the overseas associate company for facilitating in completing the construction of two under construction jack-up rigs.

During the end of FY 2022-23, the Company entered into Management Service Agreement (MSA) with one of its wholly owned subsidiary company (WoS) for providing back office support services which include Financial transactions processing and Financial support services, Procurement and sourcing services and Human resource management. Further, during FY 2023-24, the Company has entered into MSA with one more group company for providing support services. The Company is charging fixed monthly fees against the services provided to these companies in line with the shareholders' approval vide resolution dated 29-09-2023. This has resulted into increase in revenue from operations on standalone basis. Further, in order to fulfil the support service agreement, the Company had hired additional employees. This has led to increase in Employee Benefit Expenses on standalone basis for FY 2023-24.

During the FY 2023-24, one of the wholly owned subsidiary company completed their existing rig contract in Indonesia on 05-06-2023 and thereafter the rig was awaiting for further deployment opportunities and hence did not accrue any revenue. Hence, there was decrease their rig operations income during the year. However, the subsidiary company was incurring minimal standing cost (like crew salaries, maintenance, spares

etc.) from June 2023 onwards without any revenue. Therefore the operating expenses of the Company increased on consolidated basis for FY 2023-24.

SUBSIDIARIES & ASSOCIATES

Your Company has three direct subsidiaries and one step-down subsidiary. OGD Services Holdings Limited, Mauritius, Energy II Limited, Bermuda and Essar Shipping DMCC are direct subsidiaries of the Company. OGD Services Limited, India is the step down subsidiary of the Company.

A report on the performance and financial position of each of the subsidiaries and associates companies as per the Companies Act, 2013 is provided as Annexure F to this report and hence not repeated here for the sake of brevity. The Policy for determining material subsidiaries as approved by the Board is available on Company's website [Essar Shipping Limited - Essar](#)

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Indian Accounting Standard (IND-AS) - 110 on Consolidated Financial Statements read with IND-AS-28 on Accounting for Investments in Associates, the audited Consolidated Financial Statements are provided in the Annual Report. The audited Consolidated Financial Statements together with Auditors' Report thereon form part of the Annual Report.

HUMAN RESOURCE

Your Company believes that employee competence and motivation are necessary to achieve its business objectives. ESL has undertaken many training initiatives to enhance technical and managerial competence of the employees. ESL has even undertaken a series of initiatives to enhance emotional and intellectual engagement of employees.

Essar Radio: Used as a key medium to communicate important updates about the different projects that were going on at different sites. Leaders from every location including founders took the opportunity to connect with employees, discussing the strategies about how they aim to overcome the hurdles without hampering or jeopardising business timelines and also taking care of safety of the employees.

Manpower Optimization: As we believe in working in open mind culture, we do take care of employee's wellbeing and skill set. As an integral part of manpower planning, the company effectively places the employees within the other business entity and assigned them roles equivalent to their skill sets, rather than closing their employment/contract.

In addition to the above mentioned initiatives, engagement programs like Health webinars, Yoga classes, and online counselling programme were also conducted. This

ESSAR SHIPPING LIMITED

transformation made it possible to scale learning efforts in a more cost-effective way and permits greater engagement during the locked in scenarios. Hence, initiatives like these taken during the year helped employees and their families to stay motivated and healthy.

The Company has policies on conduct, sexual harassment of women at workplace, whistle blower, corporate governance, insider trading etc. guiding the human assets of the Company. For the year under review, there was no instance of the sexual harassment reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and Redressal of such complaints.

The below table provides details of complaints received/diposed during the financial year 2023-2024:

| | |
|---|-----|
| Number of complaints filed during the financial year | NIL |
| Number of complaints disposed of during the financial year | NIL |
| Number of complaints pending as on end of the financial year. | NIL |

DIRECTORATE AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company provide entrepreneurial leadership and plays a crucial role in providing strategic supervision, overseeing the management performance, and long-term success of the Company while ensuring sustainable shareholder value. Driven by its guiding principles of Corporate Governance, the Board's actions endeavor to work in the best interest of the Company.

The Directors hold a fiduciary position, exercises independent judgment, and plays a vital role in the oversight of the Company's affairs. Our Board represents a tapestry of complementary skills, attributes, perspectives and includes individuals with financial experience and a diverse background.

DIRECTORS

During the year under review there were no changes in the Board of Directors of the Company.

As per Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015, Board of top 2000 listed entities w.e.f. April 01, 2020 shall comprises of at least six Directors, as such, on March 31,

2024, there were six directors on the Board of Company with Independent Director as Chairman of the Board.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 (b) (iv) of SEBI (LODR) Regulations, 2015.

Pursuant to Sections 134 and 178 of the Act and the Regulations 17 and 19 of the Listing Regulations, Nomination and Remuneration Committee ('NRC') has set the policy for performance evaluation of Independent Directors, Board, Committees and other individual directors; separate meeting of Independent Directors; familiarization programme for Independent Directors, etc. is provided under Corporate Governance Report annexed with this Report and the relevant policies are also available on the website of the Company [Essar Shipping Limited - Essar](#)

Based on the criteria set by NRC, the Board has carried out the annual evaluation of its own performance, its committees and individual Directors for FY 2023-2024. The questionnaires on performance evaluation were prepared in line with the Guidance Note on Board Evaluation date January 5, 2017, issued by SEBI

The performance of the Board and Individual Directors were evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board taking input from all the Committee members. NRC reviewed the performance of individual Directors, separate meetings of Independent Directors were also held to review the performance of Non-Independent Directors and performance of the Board as the whole. Thereafter, at the board meeting, performance of the Board, its committees and individual Directors was discussed and deliberated.

Further the evaluation of the Independent Directors was done by the entire board of directors of the Company. Their evaluation included performance of directors and fulfillment of the Independence criteria as specified in these regulations and their independence from the management.

KEY MANAGERIAL PERSONNEL

In terms of section 203 of the Companies Act, 2013, As on March 31, 2024 the Key Managerial Personnel of the Company are Mr. Rajesh Desai, Executive Director, Mr. Vipin Jain, Chief Financial Officer and Ms. Nisha Barnwal, Company Secretary & Compliance Officer.

Further during the year under review, Ms. Nisha Barnwal, tendered her resignation on March 28, 2024 from the post of Company Secretary w.e.f. close of business hours of April 12, 2024 and simultaneously, Ms. Rachana H Trivedi is appointed as a Company Secretary & Compliance Officer w.e.f. April 12, 2024 at the Board Meeting held on March 28, 2024

ESSAR SHIPPING LIMITED

BOARD MEETINGS

During the year ended March 31, 2024, 14 (Fourteen) meetings of the Board were held 14 times, that is on April 26, 2023, May 18, 2023, May 29, 2023, August 8, 2023, August 16, 2023, August 25, 2023, October 10, 2023, November 8, 2023, December 13, 2023, January 20, 2024, February 3, 2024, February 8, 2024, March 28, 2024.

COMMITTEES OF THE BOARD

Currently the Board has 5 Committees viz. Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Corporate Social Responsibility Committee.

A detailed note on the composition of the Board and its Committees and other related particulars are provided in the Report of Directors on Corporate Governance forming part of this Annual Report.

CHANGES IN SHARE CAPITAL

There was no change in the Share Capital during the year under review.

However, the Company has received approval for Reclassification of M/s. Arcelor Mittal Nippon Steel India Limited from Promoters category to Non-Promoters category on July 06, 2023 from both the Stock Exchanges. Further, the approval is still awaited from BSE and NSE for Reclassification of M/s. Imperial Consultants & Securities Limited from Promoters category to Public category.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards had been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the loss of the Company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis. The auditors have expressed an emphasis of matter on Going Concern in their Consolidated Audit

Report relating to a step down subsidiary.

- (e) the Directors, had laid down internal financial controls followed by the Company and that such internal financial controls are adequate and were operating effectively as endorsed by Statutory Auditor in their separate report annexed to the Annual Report
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT

Your Company has a Risk Management Policy that outlines the framework and procedures to assess and mitigate the impact of risks, and to update the Board and the senior management on a periodical basis on the risk assessed, actions taken for mitigation and efficacy of mitigation measures. With efficient Risk Management Framework, your Company managed:

- (a) Economic Risks by entering into long term contracts with reputed global majors in each of its divisions thereby ensuring long term profitability of the Company and assured cash flows;
- (b) Interest Rate Risk by undertaking suitable hedging strategies to overcome any adverse interest rate risks. It has formulated internal target rates at which any open interest rate risk can be hedged;
- (c) Control over the operational matrix of various vessels to reduce cost and reduce downtime of vessels; and
- (d) Control over various OPEX cost of the organization.

As per LODR, Regulation 2015, Risk Management Committee is required to be constituted by top 1000 Companies based on market capitalisation, since your Company does not fall in that category, the constitution of Risk Management Committee is not required for your company. However, Company do believe and had put best efforts to minimise/mitigate the risk.

INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY

Your Company has a well-established framework of internal operational and financial controls, including suitable monitoring procedure systems which are adequate for the nature of its business and the size of its operations. The detailed report is given in Corporate Governance Report. Based on the performance of the internal financial control, work performed by internal, statutory and external consultants and reviews of Management and the Audit Committee, the board is of the opinion that the Company's internal financial controls were effective and adequate during the FY 2023-2024 for ensuring the orderly efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, the

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prevention and detection of fraud and errors, the accuracy and completeness of accounting records and timely preparations of reliable financial disclosures.

CORPORATE GOVERNANCE

The Company has complied with all mandatory provisions of SEBI (LODR) Regulations 2015, relating to Corporate Governance. A separate report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms part of this Report. The requisite certificates from the Auditors of the Company regarding compliance with the conditions of corporate governance are attached to the report on Corporate Governance.

VIGIL MECHANISM

The Company is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 and Regulation 22 of the Listing Regulations established Vigil Mechanism by adopting the 'Whistle Blower Policy', for Directors and Employees. The Whistle Blower Policy provides for adequate safeguards against victimization of persons who use such mechanism and have provision for direct access to the Chairperson of the Audit Committee in appropriate cases. A copy of the Whistle Blower Policy is available on the website of the Company [Essar Shipping Limited - Essar](#)

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee comprises of the following members:

| Sr.No | Name of Member | Designation |
|-------|--------------------|-------------|
| 1. | Mr. Sunil Modak | Chairman |
| 2. | Mr. Rajesh Desai | Member |
| 3. | Ms. Raichel Mathew | Member |

Since the Company has incurred losses in proceeding three financial years, it was not required to spend on CSR Activities. Further, in terms of provisions of Section 135 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 CSR Report is annexed to this Report as Annexure-A

EMPLOYEE STOCK OPTION SCHEME

The Company has implemented the "Essar Shipping Employees Stock Option Scheme-2011" ("Scheme") in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines"). The Nomination and Remuneration Committee of the Board of Directors of the Company administers and monitors the Scheme. The applicable disclosures as stipulated under the SEBI Guidelines as at March 31, 2024 are provided in to this Report.

The term of scheme of Employee Stock Option was for a period

of seven years which got completed in the year 2018. As the objective of the trust is attained, process of winding up of the ESOS trust is in process.

AUDITORS

M/s. C N K & Associates LLP, Chartered Accountants – Statutory Auditors (Registration No. 101961 W/W - 100036) were re-appointed at 10th AGM of the Company held on September 30, 2020 to hold the office up to the conclusion of 15th AGM of the Company to be held in the year 2025.

The Audit Report on the Financial Statements of the Company for F.Y. 2023-24 forms part of this Annual Report.

The Report does not contain any qualification, reservation, adverse remark or disclaimer. The Company has confirmed with Auditors that they satisfy the criteria provided under Section 141 of the Act and rules framed thereunder

AUDITORS' REPORT:

Further with regard to the observations made in Annexure A to the Auditors' Report, the management explanation is as under:

- As on 31st March 2024, the Company has accumulated losses of Rs. 6,892.16 crore as against capital and reserves of Rs. 5,217.92 crore. Some of the Lenders of the Company's Subsidiary (which has gone into liquidation) where the Company is a Guarantor, have filed applications before the High Court / National Company Law Tribunal / Debt Recovery Tribunals for recovery of overdue amounts and / or enforcement of guarantees. The Company has disposed off most of its assets with a view to pay off its outstanding dues to lenders / vendors. The Company's current liabilities [including outstanding portion of Foreign Currency Convertible Bonds (FCCB) which have fallen due for redemption] exceeds its current assets.

The company has monetized its assets in the past and settled most of lenders also. The management is exploring various business opportunities for a future business. The Company has earned operating income by way of hire charges and management fees and is taking steps to rectify the mismatch in working capital.

- The Company has certain significant open legal proceedings for various matters with the Lenders of Company's Subsidiary & Customers, continuing from earlier years.

The company is contesting all the open legal matters. During FY 2023-24, some of the legal cases were settled.

- Note No. 9(A) of the Standalone Financial Statements relating to the FCCB amounting to Rs. 1,537.62 crore which have become due for repayment on August 24, 2023. During the year, the Company has made partial repayment

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of FCCBs to the tune of Rs.1003.45 crore by availing short-term loan. The balance amount of Rs. 534.17 crore, which has fallen due for repayment, is outstanding as at March 31, 2024.

The Company has made full settlement of balance outstanding FCCBs in FY 2024-25 by availing loan from another Companies.

4. Note No. 6(C) of the Standalone Financial Statements relating to write off of Rs. 66.99 crore out of amount of Rs. 369.81 crore (including accrued interest up to March 31, 2018) receivable in respect of revenue recognised in the financial year 2017-18 and shown as an exceptional item based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer.

Post the year end, the Company entered into a settlement agreement with the charterer under Vivad se Vishwas Scheme under which 65% of the amount receivable including interest up to date will be received from the charterer. The balance irrecoverable amount of Rs. 66.99 crore has been written off and is shown as an Exceptional Item.

5. Note No. 6(B) and 11 of the Standalone Financial Statements relating to netting off of Rs. 331.26 crore payable to a wholly owned overseas subsidiary with the amount receivable from the said subsidiary. This is subject to pending application and approval from the regulatory authorities.

Application has been made to regulatory authority seeking prior approval to refund the advance taken from subsidiary company. The approval is awaited.

6. We draw attention to our observations in paragraph 3 above whereby, in spite of several factors mentioned therein, the results are prepared on "Going Concern" basis; in case of a subsidiary, the respective auditors have pointed out that the concerned financial statements results have been prepared on going concern basis, in view of the representation by the management that the Company has a positive net worth and management has plans to restart the operating activities in the near future.

The company has commenced providing consultancy services to related parties in the offshore drilling sector. It will continue to explore opportunities in the shipping and oilfields sector.

7. Note No. 9(A) of the Standalone Financial Results relating to recognition of gain on settlement with one of the banks in the preceding year. In the preceding year, the Company had settled the loan with the said bank and paid the dues through monetization of assets and recognized gain on settlement. Pending outstanding bank guarantee and pending group level settlement, 'No Due Certificate' was

not received from the said bank till March 31, 2023. Post settlement, the Bank assigned the said loan to an Asset Reconstruction Company (Assignee Company).

During the year, the pending bank guarantee has been closed. The Company does not expect any additional liability in this regard and is in the process of obtaining NOC from the Assignee Company.

8. In case of the Holding Company and two subsidiaries, borrowings from various lenders are subject to confirmation / reconciliation.

In case of the Holding Company and subsidiaries, the account were categorized as substandard and the bank does not accrue any interest on such loan it has granted. Accordingly, lender's confirmation is awaited.

9. The Financial Result of one subsidiary (which has been admitted to NCLT and undergoing CIRP Process) have not been consolidated.

During previous year, one of Indian sub-subsidiary got admitted to Corporate Insolvency Resolution Process (CIRP) and management of the company was taken over by Resolution Professional. The said subsidiary was not considered for consolidation purpose.

10. We draw attention to Note No.27 to the Consolidated Financial Statements wherein it is stated that:

- The Group has accumulated losses of Rs. 6,151.90 crore as against capital and reserves of Rs. 3,344.59 crore as on March 31, 2024.
- Some of the lenders of one of the subsidiaries which has gone into liquidation) where the holding company is a Guarantor have filed application before various forums for recovery of overdue amounts and / or enforcement of guarantees.
- The Group's Holding Company has disposed off most of its assets with a view to pay off its outstanding dues to lenders / vendors.
- The net worth the Group eroded and it is incurring continuous losses since last several years.
- In the case of a subsidiary, the said Company does not have any income from operations since FY 2018-19.
- In case of another subsidiary, the current liabilities of the said Company exceed its current assets and the said Company has a negative operating cash flows.
- In case of another subsidiary, the auditors of the said Company have pointed out that the Company has obtained a one-time settlement agreement with 3 out of 4 of its external lenders and that the said Company is in discussion with its group companies to obtain financial support.

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The above factors give rise to material uncertainty related to the Group's ability to continue as a Going Concern.

The management is exploring business opportunity for a future business buildup including In-chartering in the shipping sector and deployment of offshore drilling rig. The Group has earned operating income by way of hire charges and management fees and is taking steps to rectify the mismatch in working capital.

11. We draw attention to Note No. 4(E) of the Consolidated Financial Statements relating to write off of Rs. 66.99 crore out of amount of Rs. 369.81 crore (including accrued interest up to March 31, 2018) receivable in respect of revenue recognised in the financial year 2017-18 (shown as an exceptional item) based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer.

Post the year end, the Company entered into a settlement agreement with the charterer under Vivad se Vishwas Scheme under which 65% of the amount receivable including interest up to date will be received from the charterer. The balance irrecoverable amount of Rs. 66.99 crore has been written off and is shown as an Exceptional Item.

12. Attention is drawn to recognition of gain on settlement with one of the banks in the preceding year. In the preceding year, the Company had settled the loan with the said bank and paid the dues through monetisation of assets and recognised gain on settlement. Pending outstanding bank guarantee and pending group level settlement, 'No Due Certificate' was not received from the said bank till March 31, 2023. Post settlement, the Bank assigned the said loan to an Asset Reconstruction Company (Assignee Company).

During the year, the pending bank guarantee has been closed. The Company does not expect any additional liability in this regard and is in the process of obtaining NOC from the Assignee Company.

14. We draw attention to Note No.9(A)(c) of the Consolidated Financial Results relating to the Foreign Currency Convertible Bonds (FCCB) amounting to Rs.1,537.62 which have become due for repayment on August 24, 2023. During the year, the Company has made partial repayment of FCCBs to the tune of Rs.1003.45 crores by availing a short-term loan. The balance amount of Rs. 534.17 crore, which has fallen due for repayment, is outstanding as at March 31, 2024.

The Company has made full settlement of balance outstanding FCCBs in FY 2024-25 by availing loan from another Companies.

15. Attention is drawn to netting off of Rs. 331.26 Crore

payable to a wholly owned overseas subsidiary with the amount receivable from the said subsidiary. This is subject to pending application and approval from the regulatory authorities.

Application has been made to regulatory authority seeking prior approval to refund the advance taken from subsidiary company. The approval is awaited.

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.

INTERNAL AUDITOR AND THEIR REPORT

The Board has appointed M/s. DMKH & Co, Chartered Accountants, as Internal Auditor of the Company to conduct Internal Audit for the financial year 2023-2024. During the year under review M/s. DMKH & Co, Chartered Accountants, Internal Auditor has submitted their Report for the said quarters/period to the Audit Committee for its review and necessary action.

SECRETARIAL AUDIT

The Board has appointed M/s. Mayank Arora & Co., Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2023-2024.

The Secretarial Audit Report for the financial year ended March 31, 2024 is annexed herewith marked as Annexure - B to this Report.

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

1. Pursuant to regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the company was required to make disclosure of related party transactions after every six months on the date of publication of its standalone and consolidated financial results with effect from April 01, 2023; however the company has filed the related party transaction details with 1 (one) day delay for both half year ended i.e. March 31, 2023 and September 30, 2023, therefore the company has paid the relevant fine as levied by BSE and NSE within the relevant timeline and also applied for waiver of the same.
 - **The Company has paid the requisite amount, and will be careful in future**
2. Pursuant to regulation 18 (2)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the quorum for audit committee shall be either two members or one third of the members of the audit committee, whichever

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is greater, with atleast two independent directors; However audit committee meeting held on November 08, 2023 was attended by 2 (two) members i.e. one with Executive Director and other by Independent Director instead of 2 (two) independent director, Mr Suresh Ramamirtham an Independent Director and Chairman of the Audit committee requested for leave of absence due to medical reason.

- **Due to Medical reasons Mr Suresh Ramamirtham, Independent Director could not attend the said meeting.**
3. The Company had obligation towards redemption of Foreign Convertible Currency Bonds (FCCBs) of Rs. 1537.62 crores, the Company has made partial repayment of FCCBs to the tune of Rs.1003.45 crore. The balance amount of Rs. 534.17 crore, is due for repayment as at March 31, 2024. The Company is in the process of complying with the procedures in this regard.
- **The Company is in the process of full settlement of balance outstanding FCCBs in FY 2024-25.**
4. Pursuant to the provisions of section 129 of Companies Act, 2013, the Financial Result of one subsidiary (which has been admitted to NCLT and undergoing CIRP Process) have not been consolidated
- **During previous year, one of Indian sub-subsidiary got admitted to Corporate Insolvency Resolution Process (CIRP) and management of the company took over by Resolution Professional and hence the said subsidiary not considered for consolidation purpose.**

MAINTENANCE OF COST RECORDS:

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

SECRETARIAL STANDARDS OF ICSI

The Directors state that proper systems have been devised to ensure compliance with the applicable laws. Pursuant to the provisions of Section 118 of the Act, 2013 during F.Y. 2023-2024, the Company has adhered with the applicable provisions of the Secretarial Standards ("SS-1" and "SS-2") relating to 'Meetings of the Board of Directors' and 'General Meetings' issued by the Institute of Company Secretaries of India ("ICSI") and notified by MCA.

APPOINTMENT AND REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors on recommendation of the Nomination & Remuneration Committee has adopted a policy for appointment of Directors, remuneration of Directors, Key Managerial

Personnel and other employees. The brief details on the above are provided in Corporate Governance Report and the policy is available on the website of the Company esl.secretarial@essarshipping.co.in. The details of remuneration as required to be disclosed pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure - C to this Report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 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 employees drawing remuneration in excess of the limits set out in the said rules together with 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 are provided in the Annexure - D to this Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website Essar Shipping Limited - Essar. The information on each of the transactions with the related party as per the Companies Act, 2013 is provided in note 27 of notes forming part of the financial statement and hence not repeated. The disclosure required pursuant to clause (h) of sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed herewith as Annexure - E to this Report.

WEBLINK OF ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2024 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at Essar Shipping Limited - Essar.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

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In accordance with the provisions of the Act and IEPF Rules, as amended from time to time, the Company is required to transfer the following to IEPF:

1. Dividend amount that remains unpaid/unclaimed for a period of seven (07) years; and
2. Shares on which the dividend has not been paid/claimed for seven (07) consecutive years or more.

Additionally, pursuant to Rule 3(3) of IEPF Rules, in case of term deposits of companies, due unpaid or unclaimed interest shall be transferred to the Fund along with the transfer of the matured amount of such term deposits.

As on date, there are no unpaid and unclaimed amounts to be transferred to the investor education and protection fund.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Insolvency Petition was filed by Corporate Creditor of OGD Services Limited (OGD), a step down Subsidiary of ESL. The Company (OGD) is admitted under the Corporate Insolvency Resolution Process ("CIRP") by Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench by Order dated February 09, 2023. During the year the NCLT has passed an order on 29th April 2024 for liquidation of the company. ESL being the corporate Guarantor has contested the order with NCLAT Delhi. Currently the matter is sub-judice.

The Company has received Notice from Registrar of Companies, Ahmedabad (herein referred as "ROC") dated April 11, 2023 for Adjudication of penalty under Section 454 of Companies Act, 2013 under u/s 197 of the Companies Act, 2013. Further, the Company has paid an amount of Rs. 5,00,000/- to ROC as the penalty was imposed on the Company and Rs. 1,00,000/- each was paid by Mr. Ranjit Singh and Mr. Rahul Bhargav who were Directors of the Company.

Further, the Company has also received Notice from Registrar of Companies, Ahmedabad (herein referred as "ROC") dated January 11, 2024 for Adjudication of penalty under Section 454 of Companies Act, 2013 under u/s 118 of the Companies Act, 2013. Further, the ROC have imposed the penalty on the Company of Rs. 10,50,000/- and Rs. 90,000/- on its officers in default. The Penalty amount is paid by the officers in default and the company is under process of paying the same.

During the year, the Income Tax Appellate Tribunal (ITAT) has passed orders in favour of the company for four assessment year.

During the year, the Income tax department has filed an appeal with the High Court of Bombay against the favourable order passed by Income Tax Appellate Tribunal (ITAT) in favour of the company for three assessment year.

There was a dispute between the Company and a customer for non-payment of outstanding demurrage, the company went into the arbitration process for recovery of demurrage outstanding from 20th August 2021 to 28th June 2023, accordingly the interim order dated January 29, 2024 was passed in favour of the company. Post arbitration, has approached the Company for settlement of the case. The company agreed to settle the case at Rs. 40 lakhs as full and final settlement, payment of which was received by March 31, 2024.

The Company and one of its customer was in dispute and the same was duly referred to Arbitration. The settlement order was passed under Arbitration on 7th February, 2024 basis which the parties agreed to settle the dispute. Upon settlement, the Company received an amount of Rs. 1.76 crores during FY 2024-25.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Technology Absorption

The Company has successfully implemented SAP in its financial and budget management systems. The Company has also now implemented various methods of automation so as to have greater visibility and control over its assets and further improve the turnaround time thereby increasing asset utilisation and profitability. Planned maintenance and purchase management system of all the vessels are now being integrated with SAP in order to have uniform platform. The Company has implemented a robust Document Management System thus improving the availability of critical information in e-mode thereby reducing the use of paper. Ship-staff payroll system has been developed and implemented successfully.

Foreign Exchange Earnings and Outgo

The details of Foreign Exchange Earnings and Outgo during the year are as follows:

Foreign Exchanged Earned (including loan receipts, sale of ships, freight, charter hire earnings, interest income, etc.): Rs. 1561.15 Lakhs

Foreign Exchanged Used (including cost of acquisition of ships, loan repayments, interest, operating expenses, etc.): Rs. 0

PUBLIC DEPOSITS

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

ESSAR SHIPPING LIMITED**PREVENTION OF SEXUAL HARASSMENT**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance.

LISTING OF SHARES & LISTING FEES

The Company's equity shares are actively traded on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSEIL). The listing fees payable for the financial year 2023-2024 is paid to BSE Limited and National Stock Exchange of India Limited within due date.

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.

PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

There are no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on March 31, 2024

APPRECIATION AND ACKNOWLEDGEMENTS

Your Directors express their appreciation of commendable teamwork of all employees. Your Directors express their thanks to all the offices of the Ministry of Shipping, Directorate General of Shipping, Ministry of Petroleum and Natural Gas, Indian Navy, Indian Coast Guard, Mercantile Marine Department, State Government and Central Government, Classification societies, Oil Companies and Charterers, creditors, Banks and Financial Institutions for the valuable support, help and co-operation extended by them to the Company.

Your Directors also thanks its other business associates, including the Members of the Company for their continued co-operation and support extended towards the Company.

For and on behalf of the Board

Sd/-
Rajesh Desai
Director
DIN: 08848625
Mumbai
Date: August 08, 2024

Sd/-
Suresh Ramamirtham
Chairman
DIN: 09299459

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs: Please refer relevant para in the main Report.

2. The Composition of the CSR Committee.

The Corporate Social Responsibility Committee comprises Mr. Sunil Modak – Chairman; Ms. Rachel Mathew - Member; and Mr. Rajesh Desai– Member.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company - [Essar Shipping Limited - Essar](#)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : N.A

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : NA

6. Average net profit of the Company for last three financial years : Net loss

7. Prescribed CSR Expenditure (two per cent. of the amount as in item 6 above) : Nil

8. Details of CSR spent during the financial year: N.A

(a) Total amount to be spent for the financial year : Nil

(b) Amount unspent, if any: N.A.

(c) Manner in which the amount spent during the financial year is detailed below:

| Sr. No | CSR project or activity identified | Sector In which the Project is covered | Projects or programs 1. Local area or other 2. Specify the state and district where projects or programs was undertaken | Amount outlay (budget) Project or Programs wise | Amount spent on the projects or programs Sub-heads: (1)Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure upto the reporting period | Amount Spent: Direct or through implementing agency |
|--------------------------|------------------------------------|--|---|---|---|--|---|
| -----Not Applicable----- | | | | | | | |

(d) Amount spent in Administrative Overheads - NA

(e) Amount spent on Impact Assessment, if applicable - N. A.

(f) Total amount spent for the Financial Year - NA

(g) Excess amount for set-off, if any NA

*Give details of Implementing Agency, if any.

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

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

ESSAR SHIPPING LIMITED

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): No amount has been spent on creation or acquisition of capital assets after the notification of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 on January 22, 2021.
11. Reasons for not spending the amount: Not Applicable
12. The Corporate Social Responsibility Committee hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
Rajesh Desai
Director
DIN: 08848625
Mumbai
Date: August 08, 2024

Sd/-
Suresh Ramamirtham
Chairman
DIN: 09299459

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ESSAR SHIPPING LIMITED,
EBTSL Premises, ER-2 Building
(Admn. Building) Salaya 44 KM,
P.B. No 7 Taluka, Khambhalia,
Devbhumi Dwarka, Jamnagar, Khambhalia,
Gujarat, India, 361305

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ESSAR SHIPPING LIMITED**, (hereinafter referred as “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company, 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 Secretarial Audit and subject to letter annexed herewith, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) Merchant Shipping Act, 1958
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended:
 - 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the Company during the Audit period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the**

ESSAR SHIPPING LIMITED

Company during the Audit period);

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 (**not applicable to the Company during the Audit period**) and
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**not applicable to the Company during the Audit period**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**not applicable to the Company during the Audit period**);
- (vii) Other Laws specifically applicable to the Company as per the representations made by the Company are listed in **Annexure I** and forms an integral part of this report.

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The Listing Agreements entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

During the period under review and as per the explanations and representations made by the management and subject to clarification given to us, the company has generally complied with the provisions of Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except following Observations:

1. Pursuant to regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the company was required to make disclosure of related party transactions after every six months on the date of publication of its standalone and consolidated financial results with effect from April 01, 2023; however the company has filed the related party transaction details with 1 (one) day delay for both half year ended i.e. March 31, 2023 and September 30, 2023, therefore the company has paid the relevant fine as levied by BSE and NSE within the relevant timeline and also applied for waiver of the same
2. Pursuant to regulation 18 (2)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the quorum for audit committee shall be either two members or one third of the members of the audit committee, whichever is greater, with atleast two independent directors; However audit committee meeting held on November 08, 2023 was attended by 2 (two) members i.e. one with Executive Director and other by Independent Director instead of 2 (two) independent director, Mr Suresh Ramamirtham an Independent Director and Chairman of the Audit committee requested for leave of absence due to medical reason.
3. The Company had obligation towards redemption of Foreign Convertible Currency Bonds (FCCBs) of Rs. 1537.62 crores, the Company has made partial repayment of FCCBs to the tune of Rs.1003.45 crore. The balance amount of Rs. 534.17 crore, is due for repayment as at March 31, 2024. The Company is in the process of complying with the procedures in this regard.
4. Pursuant to the provisions of section 129 of Companies Act, 2013, the Financial Result of one subsidiary (which has been admitted to NCLT and undergoing CIRP Process) have not been consolidated.

We further report that:

The Board of Directors of the Company was duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors for the period under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

ESSAR SHIPPING LIMITED

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the Minutes.

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

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

1. *During the year, the Company has issued 3,20,00,000, 1% Secured, Redeemable unlisted, non-convertible debentures of Face value of Rs.100 each (NCDs), aggregating to Rs. 320 Crore on a private placement basis. Accordingly, the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.*
2. *The Company has received Notice from Registrar of Companies, Ahmedabad (herein referred as "ROC") dated April 11, 2023 for Adjudication of penalty under Section 454 of Companies Act, 2013 under u/s 197 of the Companies Act, 2013. Further, the Company has paid an amount of Rs. 5,00,000/- to ROC as the penalty was imposed on the Company and Rs. 1,00,000/- each was paid by Mr. Ranjit Singh and Mr. Rahul Bhargav who were Directors of the Company.*
3. *During the year under review, Further, the Company has also received Notice from Registrar of Companies, Ahmedabad (herein referred as "ROC") dated January 11, 2024 for Adjudication of penalty under Section 454 of Companies Act, 2013 under u/s 118 of the Companies Act, 2013. Further, the ROC have imposed the penalty on the Company of Rs. 10,50,000/- and Rs. 90,000/- on its officers in default. The Penalty amount is being paid by the officers in default and the Company is under process of paying the same.*
4. *There was a dispute between the Company and M/s Sai Sameer Associates for non-payment of outstanding demurrage charges and the company went into the arbitration process for recovery of the said outstanding amount. Further, the interim order dated January 29, 2024 was passed in favor of the company by the Arbitrator. Post arbitration, M/s. Sai & Sameer has approached the company for settlement of the case. The company agreed to settle the case at Rs. 40 lakhs as full and final settlement, payment of which was received by March 31, 2024.*

We further report that as on the date of report, following events has occurred which has bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

1. *The company has made the following allotments of Non-Convertible Debentures by conversion of Inter Corporate Deposits with the respective allottees:*
 - a) *Allotment of 6,00,00,000 (Six Crore only) 1% Secured, Redeemable, Unlisted, and Non-Convertible Debentures ("NCDs") of face value of Rs. 100/- (Rupees Hundred Only) each aggregating to Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only) to M/s. Abhinand Ventures Private Limited.*
 - b) *Allotment of 2,50,00,000 (Two Crore Fifty Lakhs only) 8.25% Secured, Redeemable, Unlisted, and Non-Convertible Debentures ("NCDs") of face value of Rs. 100/- (Rupees Hundred Only) each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only) to M/s. Abhinand Ventures Private Limited.*
 - c) *Allotment of 2,50,00,000 (Two Crore Fifty Lakhs only) 1% Unsecured, Redeemable, Unlisted, Unrated and Non-Convertible Debentures ("NCDs") of face value of Rs. 100/- (Rupees Hundred Only) each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only) to M/s. Essar Steel Metal Trading Limited*

This report is to be read with my letter of even date which is annexed as **Annexure II** and form an integral part of this report.

**For Mayank Arora & Co.,
Company Secretaries**

**Place: Mumbai
Date: 08/08/2024
UDIN: F010378F001076621**

**Sd/-
Mayank Arora
Partner
Membership No.: F10378
COP No.: 13609
PR No: 5923/2024**

Annexure I

Other Laws applicable to the Company

(A) Commercial Laws

- (i) Indian Contract Act
- (ii) Limitation Act
- (iii) Arbitration and Conciliation Act
- (iv) Negotiable Instruments Act
- (v) Information Technology Act
- (vi) The Competition Act
- (vii) Income Tax Act
- (viii) Goods and Service Tax Act

(B) Others

- (i) Bombay/Indian Stamp Act
- (ii) The Bonus Act, 1965
- (iii) The Minimum Wages Act, 1948
- (iv) The Gratuity Act, 1972
- (v) Contract Labour (Regulation and Abolition) Act, 1970
- (vi) Maternity Benefit Act, 1961
- (vii) Employment Exchange Act, 1959
- (viii) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952
- (ix) Employees State Insurance Act, 1948

Place: Mumbai
Date: 08/08/2024
UDIN: F010378F001076621

**For Mayank Arora & Co.,
Company Secretaries**

**SD/-
Mayank Arora
Partner
Membership No.: F10378
COP No.: 13609
PR No: 5923/2024**

Annexure II

To,

The Members,

ESSAR SHIPPING LIMITED,
EBTSL Premises, ER-2 Building
(Admn. Building) Salaya 44 KM,
P.B. No 7 Taluka, Khambhalia,
Devbhumi Dwarka, Jamnagar, Khambhalia,
Gujarat, India, 361305

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance or discrepancies, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company, further we have not reported clerical errors in the eforms/XBRL and late filing in compliances.

**For Mayank Arora & Co.,
Company Secretaries**

**Place: Mumbai
Date: 08/08/2024
UDIN: F010378F001076621**

**Sd/-
Mayank Arora
Partner
Membership No.: F10378
COP No.: 13609
PR No: 5923/2024**

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5 (1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-2024 and percentage increase in the remuneration of each Director and Key Managerial Personnel (KMP) during the financial year 2023-2024 are as follows:

| Sr. No. | Name of Director /KMP | Designation | Ratio of remuneration of each Director to median remuneration of employees | Percentage increase in remuneration |
|---------|-------------------------|-------------------------|--|-------------------------------------|
| 1. | Mr. Rajesh Desai** | Executive Director | 0.58 | NIL |
| 2. | Mr. Suresh Ramamirtham* | Independent Director | N.A. | N.A. |
| 3. | Mr. Jayakumar* | Independent Director | N.A. | N.A. |
| 4. | Mr. Sunil Modak* | Independent Director | N.A. | N.A. |
| 5. | Ms. Raji Chandrashekar* | Independent Director | N.A. | N.A. |
| 6. | Ms. Raichel Mathew* | Non- Executive Director | 0.88 | 26.44 |
| 7. | Mr. Vipin Jain** | Chief Financial Officer | 4.27 | 36.44 |
| 8. | Ms. Nisha Barnwal** | Company Secretary | 0.49 | 19.10 |

The Company had **28** employees excluding the offshore employees on the rolls of the company as on March 31, 2024.

Therefore, the remuneration of the above stated Directors and KMPs is being considered proportionately according to their appointments and resignations.

Sd/-
Rajesh Desai
Director
DIN: 08848625
Mumbai
Date: August 08, 2024

Sd/-
Suresh Ramamirtham
Chairman
DIN: 09299459

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

| Name | Age | Qualification | Designation | Date of Commencement of employment | Experience (Years) | Gross Remuneration | Previous Employment |
|----------------------|-----|---------------------------------|--|------------------------------------|--------------------|--------------------|-------------------------------|
| Mr. Manoj Kumar | 48 | M.Sc. Engineering(Petroleum) | CEO-Drilling Division | 01-02-2023 | 25 | 1,41,04,800 | OGD Services Limited |
| Capt Subhas das | 76 | Marine Engineering | Head-India Operations(Rig Construction) | 01-07-2023 | 40 | 81,00,000 | Shipping Corporation of India |
| Mr.R Murthy | 61 | ICWA, BCOM | Advisor- Finance& Accounts | 01-02-2023 | 38 | 70,00,000 | OGD Services Limited |
| Mr. Vipin Jain | 44 | Chartered Accountant | General Manager | 26-Oct-2010 | 18 | 69,57,654 | Abbott India Limited |
| Mr. Habib Jan | 44 | Company Secretary | Company Secretary | 01-02-2023 | 16 | 53,46,712 | OGD Services Limited |
| Mr. Ashish Sinha | 44 | General Manager-Finance | BE & PG Diploma in Management | 01-04-2023 | 17 | 42,75,000 | OGD Services Limited |
| Mr. Paresh Grigliani | 40 | Joint General Manager | Btech (Agri Engineering) PGD in Ports Management | 01-07-2023 | 16 | 35,74,703 | Vadinar Oil Terminal Limited |
| Mr. Nitin Bonde | 58 | Deputy General Manager-Logistic | B.E. (Mechanical) | 01-04-2023 | 35 | 34,98,053 | Ispat Industries Ltd |
| Mr. Deepak Lalwani | 32 | BE (Petroleum) 2014 | Operation Engineer | 21-07-2023 | 10 | 33,41,935 | SPC (Constellation) |

1. No employee of the Company holds by himself/ herself or along with his/ her spouse and dependent children, not less than two percent of the equity shares of the Company.
2. No employee of the Company is a relative of any Director or Manager of the Company.

Sd/
Rajesh Desai
Director
DIN: 08848625
Mumbai
Date: August 08, 2024

Sd/-
Suresh Ramamirtham
Chairman
DIN: 09299459

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 contacts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

1. Details of contacts or arrangements or transactions not at arm’s length basis:

| Sr no. | Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements/ transactions | Salient features of the contracts or arrangements or transactions including the value, if any | Justification for entering into such contracts or arrangements or transaction | Date(s) of approval by the Board | Amount paid as advances, if any | Date on which the special resolution was passed in general meeting as required under first provision to section 188 |
|--------|---|---|---|---|---|----------------------------------|---------------------------------|---|
| NIL | | | | | | | | |

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

| Sr. No. | Name(s) of the related party | Nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any (Rs. In crore) | Date(s) of approval by the Board, if any | Amount paid as advances, if any (Rs. In crore) |
|---------|---|-------------------------|---|--|---|--|--|
| 1. | OGD Services Holdings Limited | Subsidiary Company | Management Services provided | 12 Months | 8.13 | 29/05/2023 | NIL |
| 2. | Essar Investment Holdings Mauritius Limited | Associates | Management Services provided | 9 months | 7.47 | 29/05/2023 | NIL |
| 3. | Essar Investment Holdings Mauritius Limited | Associates | Reimbursement of expenses | 9 months | 14.58 | 29/05/2023 | NIL |
| 4. | Rajesh Desai | Executive Director | Managerial Remuneration | 12 months | 0.10 | 29/05/2023 | NIL |
| 5. | Vipin Jain | Chief Financial Officer | Managerial Remuneration | 12 months | 0.66 | 29/05/2023 | NIL |
| 6. | Nisha Barnwal | Company Secretary | Managerial Remuneration | 12 months | 0.06 | 29/05/2023 | NIL |
| 7. | Raichel Mathew | Director | Professional fees | 12 months | 0.11 | 29/05/2023 | NIL |
| 8. | Futura Travels Limited | Associates | Ticket charges paid | 12 months | 0.90 | 29/05/2023 | NIL |

| Sr. No. | Name(s) of the related party | Nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any (Rs. In crore) | Date(s) of approval by the Board, if any | Amount paid as advances, if any (Rs. In crore) |
|---------|--|------------------------|--|--|---|--|--|
| 9. | Essar Shipping Limited Employee Provident Fund Trust | Trust | Contribution of Employees Provident Fund | 12 months | 0.40 | 29/05/2023 | NIL |
| 10. | Essar Shipping DMCC | Subsidiary Company | Reversal of Provision of Impairment of receivables | 12 months | 9.12 | 29/05/2023 | NIL |
| 11. | Edwell Infrastructure Hazira Limited | Associates | Loan & advances given/repaid | 12 months | 50.12 | 29/05/2023 | NIL |
| 12. | Essar Steel Metal Trading Limited | Associates | Loan & advances given/repaid | 12 months | 8.00 | 29/05/2023 | NIL |
| 13. | IDH International Drilling Holdco Limited | Holding company | Loan & advances given/repaid | 12 months | 1,003.45 | 29/05/2023 | NIL |
| 14. | Essar Steel Metal Trading Limited | Associates | Loan & advances received | 12 months | 300.63 | 29/05/2023 | NIL |

Sd/
Rajesh Desai
Director
DIN: 08848625
Mumbai
Date: August 08, 2024

Sd/
Suresh Ramamirtham
Chairman
DIN: 09299459

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to subsidiary companies for the year ended 31 March 2024 are as follows:

(Rupees in crores except currency rates)

| Particulars | Energy II Limited, Bermuda | Essar Shipping DMCC, Dubai | OGD Services Holdings Limited, Mauritius |
|---|-------------------------------|-------------------------------|---|
| Reporting period for the subsidiary | 31 March, 2024 | 31 March, 2024 | 31 March, 2024 |
| Reporting currency | USD (\$) | USD (\$) | USD (\$) |
| Exchange rate as on the last date of the financial period | 83.3739 | 83.3739 | 83.3739 |
| * All figures are in Rs. crore | | | |
| Share capital (including share application money pending allotment) | 445.35 | 311.35 | 2,520.76 |
| Reserves & surplus | 122.75 | (723.76) | (3,709.93) |
| Total liabilities | 0.34 | 475.48 | 1,262.84 |
| Total assets | 568.45 | 63.07 | 73.67 |
| Turnover | - | 1.71 | 10.93 |
| Profit / (loss) before taxation | 51.54 | 6.70 | (125.08) |
| Provision for taxation | - | - | - |
| Profit / (loss) after taxation | 51.54 | 6.70 | (125.08) |
| % of shareholding | 73.08% | 100.00% | 100.00% |

*OGD Services Limited admitted into CIRP vide order dated February 09, 2023.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2023-24

In accordance with Regulation 34(3), Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto) ('Listing Regulations'), hereinafter referred to as SEBI Listing Regulations, the Board of Directors of the Company has pleasure in presenting the Company's report containing the details of governance systems and processes for the FY 2023-24.

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes that good Corporate Governance is essential to achieve long-term goals and enhance stakeholder's value. The Philosophy on Corporate Governance is aimed at attainment of highest level of transparency, accountability and compliance with laws in all facets of operations, leading to best standards. The Company ensures compliance with the requirements of Corporate Governance listed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations')

The Company believes that good ethics make good business sense and our business practices are in keeping with this spirit of maintaining the highest level of ethical standards. At Essar, we believe and continuously endeavour to achieve good governance through timely disclosures, transparency, accountability and responsibility in all our dealings with the employees, shareholders, clients and community at large. The Board of Directors represents the interest of the Company's Stakeholders and continuously strives for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance with the Code of Conduct adopted by the Company.

We are in compliance with the Corporate Governance requirements as mandated by the Listing Regulations in letter and in spirit. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations, for the year ended March 31, 2024 (year under review) and developments up to the date of this report are given below:

2. GOVERNANCE STRUCTURE

In order to have a robust governance, the Company has a multi-tiered governance structure which comprises of Board of Directors and various Committees of the Board at the apex level with Independent Directors forming majority and the Management structure at the operational level. The roles and responsibilities of every constituent of the system have been defined. The Board is the apex body constituted by the shareholders to oversee the Company's overall functioning. They are responsible for providing strategic supervision, overseeing the management performance and

governance of the Company on behalf of the shareholders and other stakeholders. The Board exercises independent judgement and plays a vital role in the oversight of the Company's affairs, while the Company's day to day affairs are managed by a competent management team under the overall supervision of the Board. The Board has constituted several Committees to focus on well-defined areas of responsibility, with a mandate to make time-bound recommendations.

This structure brings about a judicious blend in governance as the Board sets out the overall corporate objectives and provides direction and independence to the management to achieve these corporate objectives within a given framework. This paves the way to a conducive environment for value creation through sustainable profitable growth.

3. BOARD OF DIRECTORS

Composition:

The Board has a Non-Executive Chairman who is not related to promoter or person occupying management position at the level of Board of Directors or at one level below the Board of Directors of the Company and the numbers of independent Directors are one-third of the total numbers of Directors. None of the Directors on the Board is a Member in more than 10 Committees and Chairman of more than 5 Committees (as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the companies in which he is a Director.

Further, in terms of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015, Board of top 2000 listed entities w.e.f. April 01, 2020 shall comprises of at least six Directors. During the year there were 6 Directors on the Board of the Company in compliance with the Regulation 17 of SEBI (listing Obligations and Disclosure Requirement), 2015.

Attendance at Meetings:

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai and through Video Conferencing/Other Audio-Visual Means. The meetings and agenda items taken up during the meetings complied with the Companies Act, 2013 and Listing Regulations read with various circulars issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India ("SEBI").

During the financial year ended March 31, 2024 under review, the Board of Directors met 14 (Fourteen) times, that is on April 26, 2023, May 18, 2023, May 29, 2023, August 8, 2023, August 16, 2023, August 25, 2023, October 10, 2023, November 8, 2023, December 13, 2023, January 20, 2024, February 3, 2024, February 8, 2024, March 28, 2024. The gap between two meetings during the year did not exceed one twenty days.

The names and categories of the Directors on the Board,

ESSAR SHIPPING LIMITED

their attendance at Board Meetings during the year and at the last Annual General Meeting held on September 29, 2023, and also the number of Committee Memberships held by them in other public companies including the names of listed companies where the person is Director and the category of Directorship are given below:

| Name of the Director | Category | No. of Board Meetings attended during the year ended March 31, 2024 | Whether attended AGM held on September 29, 2023 | Names of Listed companies where the person is Director and the category of Directorship as on March 31, 2024 | No. of Committee positions held in other public Listed companies incorporated in India as on March 31, 2024 | | No. of Ordinary Shares held as on March 31, 2024 |
|------------------------|----------------------------|---|---|--|---|--------|--|
| | | | | | Chairman | Member | |
| Mr. Rajesh Desai | Non-Promoter Non-Executive | 14 | Yes | Nil | 0 | 0 | None |
| Mr. Suresh Ramamirtham | Independent Non-Executive | 13 | NA | Nil | 0 | 0 | None |
| Mr. Jayakumar | Independent Non-Executive | 14 | NA | Nil | 0 | 0 | None |
| Mr. Sunil Modak | Independent Director | 14 | Yes | Nil | 0 | 0 | None |
| Ms. Raji Chandrashekar | Independent Director | 13 | Yes | Nil | 0 | 0 | None |
| Ms. Raichel Mathew | Non-Promoter Non-Executive | 14 | Yes | Nil | 0 | 0 | None |

Notes:

- The Committees considered for the purpose of calculation of membership and/or chairmanship as mentioned above are those as specified in the Listing Regulations i.e. Audit Committee and Stakeholder Relationship Committee and our Company is not considered in the said calculation.

Other Provisions: Disclosure of relationships between Directors inter-se

The Company confirms that it did not have any material pecuniary relationship or transaction with any Non-Executive Director during the year ended March 31, 2024, except for the payment of Sitting Fees for attending the Board and/or the Committee meetings.

The information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being made available to the Board. The Audit Committee of the Board of Directors periodically reviews the compliance report submitted by the Chief Executive Officer regarding compliance with the various laws applicable to the Company. The Company has a succession plan in place for appointment to the board of Directors and senior management.

Code of Conduct

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. The said code of conduct has been posted on the website of the Company at [Essar Shipping Limited - Essar](#)

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Further, all the Board Members and Senior Management personnel have affirmed compliance with the said code of conduct for the year ended March 31, 2024. Necessary declaration to this effect signed by the Mr. Rajesh Desai, Director, forms a part of the Annual Report of the Company for the year ended March 31, 2024.

Familiarization programs for Independent Directors

The Company has a policy to keep the Independent Directors informed and updated about the business and operations of the Company as well as industries in which the Company operates, on a continuous basis. In addition to formal familiarization programs, the interactions between various functional heads and the Independent Directors are generally facilitated on regular basis after the meetings of the Board and the Committees.

The detail of such familiarization Programme conducted during the financial year 2023-24 can be accessed on the Company's website at [Essar Shipping Limited - Essar](#)

Maximum tenure of Independent Directors

In terms of the Act, Independent Directors shall hold office for a term of up to five consecutive years on the board of a company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's Report. The tenure of the Independent Directors is in accordance with the provisions of the Act.

4. VIGIL MECHANISM

With a view to provide for adequate safeguards against victimization of persons, the Company has established Vigil Mechanism (Whistle Blowing).

It is the policy of the Company to provide adequate safeguards against victimization of employees and not to allow retaliation against the employee who makes a good faith report about possible violation of Company's Code of Conduct. Suspected violation of this Code, evidence of illegal or unethical behavior may be reported to the CFO on designated email ID. All reported violations are appropriately investigated.

Employees are expected to fully cooperate in internal investigations of misconduct. Their identity shall be kept strictly confidential by the Company. In exceptional cases, employees can have direct access to Mr. Suresh Ramamirtham, Chairman of the Audit Committee, on the designated email id for the purpose of bringing to the attention of the Audit Committee any issues, questions, concerns or complaints they may have regarding accounting, internal accounting controls, auditing matters or other genuine concerns.

Essar at group level has implemented a whistle blower mechanism where an independent third party hotline has been authorized through KPMG Advisory Services Private Limited for reporting of protected disclosure through various channel. The service has also been extended to

the vendors and customers of the Company other than employees to ensure the fairness and transparency in the corporate affairs of the Company.

However, it may please be noted that the whistle blower policy previously adopted by the Company and hosted on its website remains unaltered. The hotline contact details have been suitable hosted on the Company website.

Details of the above mechanism are posted on Company's website [Essar Shipping Limited - Essar](#)

A chart or a matrix setting out the skills/expertise/competence of the Board of Directors:

| Sr. No. | Name of Director | Skills/Expertise/Competencies |
|---------|------------------------|--|
| 1. | Mr. Sunil Modak | Expertise in shipping administration and floating staff movement |
| 2. | Ms. Raji Chandrashekar | Expertise in Marketing & HR |
| 3. | Mr. Rajesh Desai | Finance & Accounts |
| 4.. | Mr. Jayakumar | Projects, Insurance & Procurement |
| 5.. | Mr. Suresh Ramamirtham | Expertise in Marketing, Operations, HR, and Finance |
| 6.. | Ms. Raichel Mathew | Finance & Accounts |

5. INDEPENDENT DIRECTORS:

Independent Directors play an important role in the Governance Processes of the Board. They bring their expertise and experience on the deliberations of the Board. This enriches the decision-making process at the Board with different points of view and experiences and prevents conflict of interests in the decision-making process.

The appointment of the Independent Directors is carried out in a structured manner. The Nomination & Remuneration Committee identifies potential candidates based on certain laid down criteria.

The Independent Directors have submitted their respective declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations and have confirmed that they do not hold Directorships exceeding the prescribed limit specified in the Listing Regulations. The Company has also issued formal appointment letters to all the Independent Directors in compliance with the Companies Act, 2013 read with the Rules issued thereunder.

The definition of 'Independence' of Directors is derived from Regulation 16 of the Listing Regulations and Section 149(6) of the Companies Act, 2013 as amended from time to time. Based on confirmation / disclosures received from Directors and on evaluation of the same, all Independent Directors, are Independent of the management, complies with the Provisions of Regulation 16 of the Listing Regulations and

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Section 149(6) of the Companies Act, 2013.

Further, Ms. Raji Chandrasekhar, resigned from the post of Independent Director wef 28th May, 2024, due to her personal commitments and she further confirmed that there is no material reason other than this.

6. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, in accordance with the provisions of Schedule IV (Code of Independent Director) of the Companies Act, 2013 and Regulation 25 (3) and (4) of Listing Regulations, the Independent Directors had a separate meeting on 8th February, 2024, without the attendance of Non-Independent Directors and members of the management, to discuss the following:

- Review and Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Review and Evaluation of the performance of the Chairman of the Company, taking into account the view of the Executive and Non-Executive Directors.
- Review and Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The following Independent Directors were present at the Meeting:

- Mr. Jayakumar
- Mr. Suresh Ramamirtham
- Mr. Sunil Modak
- Ms. Raji Chandrashekar

All Independent Directors of the Company were present at the said Meeting. They expressed satisfaction at the evaluation process, the Board's freedom to express views on the business transacted at the meetings and the openness with which the Management discussed various subject matters on the agenda of meetings.

Resignation/Retirement of an Independent Director:

No Independent Director has resigned from the position of Independent Director before the expiry of the tenure during the Financial Year 2023-2024.

7. PARTICULARS OF SENIOR MANAGEMENT:

| Sr. No. | Name of Senior Management Personnel | Category |
|---------|-------------------------------------|--|
| 1 | Mr. Vipin Jain | Chief Financial Officer |
| 2 | *Ms. Nisha Barnwal | Company Secretary & Compliance Officer |
| 3 | Ms. Rachana Trivedi | Company Secretary & Compliance Officer |

*There has been no change in Senior Management personnel since the close of the previous financial year till 31st March, 2024. However, Ms. Nisha Barnwal resigned from the post of Company Secretary w.e.f. 12th April, 2024 and Ms. Rachana Trivedi was appointed as a Company Secretary & Compliance Officer w.e.f. 13th April, 2024.

8. COMMITTEES OF THE BOARD:

The Board Committees play a vital role in strengthening the Corporate Governance practices, focus effectively on the issues, and ensure expedient resolution of diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors from time to time has constituted the following Committees, namely:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholder's Relationship Committee
- D. Corporate Social Responsibility Committee

A. AUDIT COMMITTEE

The composition of the Audit Committee as on March 31, 2024 is as follows:

| S. No. | Particular | Designation |
|--------|------------------------|-------------|
| 1. | Mr. Suresh Ramamirtham | Chairman |
| 2. | Mr. Sunil Modak | Member |
| 3. | Mr. Rajesh Desai | Member |

Statutory auditors, internal auditors and Chief Financial Officer attend the meetings of the Committee at the invitation of the Chairman. The Company Secretary acts as the Secretary of the Committee. All the members are financially literate and possess necessary expertise in finance or accounting or any other comparable experience or background.

The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regards composition of Audit Committee.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of the auditors of the Company;
3. Approval of payment to statutory auditors for any other

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services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub - Section 3 of Section 134 of Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by Management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investment;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage

and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post – audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee has also been granted powers as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

During the year under review, Audit Committee met 8 times on April 26, 2023, May 29, 2023, August 8, 2023, August 16, 2023, August 25, 2023, November 8, 2023, February 8, 2024 and February 28, 2024 with a gap of not more than four months. All the Audit committee meetings were held through video conferencing. All the requirements

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with respect to video conferencing meeting were adhered to during the Audit Committee meeting. The details of the meetings attended by the Directors are given below:

| Composition | Meeting Dates and Attendance | | | | | | | |
|---------------------------------|------------------------------|--------------|-------------|--------------|--------------|-------------|-------------|--------------|
| | April 26, 2023 | May 29, 2023 | Aug 8, 2023 | Aug 16, 2023 | Aug 25, 2023 | Nov 8, 2023 | Feb 8, 2024 | Feb 28, 2024 |
| Mr. Suresh Ramamirtham – Member | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| Mr. Sunil Modak- Member | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes |
| Mr. Rajesh Desai- Member | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |

B. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of Nomination and Remuneration Committee includes inter-alia to formulate evaluation criteria and recommend to the Board from time to time on matters such as candidates for induction on the Board, compensation structure for Managing Director/Chief Executive Officer, Whole-time Director and Key Managerial Personnel and other Senior Executives, and to administer and supervise the Employee Stock Option Scheme of the Company.

The detail of the composition and meetings of the Nomination and Remuneration Committee for the year ended March 31, 2024 are as follow:

| Composition | Meeting Dates and Attendance | |
|--------------------------------|------------------------------|----------------|
| | February 8, 2024 | March 28, 2024 |
| Mr. Sunil Modak- Chairman | Yes | Yes |
| Mr. Suresh Ramamirtham- Member | Yes | Yes |
| Ms. Raichel Mathew | Yes | Yes |

Remuneration Policy

The Nomination and Remuneration Committee of the Board is constituted in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee is fully empowered to frame compensation structure for Directors and its review from time to time.

Remuneration to Directors is paid as determined by the Board on recommendation of the Nomination and Remuneration Committee and subject to such approval of Shareholders as may be required in accordance with applicable provisions of the Companies Act, 2013 relating to managerial remuneration. The Company only pays sitting

fees to Independent Directors and Non-Executive Directors for attending meetings of the Board and Committees.

Acceptance of recommendations of committee by Board:

There were no instances where the Board of Directors had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year 2023-2024.

Performance Evaluation of Board and Directors

In line with the Corporate Governance Guidelines of your Company, annual performance evaluation was conducted for all Board Members, for Individual Director including Independent Directors, its Committees and Chairman of the Board. This evaluation was led by the Board as a whole on the basis of the parameters provided in the evaluation framework. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations. The Board evaluation was conducted through qualitative parameters and feedback based on ratings.

In view of the above, the Company conducted a formal Board Effectiveness Review as a part of its efforts to evaluate, identify improvements and thus enhance the effectiveness of the Board of Directors (Board), its Committees and individual Directors.

As per the requirement of Regulation 17(10) of Listing Regulations, the Board evaluated the Independent Directors of the Company. Their evaluation was based on their performance and their fulfillment of the independence criteria as specified in these regulations and their independence from the management.

Criteria for evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, during the year under review, the Board carried out the annual evaluation of its own performance. A structured questionnaire covering various aspects of functioning of the Board, Committees and Directors such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received. The Directors expressed their satisfaction with the evaluation process.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The term of reference of the Stakeholder's Relationship Committee include redressing shareholder and investor complaints like non – receipt of transfer and transmission of shares, non - receipt of duplicate share certificate, non - receipt of balance sheet, non - receipt of dividends etc. and to ensure expeditious share transfer process.

During the year under review, the Committee met once on February 08, 2024

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The Composition of the Stakeholders' Relationship Committee along with the details of the meetings attended by the Directors is given below:

| Names of Members | Category | No. of Meetings attended during the year ended March 31, 2024 |
|---------------------------|----------------|---|
| Mr. Rajesh Desai-Member | Non-Executive | 1 |
| Mr. Sunil Modak-Chairman* | Independent | 1 |
| Ms. Raichel Mathew* | Non- Executive | 1 |

Name and Designation of Compliance Officer: Ms. Nisha Barnwal, Company Secretary and Compliance Officer.

Status of Complaints received during the year ended March 31, 2024:

| Nature of Complaints | Received | Resolved | Pending |
|---|----------|----------|---------|
| Relating to Transfer, Transmission etc. and other/Miscellaneous | 54 | 54 | Nil |
| TOTAL | 54 | 54 | Nil |

Pending Transfers:

There were no pending transfers as on March 31, 2024.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, a Corporate Social Responsibility Committee consists of three Directors. The composition of committee as on March 31, 2024 is as follows:

- Mr. Rajesh Desai
- Mr. Sunil Modak
- Ms. Raichel Mathew

Terms of reference of the Corporate Social Responsibility Committee include formulating and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on the activities referred to in CSR Policy and monitoring the CSR Policy of the Company from time to time.

9. DETAILS OF REMUNERATION TO DIRECTORS

(Amount in Rupees)

| Name of Director | Basic Salary | Provident Fund | Allowances and other benefits | Sitting Fees | Total |
|------------------------|--------------|----------------|-------------------------------|--------------|----------|
| Mr. Rajesh Desai | 9,60,000 | - | - | - | 9,60,000 |
| Mr. Jayakumar | - | - | - | 4,50,000 | 4,50,000 |
| Mr. Suresh Ramamirtham | - | - | - | 6,00,000 | 6,00,000 |
| Mr. Sunil Modak | - | - | - | 5,90,000 | 5,90,000 |
| Ms. Raji Chandrashekar | - | - | - | 4,20,000 | 4,20,000 |
| Ms. Raichel Mathew | - | - | - | 4,70,000 | 4,70,000 |

During the year under review, no stock options were granted to any Director or employee of the Company. No Shares or Convertible Instruments are held by any Members of the Board except the Stock Options granted to the Executive Director(s) of the Company and its subsidiaries pursuant to the, 'Essar Shipping Employees Stock Option Scheme – 2011'.

Criteria of making payment to Non-Executive Directors

The Company has a policy on making payment of remuneration which includes criteria of making payments to non-executive Directors. The said policy is available on website of the Company and the same can be accessed through: [Essar Shipping Limited - Essar](#)

10. DISCLOSURES

- a) There were no transactions of material nature with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. However, the Company has annexed to the accounts a list of related parties as per IND AS-24 and the transactions entered into with them.
- b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL
- c) The Company has established a vigil mechanism (Whistle Blower Policy) for Directors and employees to report genuine concerns. The Whistle Blower Policy provides for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. No personnel has been denied access to the Audit Committee. A copy of the Whistle Blower Policy is available on the website of the Company: [Essar Shipping Limited - Essar](#)
- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

All the mandatory items of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, interalia as listed below, have been complied with and covered in this report:

- (i) Brief statement on Company's philosophy on code of governance;
- (ii) Board of Directors;
- (iii) Audit Committee;
- (iv) Nomination and Remuneration Committee;
- (v) Remuneration of Directors
- (vi) Stakeholders' Relationship Committee;
- (vii) General Body Meetings;

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(viii) Other Disclosures;

(ix) Means of Communication;

(x) General Shareholder Information.

e) Policy for determining 'material' subsidiaries

Details of the Policy for determining 'material' subsidiaries is available on the website and the link for the same is: [Essar Shipping Limited - Essar](#)

Details of the Policy for dealing with Related Party Transactions is available on the website and the link for the same is: [Essar Shipping Limited - Essar](#)

Board Disclosures:

The Company follows adequate procedures to inform Board members about the risk assessment and minimization procedures.

Prevention of Insider Trading

The Company has framed and implemented a Code on Prevention of Insider Trading in accordance with the Code prescribed by SEBI (Prohibition of Insider Trading) Regulation, 2015 and disclosed on the website of the Company viz.: [Essar Shipping Limited - Essar](#)

The President & CEO and the Chief Financial Officer have provided the Compliance Certificate to the Board of Directors as per regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2011 for the Financial Year Ended March 31, 2024.

11. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company continuously strives towards improving its Corporate Governance practices, whilst your Company is fully compliant with the mandatory requirements of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The status of compliance of non-mandatory requirements under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is as follow:

The Board

Mr. Suresh Ramamirtham, a Non-Executive Chairman is entitled to and also allowed reimbursement of expenses incurred in performance of his duties.

Shareholder Rights

The financial results of the Company for every quarter are extensively published in the newspapers and are also uploaded on the Company's website. The same are also sent to the shareholder on request.

Key Managerial Personnel

In accordance with the Section 203 of the Companies Act, 2013 and Rules made thereunder, the following persons are Key Managerial Personnel of the Company:

- a) Mr. Vipin Jain, Chief Financial Officer
- b) *Ms. Nisha Barnwal, Company Secretary and Compliance Officer
- c) * Ms. Rachana Trivedi, Company Secretary and Compliance Officer

* Ms. Nisha Barnwal resigned from the post of Company Secretary w.e.f. 12th April, 2024 and Ms. Rachana Trivedi was appointed as a Company Secretary & Compliance Officer w.e.f. 13th April, 2024.

CEO and CFO Certification:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajesh Desai, Executive Director and Mr. Vipin Jain, CFO have issued certificates to the Board of Directors which forms a part of the Annual Report of the Company for the year ended March 31, 2024.

Certificate from Company Secretary in Practice:

Mr. Mayank Arora of M/s. Mayank Arora & Co, Practicing Company Secretary has issued a certificate as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that none of Directors of the Company are debarred or disqualified from being appointed or to continue as Directors of the Company by the SEBI/Ministry of Corporate Affairs or any another Statutory Authority. **The said Certificate is enclosed as Annexure A**

Details total fees paid to statutory auditors:

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors are as follows:

| Particulars | Financial Year 2023-2024 (INR in Crores) |
|---|--|
| Audit fees | 0.24 |
| For other services (Certifications, etc.) | 0.03 |
| Reimbursement of Expenses | 0.01 |
| Total | 0.28 |

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12. GENERAL BODY MEETING

Details of the last three Annual General Meetings held from the year 2020-2021 to 2022-2023 are given below, in the ascending order:

| Year | Date, Day & Time | Venue | Details of the Special Resolutions passed in the AGM |
|---------|--------------------------------|--|--|
| 2020-21 | September 29, 2021 at 3:00 P.M | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | (i) Appointment of Mr. Jayakumar Rajaram (DIN: 09300654) as an Independent Director of the Company (ii) Appointment of Mr. Suresh Ramamirtham (DIN: 09299459) as an Independent Director of the Company; (iii) Approval for Related Party Transactions of the Company |
| 2021-22 | September 08, 2022 at 2:00 P.M | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | (i) Appointment of Mr. Sunil Modak (DIN: 09623865) as an Independent Director of the Company (ii) Appointment of Ms. Raji Chandrasekhar (DIN: 09623673) as an Independent Director of the Company (iii) To consider and approve the requests received from M/s. Imperial Consultants Limited for re-classification from 'Promoter and Promoter Group' category to 'Public' category (iv) Approval for Related Party Transactions of the Company |
| 2022-23 | September 29, 2023 | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | 1. Issue and allotment of Non-Convertible Debentures to Essar Steel Metal Trading Limited 2. Sale of overseas direct investments(ODI) and redemption of foreign currency convertible bonds(FCCBs) 3. To Consider and approve material Related Party Transaction (RPT) of sale of Overseas Direct Investments (ODI) 4. To Consider and approve limits prescribed under Section 186 of the Companies Act, 2013 |

Extraordinary General Meeting (EGM):

There were no Extraordinary General Meetings (EGMs) of the Company during the Financial Year 2023-24

Details of special resolution passed last year through postal ballot:

- Special Resolution passed through Postal Ballot in the Financial Year 2023-2024: NIL
- Person who conducted the postal ballot exercise: Not Applicable
- Whether any Special Resolution is proposed to be passed through Postal Ballot: NIL
- Procedure for Postal Ballot: NIL

13. MEANS OF COMMUNICATION:

| | |
|--|---|
| Quarterly / Half Yearly / Annual Financial Results and other Information about the Company | The Quarterly and Annual Financial Results are displayed on the Company's website: Essar Shipping Limited - Essar Published in newspapers such as Business Standard and Jai Hind in compliance with Listing Regulations |
| Presentation to Institutional Investors and to the Analyst | Press releases and presentations made to Institutional Investors and Analysts are displayed on the Company's website: Essar Shipping Limited - Essar |
| Management Discussion & Analysis | Forms part of the Annual Report, which is mailed to the Shareholders of the Company. |

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14. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting details

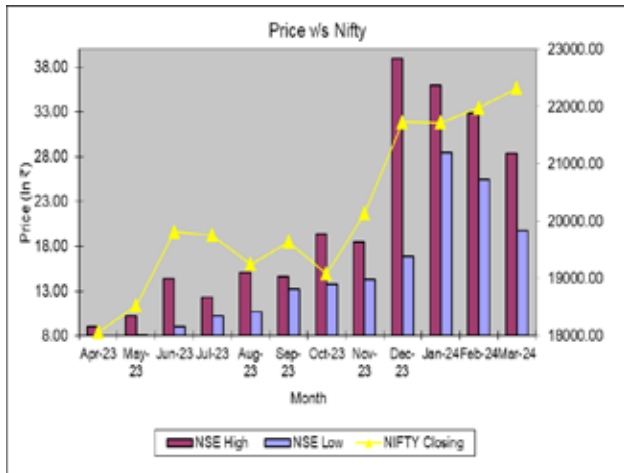
| | |
|---|---|
| Annual General Meeting for the Financial Year 2023 -24 | Thursday, September 26, 2024 |
| Venue | Video Conferencing (VC)/Other Audio-Visual Means (OAVM) as approved by the Statutory Authorities. Venue recorded at Essar House, 11 K.K. Marg, Mahalaxmi, Mumbai – 400034 |
| Time | 11.00 AM |
| Book Closure Dates | September 19, 2024 to September 26, 2024 (Both days inclusive) |
| Financial year: | 1 st April 2023 to 31 st March 2024 |
| Annual Listing fees | The Company hereby confirms that Annual Listing Fees for financial year 2023-24 is paid to BSE and NSE. |
| Stock Code | BSE: 533704 NSE: ESSARSHPNG ISIN for NSDL/CDSL: INE122M01019 |

Listing on Stock Exchanges: The Ordinary Shares of the Company are listed and available for Trading on BSE Limited and the National Stock Exchange of India Limited.

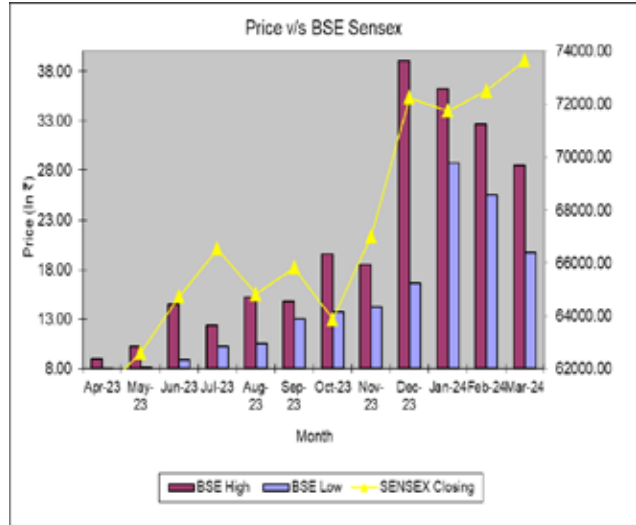
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex, Bandra East
Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001.

Performance of share price in comparison to BSE Sensex



Performance of share price in comparison to Nifty



Market price data (High/Low) during each month in the Year 2023-2024

| BSE Limited | | |
|----------------|---------|--------|
| Month | Highest | Lowest |
| April 2023 | 9.00 | 7.90 |
| May 2023 | 10.25 | 8.15 |
| June 2023 | 14.49 | 8.92 |
| July 2023 | 12.40 | 10.25 |
| August 2023 | 15.23 | 10.60 |
| September 2023 | 14.78 | 13.04 |
| October 2023 | 19.59 | 13.76 |
| November 2023 | 18.53 | 14.26 |
| December 2023 | 39.02 | 16.60 |
| January 2024 | 36.22 | 28.75 |
| February 2024 | 32.64 | 25.50 |
| March 2024 | 28.48 | 19.70 |

Scrip Code: 533704

| National Stock Exchange of India Limited | | |
|--|---------|--------|
| Month | Highest | Lowest |
| April 2023 | 9.00 | 8.00 |
| May 2023 | 10.30 | 8.10 |
| June 2023 | 14.40 | 9.05 |
| July 2023 | 12.35 | 10.25 |
| August 2023 | 15.10 | 10.70 |
| September 2023 | 14.60 | 13.25 |
| October 2023 | 19.40 | 13.75 |
| November 2023 | 18.50 | 14.25 |
| December 2023 | 38.95 | 16.85 |
| January 2024 | 36.00 | 28.50 |
| February 2024 | 32.90 | 25.50 |
| March 2024 | 28.45 | 19.75 |

Scrip Code: ESSARSHPNG

ESSAR SHIPPING LIMITED

Registrars and Share Transfer Agents

Data Software Research Company Private Limited

19, Pycrofts Garden Road,
Off. Haddows Road, Nungambakkam,
Chennai - 600 006
Ph.No.+91-44-28213738/28214487
Fax No.+91-44-28214636
E-mail: essar.shipping@dsrc-cid.in

Share Transfer System

In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories. Shareholders should communicate with M/s. Data Software Research Company Private Limited., the Company's Registrars and Transfer Agents (RTA) quoting their Folio No. or Depository Participant ID and Client ID No. for any queries to their securities. Requests for Dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

Disclosure of Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company does not have any significant exposure to commodities price risk and foreign exchange risk directly.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) - NA

Nomination Facility

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit to the R&T Agent of the Company the prescribed nomination form.

Distribution of Shareholding as on March 31, 2024

| No. of Equity Shareholders | No of Shareholders | % of Shareholders | Total No of Shares | % of Holding |
|----------------------------|--------------------|-------------------|--------------------|---------------|
| Upto 5000 | 111543 | 99.06 | 19824527 | 9.58 |
| 5001 to 10000 | 527 | 0.47 | 3984204 | 1.92 |
| 10001 to 20000 | 259 | 0.23 | 3942489 | 1.90 |
| 20001 to 30000 | 101 | 0.09 | 2559314 | 1.24 |
| 30001 to 40000 | 43 | 0.04 | 1519014 | 0.73 |
| 40001 to 50000 | 41 | 0.04 | 1960639 | 0.95 |
| 50001 TO 100000 | 47 | 0.04 | 3483667 | 1.68 |
| 100001 AND ABOVE | 36 | 0.03 | 169702218 | 81.99 |
| TOTAL | 112597 | 100.00 | 206976072 | 100.00 |

Dematerialisation of Shares as on March 31, 2024

| Mode | No. of Shares | No. of Folio | % |
|--------------|------------------|---------------|---------------|
| Physical | 2119786 | 44491 | 1.02 |
| Demat | 204856286 | 68106 | 98.98 |
| TOTAL | 206976072 | 112597 | 100.00 |

Disclosures with respect to demat suspense account/unclaimed suspense account:

Following is the details of shares in the demat suspense account or unclaimed suspense account, as applicable during the Financial Year 2023-2024:

| | |
|--|-----|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year | Nil |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; | Nil |
| Number of shareholders to whom shares were transferred from suspense account during the year | Nil |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year | Nil |
| That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. | Nil |

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity

As on March 31, 2022, the total outstanding Foreign Currency Convertible Bonds (FCCB) were 2400, 5% FCCBs (Series A and Series B) aggregating to USD 240,000,000. Series A FCCBs with original maturity on August 24, 2015 were extended to a term of 2 years ending on August 24, 2017 and a further term of 2 years ending on August 24, 2019 and Series B FCCBs with original maturity on August 24, 2017 and extension sought till August 24, 2019. The RBI approval for extension of maturity are in place.

An application for extension of term further by 2 years of FCCBs of Series A and Series B has further been made to RBI from August 24, 2019 to August 24, 2021 and the approval for the extension is pending from the Regulator amid pandemic. Further, an application for extension of the maturity term of FCCB was made to RBI on June 22, 2021 for extending the term of maturity by further two years i.e. from August 2021 to August 2023. Company has received email from RBI dated June 28, 2023 for a 'No objection' for extension of the maturity of FCCB till August 24, 2023. The Bond holder and Essar Shipping Limited ("ESL") had agreed to freeze the liability at INR Rs. 1537.62 crore vide letter dated August 31, 2017 in case the bonds get redeemed. Accordingly, ESL was to redeem the FCCBs at Rs. 1537.62 crores. The FCCBs were due for redemption on 24th August 2023 and the FCCB holder did not agree to extend the maturity of FCCBs any further. Accordingly, during the year

ESSAR SHIPPING LIMITED

2023-24, the company redeemed FCCBs aggregating to INR 1003.6 Crs by availing loan from group-company & from unrelated party. Balance FCCBs to be redeemed during the FY 2024-25.

Compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints.

The below table provides details of complaints received/ disposed during the financial year 2023-2024:

| | |
|---|-----|
| Number of complaints filed during the financial year | NIL |
| Number of complaints disposed of during the financial year | NIL |
| Number of complaints pending as on end of the financial year. | NIL |

Reconciliation and Share Capital Audit

As per the requirement of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018; a qualified practicing Company Secretary (M/s. V. Mahesh & Associates) carries out secretarial audit on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services 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.

Secretarial Audit

Mr. Mayank Arora, M/s. Mayank Arora & Co., Practicing Company Secretaries has conducted the secretarial Audit for the Financial Year 2023-2024. The Secretarial Audit Report is annexed with the Directors' Report.

Compliance Officer:

Ms. Rachana H Trivedi, Company Secretary

Designated Email ID for Investors/Members:

esl.secretarial@essarshipping.co.in

Registered Office:

EBTSL Premises, ER-2 Building (Admn. Bldg.), Salaya, 44 KM, P.O. Box No. 7, Taluka Khambhalia, Devbhumi Dwarka, Gujarat - 361 305

Corporate Office:

Essar House, 11, K. K. Marg, Mahalaxmi, Mumbai - 400 034
Tel: (022) 6660 1100, Fax: (022) 2354 4312
Email: esl.secretarial@essarshipping.co.in

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT TO THE MEMBERS OF THE ESSAR SHIPPING LIMITED

The Company has framed a specific code of Conduct for the members of the Board and the Senior Management Personnel of the Company pursuant to Regulation 34(3), Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to further strengthen Corporate Governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said code of conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended March 31, 2024.

For Essar Shipping Limited

Sd/-
Rajesh Desai
Director
DIN: 08848625
August 08, 2024

CEO & CFO CERTIFICATE

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
Essar Shipping Limited

Subject: Certificate on financial statements for the financial year ended March 31, 2024 pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

We, Mr. Rajesh Desai, Director and Mr. Vipin Jain, Chief Financial Officer, have reviewed the financial statements and the cash flow statement of the Company for the financial year ended March 31, 2024 and that to the best of our knowledge and belief, we hereby certify that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company'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 Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.
- (d) we have indicated to the Auditors and Audit Committee that:
 - (i) There are no significant changes in internal control over financial reporting during the year;
 - (ii) There are no significant changes in accounting policies during the year; and
 - (iii) There are no instances of significant fraud of which we are aware and which involve management or any employees, having significant role in the Company's internal control system over financial reporting.

For Essar Shipping Limited

**Sd/-
Rajesh Desai
Director
DIN: 08848625**

**Sd/-
Vipin Jain
Chief Financial Officer**

Mumbai, August 08, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant To Regulation 34(3) And Schedule V Para C Clause (10)(I) Of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

To,
The Members of
Essar Shipping Limited.
EBTSL Premises, ER-2 Building
(Admn. Building) Salaya 44 KM,
P.B. No 7 Taluka, Khambhalia,
Devbhumi Dwarka, Jamnagar, Khambhalia,
Gujarat, India, 361305

In our opinion and to the best of our information, verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) and according to our examination of the relevant records and information provided by **ESSAR SHIPPING LIMITED** ('the Company') and based on representation made by the Management of the Company for the period from 1st April, 2023 to 31st March, 2024 for the purpose of issuing a Certificate as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the LODR Regulations') read with Part C of Schedule V of the LODR Regulations, I hereby certify 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 Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority for the period as on 31st March, 2024.

| Sr. No. | Name of The Director | DIN No. | Designation | Date of Appointment |
|---------|------------------------|----------|---------------------|---------------------|
| 1 | Rajesh Dhirubhai Desai | 08848625 | Director | 30/09/2020 |
| 2 | Suresh Ramamirtham | 09299459 | Director | 31/08/2021 |
| 3 | Jayakumar | 09300654 | Director | 31/08/2021 |
| 4 | Sunil Bhargav Modak | 09623865 | Director | 08/09/2022 |
| 5 | Raichel Mathew | 09625593 | Director | 08/09/2022 |
| 6 | Vipin Jain | 10174107 | Whole-time director | 28/05/2024 |

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

For Mayank Arora & Co.,
Company Secretaries
(ICSI Unique Code: P2023MH094900)

Sd/-
Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378F001076883

Date: 29/08/2024
Place: Mumbai

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Board of Directors
Essar Shipping Limited.
EBTSL Premises, ER-2 Building
(Admn. Building) Salaya 44 KM,
P.B. No 7 Taluka, Khambhalia,
Devbhumi Dwarka, Jamnagar, Khambhalia,
Gujarat, India, 361305

I have examined all the relevant records of **ESSAR SHIPPING LIMITED** ('the Company') for the purpose of certifying compliance with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended March 31, 2024.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations except to the following:

1. Pursuant to regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the company was required to make disclosure of related party transactions after every six months on the date of publication of its standalone and consolidated financial results with effect from April 01, 2023; however the company has filed the related party transaction details with 1 (one) day delay for both half year ended i.e. March 31, 2023 and September 30, 2023, therefore the company has paid the relevant fine as levied by BSE and NSE within the relevant timeline and also applied for waiver of the same
2. Pursuant to regulation 18 (2)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the quorum for audit committee shall be either two members or one third of the members of the audit committee, whichever is greater, with atleast two independent directors; However audit committee meeting held on November 08, 2023 was attended by 2 (two) members i.e. one with Executive Director and other by Independent Director instead of 2 (two) independent director, Mr. Suresh Ramamirtham an Independent Director and Chairman of the Audit committee requested for leave of absence due to medical reason.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Mayank Arora & Co.,
Company Secretaries
(ICSI Unique Code: P2023MH094900)**

Sd/-
Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378F001076883

Date: 29/08/2024
Place: Mumbai

ESSAR SHIPPING LIMITED**INDEPENDENT AUDITOR'S REPORT****To the Members of Essar Shipping Limited****Report on the Audit of the Standalone Financial Statements****1. Opinion**

We have audited the Standalone Financial Statements of Essar Shipping Limited ("the Company"), which comprises of the balance sheet as at March 31, 2024, the statement of profit and loss (including Other Comprehensive Income), statement of cash flows and the statement of changes in equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information.

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 the 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, 2024, the loss (financial position including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit 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 Auditor's Responsibilities for the Audit of the Standalone 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

3. Material Uncertainty Related to Going Concern

We draw attention to Note No. 28 to the Standalone Financial Statements, which indicates that as on March 31, 2024, the Company has accumulated losses of

Rs. 6,892.16 crore as against capital and reserves of Rs. 5,217.92 crore. The Company has defaulted on several loans and some of the lenders of the Company's subsidiary (which has gone into liquidation) where the Company is a Guarantor, have filed application before the High Court / National Company Law Tribunals / Debt Recovery Tribunals for recovery of overdue amounts and / or enforcement of guarantees. The Company has disposed off most of its assets with a view to pay off its outstanding dues to lenders / vendors. The Company's current liabilities [including outstanding portion of Foreign Currency Convertible Bonds (FCCB) which have fallen due for redemption] exceed its current assets as on March 31, 2024. This indicates that a material uncertainty exists that may cast doubt on the Company's ability to continue as a going concern.

The Company, however, has represented that, as mentioned in Note No. 28 to the Standalone Financial Statements, the management is exploring various business opportunities for a future business build up including in-chartering in the shipping sector. The Company has earned operating income by way of hire charges and management fees and is taking steps to rectify the mismatch in working capital. In view of the above, the Company has prepared the accounts as a going concern.

Our opinion on the Standalone Financial Statements is not modified for the above matter.

4. Emphasis of Matter

- (i) We draw attention to our observations in paragraph 3 above whereby, in spite of several factors mentioned therein, the Standalone Financial Statements are prepared on "Going Concern" basis.
- (ii) We draw attention to Note No.9(A) of the Standalone Financial Statements relating to recognition of gain on settlement with one of the banks. In the preceding year, the Company had settled the loan with the said bank and paid the dues through monetisation of assets and recognised gain on settlement. Pending outstanding bank guarantee and pending group level settlement, 'No Due Certificate' was not received from the said bank till 31st March 2023. Post settlement, the Bank has assigned the said loan to Asset Reconstruction Company (Assignee Company).

During the year, the pending bank guarantee has been withdrawn. The Company does not expect any additional liability to devolve in this regard and is in the process of obtaining NOC from the Assignee Company.

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- (iii) We draw attention to Note No. 6(C) of the Standalone Financial Statements relating to write off of Rs. 66.99 crore out of amount of Rs. 369.81 crore (including accrued interest up to March 31, 2018) receivable in respect of revenue recognised in the financial year 2017-18 and shown as an exceptional item based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer. Post the year end, the Company entered into a settlement agreement with the charterer under Vivad se Vishwas Scheme under which the amount receivable including interest up to date is Rs. 302.82 crore. The balance irrecoverable amount of Rs. 66.99 crore has been written off and is shown as an Exceptional Item.
- (iv) We draw attention to Note No.9(A) of the Standalone Financial Statements relating to the FCCB amounting to Rs. 1,537.62 crore which have become due for repayment on August 24, 2023. During the year, the Company has made partial repayment of FCCBs to the tune of Rs.1003.45 crore by availing short-term loan. The balance amount of Rs. 534.17 crore, which has fallen due for repayment, is outstanding as at March 31, 2024. The Company is in the process of complying

with the procedures of the Reserve Bank of India in this regard.

- (v) We draw attention to Note No. 6(B) and 11 of the Standalone Financial Statements relating to netting off of Rs. 331.26 crore payable to a wholly owned overseas subsidiary with the amount receivable from the said subsidiary. This is subject to pending application and approval from the regulatory authorities.

Our opinion on the Standalone Financial Statements is not modified in respect of the above 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 of the current period. 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. In addition to the matters described in the Material Uncertainty Related to Going Concern paragraph, we have determined the matters described below to be the key audit matters to be communicated in our report:

| Key Audit Matter | Auditor's Response |
|--|--|
| <p>Going concern</p> <p>As on March 31, 2024, the Company has accumulated losses of Rs. 6,892.16 crore as against capital and reserves of Rs. 5,217.92 crore.</p> <p>Some of the Lenders of the Company's Subsidiary (which has gone into liquidation) where the Company is a Guarantor, have filed applications before the High Court / National Company Law Tribunal / Debt Recovery Tribunals for recovery of overdue amounts and / or enforcement of guarantees. The Company has disposed off most of its assets with a view to pay off its outstanding dues to lenders / vendors. The Company's current liabilities [including outstanding portion of Foreign Currency Convertible Bonds (FCCB) which have fallen due for redemption] exceeds its current assets as on March 31, 2024.</p> <p>(Refer Note No. 28 of Standalone Financial Statements). All these factors indicate that a material uncertainty exists that may cast doubt on the Company's ability to continue as a going concern.</p> | <p>Our audit included but was not limited to the following activities:</p> <ol style="list-style-type: none"> 1. Assessing management's steps being taken to meet liabilities as and when they become due for payment. 2. Obtained and evaluated the Company's plans to repay these loans (with interest) through communication letters and the extent of steps taken for the same. 3. Evaluating legal and other developments related to the Company and / or its subsidiaries based on Minutes of the Audit Committee and Board of Directors. <p>We found the key assumptions were supported by the available evidence. Based on the audit procedures performed, we found disclosures in the Standalone Financial Statements to be appropriate.</p> |

| Key Audit Matter | Auditor’s Response |
|---|--|
| <p>Evaluation of Litigation matters</p> <p>The Company has certain significant open legal proceedings for various matters with the Lenders of Company’s Subsidiary & Customers, continuing from earlier years (Refer Note No. 22 of Standalone Financial Statements)</p> | <p>Our audit included but was not limited to the following activities:</p> <p>Assessing management’s position through discussions with the management including review of external legal opinions obtained by the Company (where considered necessary) on both, the probability of success in the aforesaid cases and the magnitude of any potential loss.</p> <p>Discussion with the management on the development in these litigations during the year ended March 31, 2024.</p> <p>Review of the disclosures made by the Company in the Standalone Financial Statements in this regard.</p> <p>Obtaining representation letter from the management on the assessment of these matters (including the basis of the judgement).</p> |

Information other than the Standalone financial Statements and Auditor’s Report thereon

The Company’s Management and the Board of Directors is responsible for the preparation of the Other Information. The Other Information comprises of the information included in the Annual Report including its annexures, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our independent auditor’s report thereon. The Company’s annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the Standalone Financial Statements does not cover the Other Information and we will 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 the Other Information, we are required to report that fact.

Responsibilities of the management and those charged with governance for the Standalone Financial Statements

The Company’s Management and the 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, total comprehensive income, changes

in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent auditor’s report that includes our opinion.

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Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control systems 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 event 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 Standalone 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 independent auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial

Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Statements of the Company to express an opinion on the Standalone Financial Statements.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of Standalone 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 disclosures about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and

ESSAR SHIPPING LIMITED

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, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. The matters described under “Emphasis of Matter” paragraph and the Going Concern matter described under the “Material Uncertainty Related to Going Concern” paragraph, in our opinion, may have an adverse effect on the functioning of the Company.
- f. On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- g. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to Standalone Financial Statements.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.

- i. 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:

- a) The Company does not have any pending litigations on its financial position in its Standalone Financial Statements, other than as mentioned in Note No. 22 to the Standalone Financial Statements.
- b) The Company did not have any long-term contracts including derivative for which there were any material foreseeable losses.
- c) The Company is not required to transfer any amount to the Investor Education and Protection Fund during the ended March 31, 2024.
- d) i) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to accounts (refer Note no.31), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- i) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts (refer Note No.32), no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- ii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances nothing has come to our notice that

ESSAR SHIPPING LIMITED

has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- e) The Company has not declared or paid any dividend during the year.
- f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has the feature of recording audit trail (edit logs) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instances of audit trail feature being tampered with.

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration No.: 101961 W/W - 100036

Diwakar Sapre

Partner

Membership No. 040740

UDIN: 24040740BKEYGR5970

Place: Mumbai

Date: May 28, 2024

Annexure – A to the Independent Auditor’s Report

Referred to in Para 1 ‘Report on Other Legal and Regulatory Requirements’ in our Independent Auditor’s Report to the members of the Company on the Standalone Financial Statements for the year ended March 31, 2024.

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

- (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets.
 - (b) Property, plant and equipment have been physically verified by the management at the year end in accordance with a regular program of verification. The discrepancies noticed on such verification, which in our

opinion are not material, have been appropriately dealt with in the books of account.

- (c) Based on our examination of the registered sale deeds provided to us, we report that the title deeds of all the immovable properties, comprising of freehold land, are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment (including right-of-use assets) during the year. The Company does not have any intangible assets.
- (e) The Company does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) The Company does not hold any inventory throughout the year and therefore reporting under clause 3 (ii) of the Order is not applicable to the Company for the year under audit.
- (iii) During the year, the Company has not granted any fresh loans to its subsidiary companies. The details of balance outstanding at the balance sheet date in respect of loan to subsidiaries are as under:

(Rs. In crore)

| Particulars | Loan amount granted during the year | Closing balance as at March 31, 2024 |
|----------------------|-------------------------------------|--------------------------------------|
| Loan to subsidiaries | - | 834.09 (Fully impaired) |

The said loan has been fully impaired by the Company in its books of account. Other than the above, the Company has not given any loan, made any investments in, provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties. There are no loans that have fallen due during the year which have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment.

- (iv) The Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits or amounts deemed to be deposits to which directives of the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under apply. Accordingly, reporting under clause 3(v)

ESSAR SHIPPING LIMITED

of the Order is not applicable to the Company for the year under audit.

(vi) The Company is not required to maintain cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of section 148 of the Act. Accordingly, reporting under clause 3(vi) of the Order are not applicable to the Company for the year under audit.

(vii) (a) Except for delays ranging from 3 to 11 days in payment of Tax Deducted at Source, the Company has been generally regular in depositing undisputed statutory dues including provident fund, duty of customs, goods and service tax and other material statutory dues as applicable with appropriate authorities. There are no undisputed statutory dues outstanding as at March 31, 2024, for a period of more than six months from the date they became payable;

(b) The particulars of dues of Income Tax, Goods and Service tax, Duty of Customs and Duty of Excise or cess as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

(Rs. in Crore)

| Name of the Statute | Nature of Dues | Amount | Period to which the amount relates | Forum where the matter is pending |
|----------------------|----------------|--------|------------------------------------|-----------------------------------|
| Income Tax Act, 1961 | Income Tax | 14.98 | A.Y. 2011-12 | The High Court of Bombay |
| Income Tax Act, 1961 | Income Tax | 31.8 | A.Y. 2013-14 | The High Court of Bombay |
| Income Tax Act, 1961 | Income Tax | 75.25 | A.Y. 2016-17 | The High Court of Bombay |
| Income Tax Act, 1961 | Income Tax | 56.95 | A.Y. 2017-18 | The High Court of Bombay |
| Income Tax Act, 1961 | Income Tax | 73.63 | A.Y. 2018-19 | The High Court of Bombay |
| Income Tax Act, 1961 | Income Tax | 40.53 | A.Y. 2020-21 | Appeal with DRP |
| Income Tax Act, 1961 | Income Tax | 9.99 | A.Y. 2021-22 | Appeal with DRP |
| Income Tax Act, 1961 | Income Tax | 7.29 | A.Y. 1992-93 | The High Court of Bombay |

(viii) There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, (43 of 1961).

(ix) a) The Company has defaulted in redemption of Foreign Currency Convertible Bonds (FCCB), details of such defaults (including defaults continuing at the balance sheet date) are as under:

(Amount in Rs. Cr)

| Lender Name | Amount of default of principal as at the balance sheet date | Amount of default of interest as at the balance sheet date | Period of Default |
|--------------|---|--|-------------------|
| FCCB | 550.22 | - | 97 days |
| FCCB | 124.53 | - | 113 days |
| FCCB | 38.04 | - | 117 days |
| FCCB | 41.62 | - | 152 days |
| FCCB | 83.08 | - | 166 days |
| FCCB | 165.95 | - | 188 days |
| FCCB | 534.18 | - | 220 days * |
| Total | 1537.62 | - | |

b) As informed to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.

c) On an examination of records of the Company, we report that the term loans were applied for the purpose for which the loans were obtained.

d) On an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the Order is not applicable to the Company for the year under audit;

b) During the year, the Company has issued 3,20,00,000, 1% Secured, Redeemable unlisted, non convertible debentures of Face value of Rs.100 each (NCDs),

ESSAR SHIPPING LIMITED

aggregating to Rs. 320 Crore on a private placement basis. Accordingly, the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

- (xi) a) There are no instances of fraud by the Company or on the Company noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi company and therefore reporting under clause 3 (xii) of the Order is not applicable to the Company for the year under Audit.
- (xiii) The Company is in compliance with sections 177 and 188 of Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) a) In our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business.
- b) Based on the Internal Audit Reports made available to us, we have considered the observations of the internal auditors of the Company, in determining the nature, timing and extent of our audit procedures, for the year under audit.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, reporting under clause 3(xv) of the Order is not applicable to the Company for the year under audit.
- (xvi) a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of

India Act, 1934 and therefore, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.

- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable to the Company for the year under audit.
- (xvii) The Company has incurred cash losses of Rs. 19.16 Crore during the financial year before considering exceptional items. The Company has incurred cash losses of Rs. 72.31 Crore during immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors of the Company during the year and accordingly the reporting under clause 3(xviii) is not applicable to the Company for the year under audit.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that a material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; We, however, state that this is not an assurance as to the future viability of the company or otherwise.
- (xx) Considering that the Company does not have profits, provisions relating to Corporate Social Responsibility are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company for the year under audit.

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration No.: 101961 W/W - 100036

Diwakar Sapre

Partner

Membership No. 040740

UDIN: 24040740BKEYGR5970

Place: Mumbai

Date: May 28, 2024

ESSAR SHIPPING LIMITED

Annexure - B to the Independent Auditors' Report of even date on the standalone financial statements of Essar Shipping Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to financial statements of **Essar Shipping Limited** ("the Company") as of March 31, 2024, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements 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 ("Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating

effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control with respect to financial statements based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **C N K & Associates LLP**
Chartered Accountants

Firm Registration No.: 101961 W/W - 100036

Diwakar Sapre

Partner

Membership No. 040740

UDIN: 24040740BKEYGR5970

Place: Mumbai

Date: May 28, 2024

ESSAR SHIPPING LIMITED
Balance Sheet as at 31 March, 2024

(₹ in crore)

| Particulars | Note no. | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------|-------------------------|-------------------------|
| ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Property, plant and equipment | 2 | 3.07 | 3.69 |
| (b) Investments | 3 | 0.00 | 35.77 |
| (c) Financial assets | | | |
| - Other financial assets | 4 (A) | - | 4.16 |
| (d) Other non-current assets | 4 (B) | 0.10 | 1.04 |
| Total non-current assets | | 3.18 | 44.66 |
| 2 Current assets | | | |
| (a) Financial assets | | | |
| i. Investments in Mutual Funds | 5 (A) | 0.04 | 1.71 |
| ii. Trade and other receivables | 5 (B) | 5.73 | 1.37 |
| iii. Cash and bank balances | 6 (A) | 5.89 | 19.77 |
| iv. Loans | 6 (B) | 0.00 | 0.00 |
| v. Other financial assets | 6 (C) | 305.17 | 310.60 |
| (b) Other current assets | 7 | 6.38 | 3.42 |
| Total current assets | | 323.21 | 336.87 |
| TOTAL ASSETS | | 326.38 | 381.53 |
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Equity share capital | 8 (A) | 206.98 | 206.98 |
| Other Equity | | | |
| Reserves and surplus | 8 (B) | (1,881.22) | (1,810.45) |
| Total equity | | (1,674.24) | (1,603.47) |
| Liabilities | | | |
| 2 Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| i. Borrowings | 9 (A) | 622.74 | 398.19 |
| Total non-current liabilities | | 622.74 | 398.19 |
| 3 Current liabilities | | | |
| (a) Financial liabilities | | | |
| i. Short Term Borrowings | 9 (A) | 1,311.89 | 1,537.69 |
| ii. Trade payables | | | |
| - Total outstanding dues to micro and small enterprises | 9 (B) | - | 0.00 |
| - Total outstanding dues to creditors other than micro and small enterprises | 9 (B) | 18.48 | 32.94 |
| iii. Other financial liabilities | 9 (C) | 42.70 | 13.17 |
| (b) Employee benefit obligations | 10 | 2.56 | 2.65 |
| (c) Other current liabilities | 11 | 2.25 | 0.37 |
| Total current liabilities | | 1,377.88 | 1,586.82 |
| Total liabilities | | 2,000.62 | 1,985.00 |
| TOTAL EQUITY AND LIABILITIES | | 326.38 | 381.53 |

See accompanying notes forming part of the Standalone Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP

Chartered Accountants

Firm Registration No. : 101961 W/W-100036

Rajesh Desai

Director

(DIN: 08848625)

R Suresh

Director

(DIN: 09299459)

Diwakar Sapre

Partner

Membership No. 040740

Mumbai

28th May, 2024

Vipin Jain

Chief Financial Officer

Mumbai

28th May, 2024

Rachana Trivedi

Company Secretary

Membership No. ACS 62289

Standalone Statement of Profit and Loss for the year ended 31 March, 2024

(₹ in crore)

| Particulars | Note no. | Year ended 31 March, 2024 | As at 31 March, 2023 |
|--|----------|------------------------------|-------------------------|
| Income: | | | |
| Revenue from operations | 12 | 15.76 | 3.33 |
| Other income | 13 | 34.36 | 35.53 |
| Total Income | | 50.12 | 38.86 |
| Expenses: | | | |
| Operating expenses | 14 | 0.27 | 0.51 |
| Employee benefits expense | 15 | 7.61 | 3.65 |
| Finance costs | 16 | 46.95 | 94.65 |
| Depreciation | 2 | 0.74 | 0.22 |
| Other expenses | 17 | 14.45 | 12.36 |
| Total expenses | | 70.02 | 111.39 |
| Profit/ (loss) before exceptional items and tax | | (19.90) | (72.53) |
| Exceptional items | 18 | | |
| Income | | 15.72 | 1,751.97 |
| Expenses | | (66.99) | (13.19) |
| Profit/ (loss) after exceptional items and before tax | | (71.18) | 1,666.25 |
| Current tax | 19 | 0.83 | 26.46 |
| Profit/(loss) for the year after exceptional items | | (70.35) | 1,692.71 |
| Items that will not be reclassified subsequently to profit and loss account | | | |
| Actuarial gain / (loss) on remeasurement of the Defined Benefit Plans | | (0.41) | 0.17 |
| Total other comprehensive gain / (loss) for the year | | (0.41) | 0.17 |
| Total comprehensive profit / (loss) for the year | | (70.76) | 1,692.88 |
| Earnings per share before exceptional items (EPS) | | (0.92) | (2.23) |
| (b) Diluted (in | | (0.92) | (2.23) |
| Earnings per share after exceptional items (EPS) | | (3.40) | 81.78 |
| (b) Diluted (in | | (3.40) | 81.78 |

See accompanying notes forming part of the Standalone Financial Statements

As per our attached report of even date
For C N K & Associates LLP
 Chartered Accountants
 Firm Registration No. : 101961 W/W-100036

Diwakar Sapre
 Partner
 Membership No. 040740
 Mumbai
 28th May, 2024

For and on behalf of the Board
Rajesh Desai
 Director
 (DIN: 08848625)

Vipin Jain
 Chief Financial Officer
 Mumbai
 28th May, 2024

R Suresh
 Director
 (DIN: 09299459)

Rachana Trivedi
 Company Secretary
 Membership No. ACS 62289

Standalone Statement of Cash Flows for the year ended 31 March, 2024

(₹ in crore)

| Particulars | Year ended 31 March, 2024 | Year ended 31 March, 2023 |
|---|------------------------------|------------------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit / (Loss) before tax | (71.18) | 1,666.25 |
| Adjustments for : | | |
| Exceptional Items | | |
| - Reversal of Provision for impairment of loans & advances receivable from subsidiary (net) | (9.12) | (57.55) |
| - Write off of claims receivable | 66.99 | - |
| - Provision for Impairment of loans and advances receivable from Subsidiary | - | 13.19 |
| Gain on sale/Fair Vale of current investment measured at FVTPL | (0.04) | - |
| Gain on One Time Settlement | (6.60) | (1,694.42) |
| Other non-operating income | (17.23) | (4.55) |
| Depreciation | 0.74 | 0.22 |
| Finance costs | 46.95 | 94.65 |
| Interest income | (1.10) | (28.17) |
| Gain on sale of investment in a associate | (13.87) | - |
| Operating profit before working capital changes | (4.45) | (10.38) |
| Changes in working capital: | | |
| (Increase) / Decrease in trade receivables, loans and advances and other assets | (7.39) | 53.11 |
| Increase / (Decrease) in trade payables, other liabilities and short term provisions | (60.02) | (4.55) |
| Cash generated from operations | (71.86) | 38.19 |
| Income taxes refunded / (paid), net | 1.84 | 46.14 |
| Net cash generated from operating activities | (70.02) | 84.33 |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Payment of capital expenditure on Property, Plant and Equipment including capital advances and Capital Work in Progress | (0.12) | (3.77) |
| (Purchase) / Sale of Current Investments (Net) | 1.71 | (0.09) |
| Proceeds/(Investment) in Bank deposits | 18.26 | (11.79) |
| Proceeds from sale of investments | 49.64 | - |
| Intercompany deposits repaid back by Subsidiary | 9.12 | - |
| Interest received | 1.17 | 28.17 |
| Net cash (used in) / generated from investing activities | 79.76 | 12.52 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds to Deposits (net) | (2.68) | (0.03) |
| Proceeds from long-term loans | 292.37 | - |
| Proceeds from intercompany deposits | 8.42 | 403.67 |
| Proceeds from short-term loans | 778.11 | - |
| Repayment of intercompany deposits | (68.24) | (123.45) |
| Repayment of Long-term borrowings | (8.07) | (383.83) |
| Repayment of FCCBs | (1,003.45) | - |
| Repayment of short-term loans | (0.40) | - |
| Finance costs paid | (1.72) | - |
| Net cash used in financing activities | (5.66) | (103.64) |
| INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | 4.09 | (6.79) |
| Cash and cash equivalents at the beginning of the year | 0.71 | 7.50 |
| Cash and cash equivalents at the end of the year | 4.80 | 0.71 |

ESSAR SHIPPING LIMITED

Note:
Reconciliation between cash and cash equivalents and cash and bank balances.

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|---------------------------------|---------------------------------|
| Cash and cash equivalents as per cash flow statement | 4.80 | 0.71 |
| Add: Margin money deposits not considered as cash and cash equivalents as per Ind AS-7 | - | - |
| Cash and bank balances (Restricted and Unrestricted) | 4.80 | 0.71 |

Notes to the statement of cash flows and disclosure of non cash transactions:

- 1) The statement of cashflow is prepared in accordance with the format prescribed as per Ind-AS 7
- 2) In Part-A of Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in bracket indicate cash outflows.

See accompanying notes forming part of the Standalone Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W-100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
Mumbai
28th May, 2024

Vipin Jain
Chief Financial Officer
Mumbai
28th May, 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

ESSAR SHIPPING LIMITED
Standalone Statement of Changes in Equity for the period ended 31 March, 2024
A. Equity Share Capital
(1) For the year ended March 31, 2024

(₹ in crore)

| Balance as at April 1, 2023 | Changes in Equity Share Capital due to prior period errors | Restated balance as at the April 1, 2023 | Changes in equity share capital during the year 2023-24 | Balance as at March 31, 2024 |
|-----------------------------|--|--|---|------------------------------|
| 206.98 | - | 206.98 | - | 206.98 |

(2) For the year ended March 31, 2023

(₹ in crore)

| Balance as at April 1, 2022 | Changes in Equity Share Capital due to prior period errors | Restated balance as at the April 1, 2023 | Changes in equity share capital during the year 2022-23 | Balance as at March 31, 2023 |
|-----------------------------|--|--|---|------------------------------|
| 206.98 | - | 206.98 | - | 206.98 |

B. Other Equity
(1) For the year ended March 31, 2024

(₹ in crore)

| | Reserves and Surplus | | | | | | | | Total |
|---|----------------------|-------------------|------------------------------|-----------------------------------|--------------------------------|---------------------|-----------------|----------------------------|-------------------|
| | Securities Premium | Retained Earnings | Debenture Redemption Reserve | Share options outstanding reserve | Tonnage tax (utilised) reserve | Tonnage tax reserve | General reserve | Other comprehensive income | |
| Balance as on 1 April, 2023 | 3.36 | (6,821.80) | - | 0.61 | - | - | 5,001.38 | 6.00 | (1,810.45) |
| Changes in accounting policy or prior period errors | | | | | | | | | |
| Restated balance at the beginning of the current reporting period | | | | | | | | | |
| On Account of Adoption of Ind AS during the year | | | | | | | | | |
| Profit after tax for the year | | (70.35) | | | | | | | (70.35) |
| Other Comprehensive Income (Net of tax expenses) for the year | | | | | | | | (0.41) | (0.41) |
| Total Comprehensive Income for the current year | | (70.35) | | | | | | (0.41) | (70.76) |
| Transferred to General Reserve | | | - | | | | - | | |
| Balance as on 31 March, 2024 | 3.36 | (6,892.16) | - | 0.61 | - | - | 5,001.38 | 5.59 | (1,881.21) |

(2) For the year ended March 31, 2023

(₹ in crore)

| | Reserves and Surplus | | | | | | | | Total |
|---|----------------------|-------------------|------------------------------|-----------------------------------|--------------------------------|---------------------|-----------------|----------------------------|------------|
| | Securities Premium | Retained Earnings | Debenture Redemption Reserve | Share options outstanding reserve | Tonnage tax (utilised) reserve | Tonnage tax reserve | General reserve | Other comprehensive income | |
| Balance as on 1 April, 2022 | 3.36 | (8,514.52) | 101.17 | 0.61 | - | - | 4,900.22 | 5.83 | (3,503.33) |
| Changes in accounting policy or prior period errors | | | | | | | | | |
| Restated balance at the beginning of the current reporting period | | | | | | | | | |
| On Account of Adoption of Ind AS during the year | | | | | | | | | |
| Profit after tax for the year | | 1,692.71 | | | | | | | 1,692.71 |
| Other Comprehensive Income (Net of tax expenses) for the year | | | | | | | | 0.17 | 0.17 |
| Total Comprehensive Income for the current year | | 1,692.71 | | | | | | 0.17 | 1,692.88 |
| Transferred to General Reserve | | | (101.17) | | - | - | 101.17 | | |
| Balance as on 31 March, 2023 | 3.36 | (6,821.80) | - | 0.61 | - | - | 5,001.38 | 6.00 | (1,810.45) |

See accompanying notes forming part of the Standalone Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W-100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
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28th May, 2024

Vipin Jain
Chief Financial Officer
Mumbai
28th May, 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

ESSAR SHIPPING LIMITED

Notes forming part of the Standalone Financial Statements

Corporate information

Essar Shipping Limited (“the Company”) was incorporated in September 2010 and is listed on the Bombay Stock Exchange and National Stock Exchange in India. The Company is mainly engaged in fleet operating and chartering activities and operates international and coastal voyages. The Company has also directly and/or through its subsidiaries and associates invested in diverse business verticals viz. Fleet operating and chartering (tankers and dry bulkers), Oilfields services (land rigs and semi- submersible rig) and logistics services (trucks, trailers and tippers). The place of business of the Company is in Mumbai, India.

1. Significant accounting policies

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The company’s presentation and functional currency is Indian Rupees. All amounts in these financial statements, except per share amounts and unless as stated otherwise, have been rounded off to two decimal places and have been presented in crore.

All accounting policies used in the preparation of these financial statements are consistent with those used in the previous year.

Authorisation of Financial Statements: The Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 28th May, 2024.

Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value amount:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined Benefit Plans - Plan assets.

Going concern basis of accounting

These accounts have been prepared on a going concern basis.

In assessing the Company’s going concern status, the Management has taken account of:

- the financial position of the Company;
- anticipated future business performance;
- Expected settlement with lenders;
- its capital investment plans;
- the likelihood of any material adverse legal judgments.

Refer Note 28 for further details.

b) Use of estimates

The estimates and judgments 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. Differences between actual results and estimates are recognised in the period in which the results are known/materialised. The management believes that the

estimates used in the preparation of financial statements are prudent and reasonable.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Critical estimates and judgments

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgment are:

Estimation of Defined benefit obligation - refer note 10

Estimation of current tax expenses and Payable - refer note 19

Useful lives of property, plant and equipment- refer note 2

Impairment of investments in subsidiaries & associate – refer note 3 and 18

Going Concern- refer note 28

Contingent Liabilities – refer note 22

Fair Value measurement of financial instrument – refer note 20

c) Current versus non-current classification

The company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company’s normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

d) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

When significant parts of PPE are required to be replaced at intervals, company depreciates them separately based on their specific useful lives.

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

ESSAR SHIPPING LIMITED

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and changes if any are accounted in line with revisions to accounting estimates.

Capital Work in Progress:

Capital work in progress is stated at cost, net of impairment losses, if any.

Depreciation:

Depreciation on PPE is provided as per straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013

Assets costing less than Rs. 5,000/- are fully depreciated in the year of capitalization. Depreciation on additions/deductions to PPE made during the year is provided on a pro-rata basis from / up to the date of such additions /deductions, as the case may be.

The property plant and equipment acquired under finance lease is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

e) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

f) **Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

(A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

(A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset.

Short term lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard prospectively to its leases.

g) Impairment of non-financial assets

Non-financial assets other than inventories are reviewed at each standalone balance sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing is required for an asset or group of Assets, called Cash Generating Units (CGU), the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

h) Valuation of Inventory

Cost of Inventories includes all charges in bringing the inventories to their present location and condition, including octroi and other levies, transit insurance and receiving charges and excluding rebated and discounts, if any. Inventories are valued at the lower of cost determined on first-in-first-out basis and the net realisable value after providing for obsolescence and other losses, where considered necessary. Net realisable value is the estimated selling price in the ordinary course of business.

i) Revenue recognition

Fleet operating & chartering earnings represent the value of charter hire earnings, demurrage, freight earnings and fleet management fees, and are accounted on accrual basis in accordance with Ind AS 115. Freight earnings are recognised on a pro-rata basis for voyages in progress at standalone balance sheet date after loading of the cargo is completed and Bill of Lading is obtained. Revenues and related expenses for voyages where cargo has not been loaded as on the standalone

ESSAR SHIPPING LIMITED

balance sheet date are deferred and recognised in the following year. Normal credit period generally does not exceed 20-30 days.

The Company recognises revenue from contract with customers based on a five-step model as set out in Ind AS 115:

Step 1. Identify Contracts with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as a part of contract.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the Company satisfies a performance obligation.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Supervision and Management Fees

Revenue from sale of services is recognized on accrual basis as and when the related services are rendered as per the terms of the contract with the customer.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR).

Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

j) Fleet operating expenses

All expenses relating to the operation of the fleet including crewing, insurance, stores, bunkers, charter hire and special survey costs, are expensed under fleet operating expenses on accrual basis. Dry-docking expenses are amortised over 30 months.

k) Employee benefits

ESSAR SHIPPING LIMITED

i) Short term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences such as paid annual leave, and performance incentives.

ii) Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation determined actuarially by using Projected Unit Credit Method at the standalone balance sheet date.

iii) Post employment benefit plan

The Company (employer) and the employees contribute a specified percentage of eligible employees' salary- currently 12%, to the employer established provident fund "Essar Shipping Limited Employees Provident Fund" set up as an irrevocable trust by the Company. The Company is generally liable for annual contributions and any shortfall in the fund assets based on government specified minimum rates of return – currently @ 8.5%, and recognises such provident fund liability, considering fund as the defined benefit plan, based on an independent actuarial valuation carried out at every statutory year end using the Projected Unit Credit Method.

Provision for gratuity for floating staff is made as under:

- (i) For offshore officers on actuarial valuation.
- (ii) For offshore crew on accrual basis as per rules of the National Maritime Board and is charged to the Statement of Profit and Loss.

Contribution to defined contribution retirement benefit schemes are recognised as expense in the Statement of Profit and Loss, when employees have rendered services entitling them to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each standalone balance sheet date. Actuarial gains and losses are recognised in full in Other Comprehensive Income, for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and is otherwise amortised on a straight line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the standalone balance sheet represents the present value of the defined benefit obligation and is adjusted both for unrecognised past service cost, and for the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme, if lower.

iv) Employee Options

The fair value of the options granted under the value of the Company, Employee Option Plan is recognised as employee benefits expense with the corresponding increase in equity. The total amount to be expensed is determined by the reference to the fair value of the options granted:

- including any market conditions (e.g., the Company's share price)
- excluding the impact of any service and non-market performance vesting conditions (profitability, sales growth targets and remaining an employee of the Company over the specified period), and
- including the impact of any non-vesting conditions (e.g. the requirement for the employee to save or holding shares for the specific period of time)

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimate of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with the corresponding adjustments to equity.

ESSAR SHIPPING LIMITED

l) Foreign currencies

(i) Functional and presentation currency

The Company's financial statements are presented in Indian Rupee (INR), which is also the Company's functional and presentation currency.

(ii) Transaction and balances

Transactions in foreign currencies are translated into functional currency using the exchange rate at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the yearend exchange rates are generally recognised in Statement of Profit and loss. They are deferred in Equity if they relate to qualifying cash flow hedges. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the Company's net investment in that foreign operations.

Foreign exchanges differences regarded as adjustments to borrowing costs are presented in the statement of Profit and loss, within finance cost. All other foreign exchange gains and losses as presented in the Statement of Profit and loss on a net basis within other gains / (losses).

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

Non-monetary items that are measured in terms of historical cost in a foreign currency, are translated using exchange rates on dates of initial recognition.

Exchange differences relating to Long term foreign currency monetary items are accounted in terms of para D13AA of Ind-AS 101 as under:

- (i) In so far as they relate to the acquisition of a depreciable capital asset, such differences are added to/deducted from the cost of such capital asset and depreciated over the balance useful life of the asset
- (ii) In other cases, such differences are accumulated in "Foreign currency Monetary Items Translation differences account and amortised in the statement of Profit and loss over the balance useful life of the long term foreign currency monetary item.

m) Investment in Subsidiaries and Associates

Investments in subsidiaries and associates are recorded at cost and reviewed for impairment at each reporting date.

n) Provisions and Contingencies

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each standalone balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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 or 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 a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Standalone Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

o) Fair value measurement

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

p) Financial assets

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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. Trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, Fair Value through Other Comprehensive Income (FVTOCI) or Fair Value through Profit and Loss (FVTPL).

Financial Assets measured at amortised cost

Financial Assets such as trade and other receivables, security deposits and loans given are measured at the amortised cost

ESSAR SHIPPING LIMITED

if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of profit and loss.

Financial Assets measured at FVTOCI

A Financial Asset is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI).

Financial Assets measured at FVTPL

FVTPL is a residual category for Financial Assets excluding investments in subsidiary and associate companies. Any Financial Asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and loss.

Derecognition

A financial Asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - a) The Company has transferred substantially all the risks and rewards of the asset, or
 - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all Financial Assets (other than Financial Assets measured at FVTOCI) and equity investments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of Financial Assets measured at FVTOCI and that are accumulated in OCI are reclassified to Statement of Profit And Loss on de-recognition. Gains or losses on equity investments measured at FVTOCI that are recognized and accumulated in OCI

are not reclassified to Statements of Profit and Loss on de-recognition.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets measured at FVTOCI.

In case of other assets (listed as a) above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

q) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and 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, and derivative financial instruments.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at FVTPL.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Financial liabilities at amortized cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

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 de-recognition 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 and Loss.

Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of

fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken through Statement of Profit and Loss.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Standalone balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

Foreign currency convertible bonds (FCCBs)

FCCBs are separated into liability and equity components based on the terms of the contract. On issuance of the FCCBs, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are apportioned between the liability and equity components of the FCCBs based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Offsetting of Financial Assets and Liabilities

In accordance with Ind AS 32, Financial Assets and Financial Liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

r) Taxes on income

Current tax is the amount of tax payable as per special provisions relating to income of shipping companies under the Income Tax Act, 1961 on the basis of deemed tonnage income of the Company and tax payable on other taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Standalone balance sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Standalone Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is

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probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Further, the Company is paying taxes on the basis of deemed tonnage income therefore there is no impact on deferred tax.

s) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including and excluding the post-tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including and excluding the post-tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

t) Cash and Cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank Overdrafts are shown within borrowings in current liabilities in Standalone balance sheet.

u) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and 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.

v) Segment reporting

Operating segments are defined as components of an enterprise for which available discrete financial information is evaluated based on a single operating segment "Shipping", regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

w) Exceptional items

When items of income or expense are of such nature, size or incidence that their disclosure is necessary to explain the performance of the Company for the year, the Company makes a disclosure of the nature and amount of such items separately under the head "Exceptional Items".

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2. Property, plant and equipment

| Particulars | Land (₹ in crore) | Buildings (₹ in crore) | Fleet (₹ in crore) | Furniture and fixtures (₹ in crore) | Vehicles (₹ in crore) | Office equipment (₹ in crore) | Total (₹ in crore) |
|---------------------------------|----------------------|---------------------------|-----------------------|---|--------------------------|-------------------------------------|-----------------------|
| Gross Block | | | | | | | |
| As at 01.04.2022 | 0.13 | 2.21 | 83.79 | 0.11 | 0.03 | 0.43 | 84.18 |
| Additions | - | - | 3.75 | - | - | 0.02 | 3.77 |
| Dry-docking capitalised | - | - | - | - | - | - | - |
| Exchange differences | - | - | - | - | - | - | - |
| Disposals/retirement | - | - | - | - | - | - | - |
| As at 31.03.2023 | 0.13 | 2.21 | 87.54 | 0.11 | 0.03 | 0.45 | 49.12 |
| Additions | - | - | - | - | - | 0.13 | 0.13 |
| Dry-docking capitalised | - | - | - | - | - | - | - |
| Exchange differences | - | - | - | - | - | - | - |
| Disposals/retirement | - | - | (38.84) | - | - | - | (38.84) |
| As at 31.03.2024 | 0.13 | 2.21 | 48.70 | 0.11 | 0.03 | 0.57 | 49.24 |
| Accumulated Depreciation | | | | | | | |
| As at 01.04.2022 | - | 2.21 | 83.78 | 0.11 | 0.03 | 0.42 | 84.04 |
| Additions | - | - | 0.21 | - | - | 0.01 | 0.22 |
| Disposals/retirement | - | - | - | - | - | - | - |
| As at 31.03.2023 | - | 2.21 | 84.00 | 0.11 | 0.03 | 0.43 | 84.27 |
| Additions | - | - | 0.71 | - | - | 0.03 | 0.74 |
| Disposals/retirement | - | - | (38.84) | - | - | - | - |
| As at 31.03.2024 | - | 2.21 | 45.88 | 0.11 | 0.03 | 0.46 | 46.17 |
| Net Block | | | | | | | |
| As at 31.03.2023 | 0.13 | - | 3.54 | - | - | 0.02 | 3.69 |
| As at 31.03.2024 | 0.13 | - | 2.82 | - | - | 0.12 | 3.07 |

(I) Assets given as security for borrowings

Land owned by the Company have been given to lenders as security for borrowing facility.

ESSAR SHIPPING LIMITED
3 Non-current investments

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| a) Investments in equity shares of subsidiaries (unquoted, fully paid up, at cost) | | |
| 39,037,276 (previous year 39,037,276) Equity shares of US\$ 1 each of Energy II Limited [Refer Foot note (ii)] | 175.36 | 175.36 |
| Less: Provision for impairment | (175.36) | (175.36) |
| 137,122 (previous year 137,122) Equity shares of AED 1,000/- each of Essar Shipping DMCC, Dubai [Refer Foot note (i) and (ii)] | 252.66 | 252.66 |
| Less: Provision for impairment | (252.66) | (252.66) |
| 246,600,001 (previous year 246,600,001) Equity shares of US\$1/- each of OGD Services Holdings Limited [Refer Foot note (ii)] | 4,747.78 | 4,747.78 |
| Less: Provision for impairment | (4,747.78) | (4,747.78) |
| Total (a) | - | - |
| b) Investments in equity shares of associate (unquoted, fully paid up, at cost) | | |
| Nil (previous year 35,770,000) Equity shares of ₹10/- each of Arkay Logistics Limited | - | 35.77 |
| 460 (previous year Nil) Equity shares of ₹100/- each of DrillXplore Service Private Limited (₹ 46,000/-only) | 0.00 | - |
| Less: Provision for impairment | (0.00) | - |
| Total (b) | - | 35.77 |
| c) Investments in equity shares - others (unquoted, fully paid up, at cost) | | |
| 2,500 (previous year 2,500) Equity shares of ₹10/- each of Ultra LNG Haldia Limited (₹ 25,000/-only) | 0.00 | 0.00 |
| Total (c) | 0.00 | 0.00 |
| d) Investments in preference shares of subsidiaries (unquoted, fully paid up, at cost) | | |
| 20,723,227 (previous year 20,723,227) 0.01% compulsory convertible preference shares of US\$ 10 each of OGD Services Holdings Limited | 1,326.80 | 1,326.80 |
| Less: Provision for impairment | (1,326.80) | (1,326.80) |
| Total (d) | - | - |
| Total (a+b+c+d) | 0.00 | 35.77 |
| Aggregate amount of unquoted non - current investments | 6,502.60 | 6,538.37 |
| Less: Aggregate amount of provision for impairment other than temporary in value of investments | (6,502.60) | (6,502.60) |
| Total non-current investments | 0.00 | 35.77 |

Foot notes:

- i) 51% equity shares of Essar Shipping DMCC have been pledged with Mashreq Bank (being a trustee) for SBLC facility availed by Essar Shipping DMCC, which is assigned by Yes Bank to JC Flower Asset Reconstruction Pvt. Ltd. SBLC has been invoked and the same is settled.
- ii) Investments in equity shares of Energy II Limited, Essar Shipping DMCC (49%) and equity and preference shares of OGD Holdings Services Limited are given security against loan availed during the year. Refer Note [9(A)(b)].
- iii) The company has impaired its investments in its subsidiaries during FY 2020 during covid 2019 pandemic period based on valuation report. In FY 2024, with the prior approval of shareholders, the company attempted to sell its stake in these subsidiaries to a related party. However, the transaction did not get completed within the anticipated timelines as approved in the AGM. The company plans to approach its shareholders seeking extension of time to complete the sale. Post such approval, as and when the sale of the subsidiaries is concluded, the company would recognize the income / book profits, based on the valuation of the relevant subsidiaries.

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4 (A) Other financial assets (Non-current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Bank deposits held as margin money, pledged against certain Bank Guarantee | - | 4.16 |
| Total other non-current assets | - | 4.16 |

4 (B) Other non-current assets

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Income tax assets | 0.10 | 1.04 |
| Total other non-current assets | 0.10 | 1.04 |

5 (A) Current investments

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Investment in Mutual Funds (quoted) | | |
| Investment carried at Fair value through Profit & Loss | | |
| SBI Liquid Fund Direct Growth 97.594 (Previous Year 4,839.217) Units of SBI Liquid Fund Direct Growth of Face Value ₹ 1,000 | 0.04 | 1.71 |
| Total current investments | 0.04 | 1.71 |
| Aggregate amount of quoted investment at cost | 0.03 | 1.59 |
| Aggregate amount of quoted investment at market value | 0.04 | 1.71 |

5 (B) Trade and other receivables

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Trade receivables considered good - secured | - | - |
| Trade receivables considered good - unsecured | 5.73 | 1.37 |
| Trade receivables which have significant increase in credit risk | 0.16 | 0.75 |
| Trade receivables - credit impaired | - | - |
| Less : Loss allowance | (0.16) | (0.75) |
| Total trade and other receivables | 5.73 | 1.37 |

| Particulars | Outstanding as on 31-03-2024 for following periods from due date of payment | | | | | Total |
|---|--|----------------------|-------------|--------------|--------------|-------------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade receivables – considered good | 3.65 | 2.08 | - | - | - | 5.73 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | 0.16 | - | - | 0.16 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| less: Loss allowance | - | - | - | - | - | (0.16) |
| Total | 3.65 | 2.08 | 0.16 | - | - | 5.73 |

| Particulars | Outstanding as on 31-03-2023 for following periods from due date of payment | | | | | Total |
|--|---|-------------------|-----------|-----------|-----------|-------------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade receivables – considered good | 1.37 | - | - | - | - | 1.37 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | 0.25 | 0.50 | - | - | - | 0.75 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| less: Loss allowance | - | - | - | - | - | (0.75) |
| Total | 1.62 | 0.50 | - | - | - | 1.37 |

6 (A) Cash and bank balances

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|------------------------------------|------------------------------------|
| <u>Cash and Cash equivalent</u> | | |
| Balances with banks | 0.93 | 0.71 |
| Fixed Deposits with banks (maturity less than 3 months) | 3.87 | 19.06 |
| <u>Other bank balances</u> | | |
| Fixed Deposits with banks | 1.09 | - |
| Total Cash and bank balances | 5.89 | 19.77 |

6 (B) Loans (Current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|------------------------------------|------------------------------------|
| Unsecured loan and advances to related parties | | |
| Loan to subsidiaries (including interest accrued thereon) (refer note 27)* | 834.09 | 843.21 |
| Less: adjusted against payable to subsidiary company (Current Liabilities - Note 11) | (331.26) | (331.26) |
| Less: Provision for Impairment | (502.83) | (511.95) |
| Total loans (Current) | 0.00 | 0.00 |

* The Company had issued Stand by Letter of Credit (SBLC) to foreign subsidiary company in earlier year for availing term loan for buying vessels. Due to default by the subsidiary Company, their respective banks have invoked the SBLC and made payment on behalf of the subsidiary company. The said amount has been shown as receivable from subsidiary company and company has charged the interest on said receivables. Further, the provision for impairment has been made in respect thereof because recovery of the money is not foreseeable.

6 (C) Other financial assets (current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|------------------------------------|------------------------------------|
| Interest accrued on fixed deposits | 0.07 | 0.06 |
| Security deposits | 0.52 | 0.50 |
| Other receivables (See Note Below) | 304.58 | 310.04 |
| Total other financial assets (current) | 305.17 | 310.60 |

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Recognition of revenue amounting to ₹ 369.81 crore (including accrued interest up to 31st March 2018) in the financial year 2017-18, based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer out of which ₹ 302.81 crore remains outstanding receivable as on 31st March 2024. Post the year end, the company has signed a settlement agreement with Steel Authority of India Limited (SAIL) under the Vivad Se Vishwas Scheme - II. As per the Scheme, the company will receive 65% of original claim amount plus interest which was accounted as exceptional item in the earlier year. Irrecoverable amount of ₹ 66.99 crores has been charged to Profit & Loss account as on 31st March, 2024 as an exceptional item.

Other financial assets (Non-current)

| Particulars | As at | As at |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Bank deposits held as margin money, pledged against certain Bank Guarantee | - | 4.16 |
| Total other financial assets - Non-current | - | 4.16 |

7 Other Current assets

| Particulars | As at | As at |
|-----------------------------------|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Income taxes (Net) | - | 0.07 |
| Balances with revenue authorities | 5.33 | 3.35 |
| Other advances | 1.05 | - |
| Total other current assets | 6.38 | 3.42 |

Note: All above other current assets considered good and recoverable in future.

8 Equity Share capital and other equity

8 (A) Equity Share Capital

| Particulars | As at | | As at | |
|---|--------------------|---------------|--------------------|---------------|
| | 31 March, 2024 | | 31 March, 2023 | |
| | Number | ₹ in crore | Number | ₹ in crore |
| Authorised equity share capital | | | | |
| Equity shares of ₹10/- each | 500,000,000 | 500.00 | 500,000,000 | 500.00 |
| Preference shares of ₹10/- each | 150,000,000 | 150.00 | 150,000,000 | 150.00 |
| | 650,000,000 | 650.00 | 650,000,000 | 650.00 |
| Issued, subscribed and fully paid up | | | | |
| Equity shares of ₹ 10/- each | 206,976,072 | 206.98 | 206,976,072 | 206.98 |
| Issued during the year | - | - | - | - |
| Total | 206,976,072 | 206.98 | 206,976,072 | 206.98 |

(i) Movements in equity share capital

| Particulars | As at | | As at | |
|---|--------------------|---------------|--------------------|---------------|
| | 31 March, 2024 | | 31 March, 2023 | |
| | Number | ₹ in crore | Number | ₹ in crore |
| Opening balance | 206,976,072 | 206.98 | 206,976,072 | 206.98 |
| Issue during the year of shares during the year | - | - | - | - |
| Closing balance | 206,976,072 | 206.98 | 206,976,072 | 206.98 |

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Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of the equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

| Particulars | As at 31 March, 2024 | | | As at 31 March, 2023 | | |
|---|-------------------------|---------------|---------------|-------------------------|---------------|---------------|
| | Number | ₹ in crore | % | Number | ₹ in crore | % |
| a) Shares held by holding company/ultimate holding company, their subsidiaries and associates | | | | | | |
| Essar Shipping Mauritius Holdings Limited, the immediate holding company | 124,362,408 | 124.36 | 60.09% | 124,362,408 | 124.36 | 60.09% |
| Essar Investment Holdings Mauritius Limited, Mauritius (FKA as Essar Ports & Shipping Limited, Mauritius, the holding company)* | 33 | 0.00 | 0.00% | 33 | 0.00 | 0.00% |
| IDH International Drilling Holdco Limited, Cyprus, the intermediate holding company | 21,406,365 | 21.41 | 10.34% | 21,406,365 | 21.41 | 10.34% |
| | 145,768,806 | 145.77 | 70.43% | 145,768,806 | 145.77 | 70.43% |
| *Amount ₹ 330.00 (previous year ₹ 330.0) | | | | | | |
| b) Others | | | | | | |
| India Opportunities Growth Fund Limited | 17,644,450 | 17.64 | 8.52% | 17,644,450 | 17.64 | 8.52% |
| | 17,644,450 | 17.64 | 8.52% | 17,644,450 | 17.64 | 8.52% |

| S. No | Shares held by Promoters at end of the year Promoter Name | As on 31st March, 2024 | | As on 31st March, 2023 | | % Change during the year |
|-------|---|------------------------|-------------------|------------------------|-------------------|--------------------------|
| | | No of shares ** | % of total shares | No of shares ** | % of total shares | |
| 1 | Essar Shipping Mauritius Holdings Limited, Mauritius | 124,362,408 | 60.09% | 124,362,408 | 60.09% | 0.00% |
| 2 | IDH International Drilling Holdco Limited, Cyprus | 21,406,365 | 10.34% | 21,406,365 | 10.34% | 0.00% |
| 3 | Essar Investment Holdings Mauritius Limited, Mauritius (FKA as Essar Ports and Shipping Limited, Mauritius) | 33 | 0.00% | 33 | 0.00% | 0.00% |
| 4 | Imperial Consultants and Securities Limited, India | 6,878,409 | 3.32% | 6,878,409 | 3.32% | 0.00% |

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8 (B) Reserves and surplus

| Particulars | As at | As at |
|-----------------------------------|-------------------|-------------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Share options outstanding account | 0.61 | 0.61 |
| Securities Premium | 3.36 | 3.36 |
| General reserve | 5,001.38 | 5,001.38 |
| Retained earnings | (6,892.16) | (6,821.80) |
| Other Comprehensive Income | 5.59 | 6.00 |
| Total Reserves and surplus | (1,881.22) | (1,810.45) |

Share options outstanding reserve

This reserve contains the intrinsic value of unvested employee stock options.

Securities Premium

The amount received in excess of face value of the Equity shares is recognised in Securities Premium. In case of Equity - Settled share based payment transactions, the difference between fair value on grant date and nominal value of shares is accounted as Securities Premium.

General reserve

These were transferred to the Company at the time of its demerger from Essar Shipping Ports & Logistics Limited.

Retained earnings

Retained earnings are the profits/ (losses) that the Company has earned/ incurred till date, less any transfer to General Reserve, Tonnage Tax Reserve, Dividend, Debenture Redemption Reserves or other distribution to Shareholders.

Other Comprehensive Income

These are actuarial gains / (losses) on employee benefit obligations.

9 (A) Borrowings
Long - term borrowings

| Particulars | Non - current | | Current | |
|---|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Secured | | | | |
| (a) Debentures | | | | |
| 1%, 3,20,00,000 (previous year Nil) non convertible debentures of ₹100 each, secured by first charge on Arbitration award receivable from Steel Authority of India Limited (SAIL) [refer foot note (a)] | 320.00 | - | - | - |
| (b) Term loans | | | | |
| (i) from banks | | | | |
| Rupee term loan | - | - | - | - |
| (ii) from others | | | | |
| Rupee term loans | 296.74 | 392.18 | 777.71 | 0.07 |
| (Subservient charge on movable fixed assets and current assets of the Company by way of Hypothecation, Demand Promissory notes) | | | | |
| (Secured by first charge on proceeds from the sale of borrowers investments held under subsidiaries) [refer foot note (b) and foot note (ii) of Note 3] | | | | |
| Total secured loans [A] | 616.74 | 392.18 | 777.71 | 0.07 |

| | | | | |
|---|---------------|---------------|-----------------|-----------------|
| Unsecured Bonds | | | | |
| (a) Foreign currency convertible bonds (FCCBs) [refer note (d) below] | - | - | 534.18 | 1,537.62 |
| (b) Others | 6.00 | 6.00 | - | - |
| Total unsecured loans [B] | 6.00 | 6.00 | 534.18 | 1,537.62 |
| Total [A+B] | 622.74 | 398.19 | 1,311.89 | 1,537.69 |
| Less: Amount disclosed under the head 'Short term borrowings' | - | - | (1,311.89) | (846.55) |
| Total Long - term borrowings | 622.74 | 398.19 | - | 691.14 |

Foot notes:-
Repayment terms:

a) Secured debentures: 1%, 3,20,00,000 debentures issued on 13 December 2023 were redeemable at the option of issuer. Debentures issued on preferential basis by conversion of outstanding unsecured loan into NCDs in one or more tranches to the extent of ₹ 320 crores. The same is secured by Arbitration award amount receivable from SAIL. In the subsequent year, the company entered into One Time Settlement agreement under Vivaad Se Vishwas Scheme with SAIL wherein the Arbitration award amount was settled at 65% of award amount which is approximately ₹ 302 crores. Basis the settlement and mutual agreement with debenture holders, debentures upto ₹ 302 crores will be secured against SAIL Arbitration award and balance ₹ 18 crores will remain unsecured.

b) Rupee Term Loans from others: During the year, two group companies were merged with another group company. The intercorporate deposits received from all the three group companies were converted into Non Convertible Debentures to the extent of ₹ 320 crores [refer foot note (a)]. Balance amount stands outstanding in books of accounts. Further, the Company has borrowed additional loan from the merged entity in order to redeem the FCCBs dues which were due as on 24 August, 2023. The loan is secured by sale proceeds from investment in equity shares of Energy II Limited and Essar Shipping DMCC. During the year, the Company has borrowed loan from another company for redeeming the FCCB dues. This loan is classified as current liability in the books of accounts. The loan is secured by sale proceeds from investment in equity and preference shares of OGD Services Holdings Limited. [Refer foot note (ii) of Note 3]

c) Foreign currency convertible bonds: FCCBs of US\$ 128,571,429 (Series A) due on 24 August, 2015 and US\$ 111,428,571 (Series B) due on 24 August, 2017 - repayment extended by Bond Holder till 24 August, 2023, carry interest @ 5% per annum payable semi annually. The company has not sought any extension from the Bond Holder after the due date. The company has made partial repayment of FCCBs to the tune of ₹1,003.45 crores, which was due for repayment, by availing loans from companies. [Refer foot note (b)].

d) The classification of loans between current liabilities and non - current liabilities continues based on repayment schedule under respective agreements and on the basis of demands raised by banks & debenture holders.

e) Interest rates: Loans availed from the lenders carry a weighted average interest rate of 5.00% per annum (previous year: 22.56% per annum)

i) Scheduled repayments: Contractual repayments in case of loans from the lenders are provided below:

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|--|
| Not Later than one year | 1,631.89 | 1,537.69 |
| Later than one year but not later than five years | 302.74 | 398.19 |
| Later than five years | - | - |
| Total | 1,934.63 | 1,935.88 |

9 (B) Trade payables

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|--|--|
| Trade payables: | | |
| - Total outstanding dues to micro and small enterprises (refer note below) | - | 0.00 |
| - Total outstanding dues to creditors other than micro and small enterprises | 18.48 | 32.94 |
| Total trade payable | 18.48 | 32.94 |

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Note: Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company. The Auditors have relied on the same. The required disclosures are given below:

| Particulars | As at | As at |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Principal amount due and remaining unpaid | - | 0.00 |
| Interest due and unpaid on the above amount | - | - |
| Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act, 2006 | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable | - | - |

| Particulars | Outstanding as on 31-03-2024 for following periods from due date of payment | | | | | Total |
|-----------------------------|---|-------------------|-----------|-----------|-----------|-------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) MSME | - | - | - | - | - | - |
| (ii) Others | 4.90 | 0.38 | (0.62) | (1.76) | 15.57 | 18.48 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - | - |

| Particulars | Outstanding as on 31-03-2023 for following periods from due date of payment | | | | | Total |
|-----------------------------|---|-------------------|-----------|-----------|-----------|-------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) MSME | - | - | - | - | - | - |
| (ii) Others | 16.97 | (1.28) | - | - | 17.24 | 32.94 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - | - |

9 (C) Other financial liabilities

| Particulars | As at | As at |
|------------------------------------|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Interest accrued | 42.70 | 13.17 |
| Total financial liabilities | 42.70 | 13.17 |

10 Employee benefit obligations

| Particulars | As at | As at |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Defined benefit plans | 2.36 | 2.46 |
| Defined contribution schemes | 0.19 | 0.19 |
| Total Employee benefit obligations | 2.56 | 2.65 |

I. Details of retirement benefits:

The employees of the Company are members of a state – managed retirement benefit plans namely provident fund, pension fund, gratuity fund and superannuation fund operated by the Government of India. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the company with respect to the retirement benefit plan is to make the specified contributions.

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The Company has recognised the following amounts in the Statement of Profit and Loss during the year under Contribution to staff provident and other funds. (refer note 15)

| Particulars | (₹ in crore) | |
|--|------------------------------|-------------------------|
| | Year ended 31 March, 2024 | As at 31 March, 2023 |
| a) Employer's contribution to gratuity fund (offshore crew staff) | - | - |
| b) Group accident policy premium (all employees) | - | - |
| c) Employer's contribution to pension fund (offshore crew staff) | 0.00 | 0.00 |
| d) Employer's contribution to provident fund (offshore crew staff) | - | - |
| Total | 0.00 | 0.00 |

II. Defined benefit plans

The company operates funded gratuity, non funded gratuity and funded provident fund plan for qualifying employees. Under the plans the employees are entitled to retirement benefits depending upon the number of years of service rendered by them subject to minimum specified number of years of service. No other post retirement benefits are provided to these employees. Contribution to provident fund (office staff and offshore officers).

The actuarial valuation of plan assets and the present value of defined benefit obligation were carried out at March 31, 2024 by the certified actuarial valuer. The present value of the defined benefit obligation, related current service cost and past service cost were measured using the projected unit credit method.

(A) Changes in present value of defined benefit obligations:

| Particulars | Gratuity | | Provident fund | Gratuity | | Provident fund |
|---|-------------|--------------|----------------|-------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Present value of defined benefit obligations as at the beginning of the year | 0.08 | 2.84 | 31.15 | 0.57 | 2.47 | 42.00 |
| Transfer in/(out) obligation | - | - | - | - | - | - |
| Current service cost | 0.07 | - | - | 0.03 | 0.29 | - |
| Current service contribution- employee | - | - | - | - | - | - |
| Interest cost | 0.01 | - | - | 0.02 | 0.15 | - |
| Other adjustments | - | - | - | - | - | - |
| Benefits paid | - | (0.48) | (10.85) | (0.38) | - | (10.85) |
| Actuarial (gain)/loss on obligations | 0.41 | - | - | (0.17) | (0.07) | - |
| Present value of defined benefit obligations as at the end of the year | 0.56 | 2.36 | 20.30 | 0.08 | 2.84 | 31.15 |

(B) Changes in the fair value of plan assets:

| Particulars | Gratuity | | Provident fund | Gratuity | | Provident fund |
|---|-------------|--------------|----------------|--------------|-------------|----------------|
| | (funded) | (funded) | (funded) | (funded) | (funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Fair value of plan assets at the beginning of the year | 0.46 | 31.15 | 0.81 | 42.82 | 0.81 | 42.82 |
| Transfer in/(out) plan assets | - | - | - | - | - | - |
| Return on plan assets | (0.00) | - | (0.00) | - | - | - |
| Interest income on plan assets | 0.03 | - | 0.04 | - | - | - |
| Contributions by the employer/ employees | 0.06 | - | - | - | (11.67) | - |
| Benefits paid | - | - | (0.38) | - | - | - |
| Other adjustments | - | - | - | - | - | - |
| Fair value of plan assets as at the end of the year | 0.55 | 31.15 | 0.46 | 31.15 | 0.46 | 31.15 |

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(C) Amount recognised in balance sheet:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|---|-------------|--------------|----------------|---------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Present value of defined benefit obligations as at the end of the year | 0.56 | 2.36 | 20.30 | 0.08 | 2.84 | 31.15 |
| Fair value of plan assets as at end of the year | 0.55 | - | 31.15 | 0.46 | - | 31.15 |
| Liability recognised in the Balance Sheet (included in provisions) (note 10) | 0.00 | 2.36 | - | (0.39) | 2.84 | - |

(D) Expenses recognised in the Statement of Profit and Loss:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|--|-------------|--------------|----------------|-------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Current service cost | 0.07 | - | - | 0.03 | - | - |
| Past service cost- plan amendments | - | - | - | - | - | - |
| Net interest on net defined benefit liability/ (asset) | (0.03) | - | - | (0.01) | - | - |
| Total expenses recognised in the Statement of Profit and Loss (Included in Contribution to provident and other funds (note no. 15)) | 0.04 | - | - | 0.02 | - | - |

(E) Amount recognised in other comprehensive income

| Particulars | ₹ in crore | |
|------------------------|---------------|-------------|
| | 31.03.24 | 31.03.23 |
| Experience adjustments | (0.41) | 0.17 |
| Total | (0.41) | 0.17 |

(F) Category of plan assets:

| Particulars | Gratuity | Provident fund | Gratuity | Provident fund |
|---|----------|----------------|----------|----------------|
| | (funded) | (funded) | (funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 |
| Administered by Life Insurance Corporation of India * | 100% | - | 100% | - |
| Government of India securities (Central and State) | - | 32.00% | - | 32.00% |
| Public sector bonds/ TDRs | - | 68.00% | - | 68.00% |

*The Company is unable to obtain the details of plan assets from the Life Insurance Corporation of India and hence the disclosure there of is not made.

(G) Sensitivity analysis

| Particulars | Gratuity | |
|--|----------|----------|
| | (funded) | (funded) |
| | 31.03.24 | 31.03.23 |
| DBO On base assumptions | | |
| A. Discount Rate | | |
| 1. Effect due to 0.5% increase in discount rate | 7.20% | 7.40% |
| 2. Effect due to 0.5% decrease in discount rate | (0.54) | (0.07) |
| B. Salary Escalation Rate | | |
| 1. Effect due to 0.5% increase in salary escalation rate | 0.57 | 0.08 |
| 2. Effect due to 0.5% decrease in salary escalation rate | 5.00% | 5.00% |
| 1. Effect due to 0.5% increase in salary escalation rate | 0.56 | 0.08 |
| 2. Effect due to 0.5% decrease in salary escalation rate | (0.54) | (0.07) |

| | | |
|---|--------|--------|
| C. Withdrawal Rate | 8.00% | 8.00% |
| 1. Effect due to 5% increase in withdrawal rate | (0.56) | (0.08) |
| 2. Effect due to 5% decrease in withdrawal rate | 0.55 | 0.08 |

Risk exposure- asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(H) Actuarial assumptions

Actuarial valuations were done in respect of the aforesaid defined benefit plans based on the following assumptions:

(I) General assumptions:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|---|----------|--------------|----------------|----------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Discount rate (per annum) | 7.20% | 6.70% | 6.60% | 7.40% | 6.70% | 6.60% |
| Rate of return on plan assets (for funded scheme) | 0.00% | 0.00% | 8.00% | 0.00% | 0.00% | 8.00% |
| Withdrawal rate | 8.00% | 7.00% | | 8.00% | 7.00% | |
| Expected returns on EPFO | - | - | 8.00% | - | - | 8.00% |
| Rate of increase in compensation | 5.00% | 5.00% | | 5.00% | 5.00% | |

ii) Mortality rates considered are as per the published rates in the Indian Assured Lives Mortality (2012-14) Table.

iii) Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accrued till 31 December, 2014, is available for encashment on separation from the Company up to a maximum of 120 days.

iv) The contribution to be made by the Company for funding its liabilities for gratuity (funded and non funded) and towards provident fund during the financial year 2023-24 amounts to ₹ 0.42 crore.

v) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over entire life of the related obligation.

vi) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors.

vii) Liability on account of long term absences has been actuarially valued as per Projected Unit Credit Method.

viii) Short term compensated absences have been provided on actual basis.

11 Other current liabilities

| Particulars | As at | As at |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Statutory and other related dues | 2.22 | 0.37 |
| Advance received against sale consideration | 331.26 | 331.26 |
| Less: Adjusted against loans receivable from subsidiary company (current- Note 6D)* | (331.26) | (331.26) |
| Advance towards sale of land or building* | 0.03 | - |
| Total other current liabilities | 2.25 | 0.37 |

* Amount received during the year as token money for sale of plot and flat of the company. In the subsequent year, further amount of ₹ 16 lakhs received towards sale of plot.

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12 Revenue from operations

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| Sale of services | | |
| Fleet operating and chartering earnings | 0.15 | 1.98 |
| Other operating income | | |
| Supervision / Management fees | 15.61 | 1.35 |
| Total revenue from operations | 15.76 | 3.33 |

13 Other income

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|------------------------------|--|---------------------------------------|
| Interest income | | |
| - from banks | 0.92 | 0.59 |
| - from others | 0.18 | 27.58 |
| Profit on sale of investment | 13.87 | - |
| Other non operating income | 19.39 | 7.36 |
| Total other income | 34.36 | 35.53 |

14 Operating expenses

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| Consumption of stores and spares | 0.04 | - |
| Consumption of fuel, oil and water | 0.08 | 0.01 |
| Direct voyage expenses | - | 0.01 |
| Commission, brokerage and agency fees | - | 0.06 |
| Standing costs | 0.04 | 0.30 |
| Insurance, protection and indemnity club fees | 0.12 | 0.13 |
| Total operating expenses | 0.27 | 0.51 |

15 Employee benefits expense

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| Offshore staff | | |
| Contribution to staff provident and other funds | 0.00 | 0.00 |
| Office staff | | |
| Salaries, wages and bonus | 7.00 | 3.20 |
| Contribution to staff provident and other funds | 0.27 | 0.17 |
| Staff welfare expenses | 0.33 | 0.27 |
| Total employee benefits expense | 7.61 | 3.65 |

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16 Finance costs

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|--|---------------------------------------|
| Interest expense | | |
| - on bank loans | - | - |
| - on finance lease obligations | - | - |
| - on debentures | 0.96 | 92.59 |
| - on others | 44.26 | 0.04 |
| Loan commitment / processing charges, guarantee fees and other charges | 1.72 | 2.02 |
| Total finance costs | 46.95 | 94.65 |

17 Other expenses

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|--|---------------------------------------|
| Rent | 1.17 | 0.01 |
| Rates and taxes | 0.11 | 0.00 |
| Repairs and maintenance | | |
| -buildings | 0.49 | 0.00 |
| -others | 0.22 | 0.09 |
| Legal and professional fees | 4.27 | 4.21 |
| Travelling and conveyance | 1.66 | 0.18 |
| Auditor's remuneration (refer note below) | 0.21 | 0.28 |
| Net loss on foreign currency translation and transaction (other than considered as finance cost) | 0.22 | 1.05 |
| Sundry balances written-off (Net) | 4.70 | 4.73 |
| Reversal of written back | 0.02 | - |
| Other establishment expenses | 1.36 | 1.81 |
| Total other expenses | 14.45 | 12.36 |

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|----------------------------|--|---------------------------------------|
| As auditors | 0.21 | 0.24 |
| Reimbursement of expenses* | 0.00 | 0.00 |
| For other services | 0.01 | 0.03 |
| Total | 0.21 | 0.28 |

*Amount less than ₹ 1,00,000

18 Exceptional items

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| a) Income | | |
| Reversal of Provision for impairment of loans & advances receivable from subsidiary (net) | 9.12 | 57.55 |
| Gain from One Time Settlement of Loans | 6.60 | 1,694.42 |
| Total | 15.72 | 1,751.97 |
| b) Expense | | |
| Write off of claims receivable | 66.99 | |
| Provision for Impairment of loans and advances receivable from Subsidiary | - | 13.19 |
| Total exceptional items | 66.99 | 13.19 |

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Post the year end, the company has signed a settlement agreement with Steel Authority of India Limited (SAIL) under the Vivad Se Vishwas Scheme - II. As per the Scheme, the company will receive 65% of original claim amount plus interest which was accounted as exceptional item in the earlier year. Irrecoverable amount of ₹ 66.99 crores has been charged to Profit & Loss account as on 31st March, 2024 as an exceptional item.

The company have made provision for impairment on receivables from one of its subsidiary company. During the year, amount of ₹ 9.12 crores are received against these receivables. Same is reversed from provision made and shown as exceptional income.

The company have received interest waiver to the tune of ₹ 6.60 crores from one of the lenders and hence same has been shown as exceptional income in Profit & Loss account and no dues certificate received from them.

19 Income taxes

Income tax expense recognised in the profit and loss account comprises of:

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|--|---------------------------------------|
| Current income taxes | - | - |
| Income tax expense for the year | - | - |
| Effective tax rate (%) | 0.00% | 0.00% |

The reconciliation of income tax expense applicable to accounting loss before income tax at statutory income tax rate to income tax expense at the Company's effective income tax rate for the year ended 31 March, 2024 and 31 March, 2023 are as follows:

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| Profit / (Loss) before taxes | (71.18) | 1,666.25 |
| Effective tax rate in India: 25.1680%* | - | - |
| Tax effect of adjustment for profits subject to tonnage tax regime / presumptive taxation | - | - |
| Income tax expense recognised in the profit and loss account | - | - |

***Note:** In case of Indian shipping companies, tax expense is computed based on the gross tonnage of the vessels for the income subject to tonnage tax. In case of income not subject to tonnage tax, the same is calculated based on the taxable profits calculated in accordance with the applicable tax laws. Effective tax rate calculated as per the Section 115BAA of the Income Tax Act, 1961.

20 Financial Instruments

(i) Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from the previous year. The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance, cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Debt (including borrowings from related and unrelated parties and finance lease obligations) | 1,934.63 | 1,935.88 |
| Less: Cash and cash equivalent including short term deposits (restricted) | (5.89) | (19.77) |
| Less: Current Investments in Mutual Fund | (0.04) | (1.71) |
| Net debt (A) | 1,928.74 | 1,916.11 |
| Total equity (B) | (1,674.24) | (1,603.47) |
| Net debt to equity ratio (A/B) | (1.15) | (1.19) |

(ii) Categories of financial instruments

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|--|-------------------------|-----------------|-------------------------|-----------------|
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets: | | | | |
| <u>At amortised cost</u> | | | | |
| Cash and bank balances | 5.89 | 5.89 | 19.77 | 19.77 |
| Loans and other receivables | 5.73 | 5.73 | 1.37 | 1.37 |
| Other financial assets | 305.17 | 305.17 | 314.75 | 314.75 |
| <u>At fair value through profit and loss</u> | | | | |
| Investments in Mutual Funds | 0.04 | 0.04 | 1.71 | 1.71 |
| Total | 316.83 | 316.83 | 337.60 | 337.60 |
| Financial liabilities: | | | | |
| <u>At amortised cost</u> | | | | |
| Borrowings | 1,934.63 | 1,934.63 | 1,935.88 | 1,935.88 |
| Trade and other payables | 18.48 | 18.48 | 32.94 | 32.94 |
| <u>At fair value through profit and loss</u> | | | | |
| Other financial liabilities | 42.70 | 42.70 | 13.17 | 13.17 |
| Total | 1,995.81 | 1,995.81 | 1,981.98 | 1,981.98 |

Fair value measurements recognised in the Balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

-Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

-Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

-Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

a) Cash and short-term deposits, trade and other receivables, trade and other payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

b) The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.

All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Fair Value Hierarchy

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|----------------------------|-------------------------|-------------------------|
| | ₹ in crore | ₹ in crore |
| | Level 2 | Level 2 |
| Assets | | |
| Investments in Mutual Fund | 0.04 | 1.71 |

(iii) Fair value of financial instruments:

All financial assets are initially recognised at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognised directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognised directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognised at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortised cost.

(iv) Financial risk management objectives:

The Company's principal financial liabilities comprise of loan from banks and financial institutions, finance lease obligations, overdrafts and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(v) Market risk:

(a) Foreign currency risk:

Foreign currency risk mainly arises from transactions undertaken by an operating unit denominated in currencies other than its functional currency. Exposure to foreign currency risk is partly mitigated by natural hedges of matching revenues and costs.

The carrying amounts of the Company's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows:

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|----------------------------------|-----------------------------------|--|-----------------------------------|--|
| | ₹ in crore Financial assets | ₹ in crore Financial Liabilities | ₹ in crore Financial assets | ₹ in crore Financial Liabilities |
| United States Dollars (US\$) | 801.23 | 347.13 | 806.09 | 348.44 |
| Currencies other than INR & US\$ | - | - | - | - |
| Total | 801.23 | 347.13 | 806.09 | 348.44 |

The following table details the Company's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies of all the companies in the Company. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and other equity where the respective functional currency strengthens by 5% against the relevant foreign currency. For a 5% weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| | ₹ in crore | ₹ in crore |
| US\$ impact (impact on profit before tax) | 22.71 | (0.37) |

(b) Interest rate risk:

The Company is exposed to interest rate risk as entities in the Company borrow funds at floating interest rates. The interest rate risk is managed by monitoring the Company's level of borrowings periodically and structuring its borrowings on varying maturities and interest rate terms. The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity analysis:

The sensitivity analysis below has been determined based on the exposure to interest rates at the balance sheet date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's loss for the year ended 31 March, 2024 would increase/decrease by ₹ 4.52 crore (previous year ₹ 2.05 crore). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings

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(c) Commodity price risk:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

(d) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31 March 2024. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

(vi) Credit risk:

The credit risk is primarily attributable to the Company's trade and other receivables and guarantees given by the Company on behalf of others. The amounts presented in this standalone statement of financial position are net of allowances for doubtful receivables, estimated by management based on prior experience and their assessment of the current economic environment. The maximum related party credit exposure at 31 March, 2024 on account of carrying amount of advances / deposit, trade and other receivables and guarantees is disclosed in note 27 on related party transactions. Based on the creditworthiness of the related parties, financial strength of related parties and its parents and past history of recoveries from them, the credit risk is mitigated.

Cash and cash equivalents are held with reputable and credit-worthy banks.

(vi) Fair value of financial instruments:

All financial assets are initially recognised at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognised directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognised directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognised at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortised cost.

(vii) Liquidity risk:

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company monitors its risk of shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g. accounts receivables, other financial assets) and projected cash flows from operations, public offerings and refinancing of current borrowings.

Liquidity table:

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay:

| Particulars | As at 31 March, 2024 | | | |
|------------------------------------|----------------------------|---|-------------------------|-----------------|
| | Not later than one year | Later than one year but not later than five years | More than five years | Total |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Financial instruments: | | | | |
| Borrowings | 1,631.89 | 302.74 | - | 1,934.63 |
| Finance lease payables | - | - | - | - |
| Trade and other payables | 18.48 | - | - | 18.48 |
| Other financial liabilities | 42.70 | - | - | 42.70 |
| Total financial liabilities | 1,693.08 | 302.74 | - | 1,995.81 |

| Particulars | As at 31 March, 2023 As at 31st March, 2019 | | | |
|------------------------------------|---|---|-------------------------|-----------------|
| | Not later than one year | Later than one year but not later than five years | More than five years | Total |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Financial instruments: | | | | |
| Borrowings | 1,537.69 | 398.19 | - | 1,935.88 |
| Finance lease | - | - | - | - |
| Trade and other payables | 32.94 | - | - | 32.94 |
| Other financial liabilities | 13.17 | - | - | 13.17 |
| Total financial liabilities | 1,583.80 | 398.19 | - | 1,981.98 |

22 Contingent liabilities (to the extent not provided for)

| a) Claims against the company not acknowledged as debts | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Income tax demand - appeal filed by the Income tax department in the High court of Bombay against the orders of Appellate Tribunal in favour of the Company | 310.42 | 39.09 |
| Bank Guarantee issued by the Bank | - | 67.20 |
| Demand Loan of Bank due to SBLC invocation* | - | 338.32 |

*The company have discharged the guarantee obligation of Yes Bank and No Dues Certificate received from Yes Bank for that guarantee obligation.

| b) Others | Purpose for which the Guarantee is proposed to be utilised by the recipient | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---|---------------------------------------|---------------------------------------|
| Corporate guarantees on behalf of subsidiaries & associates | | | |
| A) OGD Services Limited, India | Corporate guarantee given for subsidiary Debts | 944.13 | 878.49 |
| | | 944.13 | 878.49 |

23 Segment reporting

a) Business segment

The Company has only one reportable primary business segment of fleet operating and chartering.

b) Geographical segment

The Company's fleet operations are managed on a worldwide basis from India. The revenue from operations are identified as geographical segment based on location of customers:

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--------------|--|---------------------------------------|
| India | 0.15 | 1.98 |
| Mauritius | 15.61 | 1.35 |
| Total | 15.76 | 3.33 |

24 Earning per share

The calculation of the basic and diluted earnings per share is based on the following data:

| Particulars | Year ended 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|--|---------------------------------------|
| Loss for the year before exceptional items | (19.90) | (72.53) |
| Loss for the year after exceptional items | (70.35) | 1,692.71 |
| Equity shares at the beginning of the year (no's) | 206,976,072 | 206,976,072 |

| | | | |
|---|--|-------------|-------------|
| Equity shares issued during the year | | - | - |
| Equity shares at the end of the year (no's) | | 206,976,072 | 206,976,072 |
| Weighted average equity shares for the purpose of calculating basic earnings per share (no's) | | 206,976,072 | 206,976,072 |
| Weighted average equity shares for the purpose of calculating diluted earnings per share (no's) | | 206,976,072 | 206,976,072 |
| Earning per share before exceptional items - basic (face value ₹10/- each) | | (0.92) | (2.23) |
| Earning per share before exceptional items - diluted (face value ₹10/- each) | | (0.92) | (2.23) |
| Earning per share after exceptional items - basic (face value ₹10/- each) | | (3.40) | 81.78 |
| Earning per share after exceptional items - diluted (face value ₹10/- each) | | (3.40) | 81.78 |

Note:

Equity shares to be issued upon conversion of FCCB and exercise of Employee Stock Option Scheme have not been considered for the purpose of calculating of weighted average number of diluted equity shares, as they are anti dilutive.

25 Disclosure under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

| Particulars | Purpose for which the loan/guarantee/security is proposed to be utilised by the recipient | As at 31 March, 2024 | | As at 31 March, 2023 | |
|--------------------------------|---|----------------------|----------------------------|----------------------|----------------------------|
| | | Amount Outstanding | Maximum amount Outstanding | Amount Outstanding | Maximum amount Outstanding |
| | | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Loan to Related parties | | | | | |
| Subsidiary Companies: | | | | | |
| OGD Services Limited* | Paid to their lenders on their behalf due to Guarantee given by the Company | - | 38.99 | - | 38.99 |
| Essar Shipping DMCC* | Project Funding for buying vessels | - | 463.84 | - | 472.95 |

* As on date no amount are outstanding from subsidiary companies because the Company has already made Impairment provision of receivables in the books.

26 Employee Stock Option Scheme

In the Annual general meeting held on September 9, 2011, the shareholders approved the issue of Employee Stock options under the Scheme titled "Essar Shipping Employee Stock options Scheme -2011" (hereafter named ESOS A).

The ESOS A allows the issue of options to employees and executive Directors of the Company and its subsidiaries (whether in India or abroad). Each option comprises one underlying equity share.

As per the Scheme, the Compensation Committee grants the options to the employees deemed eligible. The exercise price of each option shall be determined by the Compensation committee as per the said scheme. The options granted vest in a graded manner over a period of 5/4/3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 7 years from the date of vesting. The Company has issued the said ESOS in two tranches on November 2, 2011 and February 8, 2012 at an exercise price of ₹ 22.30 each, the market price of the shares on the grant date of the ESOS was ₹ 22.30 per share and ₹31.30 per share respectively.

The difference between the market price of the share underlying the options granted on the date of grant of option and the exercise price of the option (being the intrinsic value of the option) representing Stock compensation expense is expensed over the vesting period.

Since the period of ESOP scheme has been expired the Company has already passed a Board resolution to close the trust and the Company is in process of the same.

27 Related party relationships, transactions and balances: (as per IND-AS 24)

a) Holding companies

- i) Essar Global Fund Limited , Cayman Island, ultimate holding company

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- ii) IDH International Drilling Holdco Limited, Cyprus, intermediate holding company
- iii) Essar Shipping Mauritius Holdings Limited, Mauritius, immediate holding company

b) Subsidiaries / Step down subsidiaries

- i) Energy II Limited, Bermuda
- ii) OGD Services Holding Limited, Mauritius (formely known as Essar Oilfields Services Limited)
- iii) OGD Services Limited, India (formerly known as Essar Oilfield Services India Limited) (admitted under CIRP on 09.02.2023)
- iv) Essar Shipping DMCC, Dubai

c) Associates

- i) Arkay Logistics Limited, India
- ii) DrillXplore Services Private Limited
- iii) Starbit Oilfield Services India Limited

d) Key management personnel

- i) Mr. Ranjit Singh (President & CEO till 30.09.2022)
- ii) Mr. Rajesh Desai (Wholetime Director)
- iii) Mr. Ketan Shah (Chief Financial Officer till 30.09.2022)
- iv) Mr. Vipin Jain (Chief Financial Officer from 01.10.2022)
- v) Ms. Nisha Barnwal (Company Secretary till 12.04.2024)
- vi) Ms. Rachana Trivedi (Company Secretary from 01.04.2024)
- vii) Mr. Jayakumar (Non- Executive Independent Director)
- viii) Ms. Raichel Mathew (Non- Executive Woman Director)
- ix) Ms. Raji Chandrashekhar (Independent Director)
- x) Mr. R Suresh (Independent Director)
- xi) Mr. Sunil Modak (Independent Director)

e) Fellow subsidiaries where there have been transactions

- i) Essar Shipping (Cyprus) Limited
- ii) Essar Steel Metal Trading Limited
- iii) Futura Travels Limited
- iv) Edwell Infrastructure Hazira Limited
- v) Bhagwat Power Salaya Limited
- vi) Essar Investment Holdings Mauritius Limited

f) Trust

- i) Essar Shipping Staff Provident Fund Trust

g) Details of transactions with related parties during the year

₹ in crore

| Nature of transactions | Holding Companies / Promoter group companies | | Subsidiaries / Step down subsidiaries | | Fellow subsidiaries / Trusts / Associates | | Managerial remuneration / Sitting fees | | Total | |
|---|--|----------------------|---------------------------------------|----------------------|---|----------------------|--|----------------------|---------------------------|----------------------|
| | Year ended 31 March, 2024 | As at 31 March, 2023 | Year ended 31 March, 2024 | As at 31 March, 2023 | Year ended 31 March, 2024 | As at 31 March, 2023 | Year ended 31 March, 2024 | As at 31 March, 2023 | Year ended 31 March, 2024 | As at 31 March, 2023 |
| | | | | | | | | | | |
| INCOME | | | | | | | | | | |
| Management & supervision fees | | | | | | | | | | |
| OGD Services Holdings Limited | | | 8.13 | 1.35 | | | | | 8.13 | 1.35 |
| Essar Investment Holdings Mauritius Limited | | | | | 7.47 | - | | | 7.47 | - |
| Reimbursement of Expenses | | | | | | | | | | |
| Essar Investment Holdings Mauritius Limited | | | | | 14.58 | - | | | 14.58 | - |
| Total | - | - | 8.13 | 1.35 | 22.05 | - | - | - | 30.18 | 1.35 |

| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|-----------------|-------------|--------------|
| Managerial remuneration # | | | | | | | | | | | |
| Ranjit Singh | | | | | | | | | | 1.34 | 1.34 |
| Ketan Shah | | | | | | | | | | 0.80 | 0.80 |
| Rajesh Desai | | | | | | | | | 0.10 | 0.10 | 0.10 |
| Vipin Jain | | | | | | | | | 0.66 | 0.52 | 0.66 |
| Nisha Barnwal | | | | | | | | | 0.06 | 0.07 | 0.06 |
| Total | | | | | | | | | 0.82 | 2.82 | 0.82 |
| Sitting fees paid to Non-Executive Directors | | | | | | | | | | | |
| Director sitting fees | | | | | | | | | 0.25 | 0.23 | 0.25 |
| Total | | | | | | | | | 0.25 | 0.23 | 0.25 |
| Professional fees | | | | | | | | | | | |
| Raichel Mathew | | | | | | | | | 0.11 | - | 0.11 |
| Ticket Charges | | | | | | | | | | | |
| Futura Travels Limited | | | | | | | | | 0.90 | 0.10 | 0.90 |
| Contribution to staff provident fund | | | | | | | | | | | |
| Essar Shipping Staff Provident Fund Trust | | | | | | | | | 0.40 | 0.25 | 0.40 |
| Provision for Impairment | | | | | | | | | | | |
| OGD Services Limited | | | | | | | | | - | 13.19 | - |
| Total | | | | | | | | | - | - | 13.19 |
| Reversal of Provision for Impairment | | | | | | | | | | | |
| Essar Shipping DMCC | | | | | | | | | 9.12 | 57.55 | 9.12 |
| Total | | | | | | | | | - | - | 9.12 |
| Loans & Advances given / repaid | | | | | | | | | | | |
| Arkay Logistics Limited | | | | | | | | | - | 19.26 | - |
| Edwell Infrastructure Hazira Limited | | | | | | | | | 50.12 | 60.15 | 50.12 |
| Essar Steel Metal Trading Limited | | | | | | | | | 8.00 | 15.78 | 8.00 |
| IDH International Drilling Holdco Limited (FCCBs repaid) | | | | | | | | | 1,003.45 | - | 1,003.45 |
| Total | | | | | | | | | 1,003.45 | - | 19.26 |
| Loans & Advances received | | | | | | | | | | | |
| Arkay Logistics Limited | | | | | | | | | - | 25.26 | - |
| Essar Steel Metal Trading Limited | | | | | | | | | 300.63 | 41.49 | 300.63 |
| Edwell Infrastructure Hazira Limited | | | | | | | | | - | 323.72 | - |
| Total | | | | | | | | | - | - | 25.26 |

does not include the amount payable towards gratuity and compensated absences by the Company, as the same is calculated by the Company as a whole on actuarial basis.

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h) Outstanding balances with related parties:

| Nature of transactions | Holding Companies / Promoter group companies | | Subsidiaries / Step down subsidiaries | | Fellow subsidiaries / Trusts / Associates | | Managerial remuneration / Sitting fees | | Total | |
|--|--|----------------------|---------------------------------------|----------------------|---|----------------------|--|----------------------|----------------------|----------------------|
| | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 |
| Trade and other receivables | | | | | | | | | | |
| OGD Services Holdings Limited | | | - | 1.35 | | | | | - | 1.35 |
| Essar Investment Holdings Mauritius Limited | | | | | 5.66 | - | | | 5.66 | - |
| Raichel Mathew | | | | | | | 0.01 | - | 0.01 | - |
| Total | - | - | - | 1.35 | 5.66 | - | 0.01 | - | 5.67 | 1.35 |
| Loans and advances (including interest accrued) | | | | | | | | | | |
| IDH International Drilling Holdco Limited | 0.53 | 0.52 | | | | | | | 0.53 | 0.52 |
| Essar Shipping DMCC* | 795.10 | 804.21 | | | | | | | 795.10 | 804.21 |
| Total | 795.63 | 804.73 | - | - | - | - | - | - | 795.63 | 804.73 |
| Advance received against sale of vessel | | | | | | | | | | |
| Essar Shipping DMCC* | | | 331.26 | 331.26 | | | | | 331.26 | 331.26 |
| Total | - | - | 331.26 | 331.26 | - | - | - | - | 331.26 | 331.26 |
| Intercorporate deposits payable | | | | | | | | | | |
| Essar Steel Metal Trading Limited | | | | | 292.20 | 77.08 | | | 292.20 | 77.08 |
| Edwell Infrastructure Hazira Limited | | | | | - | 264.17 | | | - | 264.17 |
| Bhagwat Power Salaya Limited | | | | | - | 40.00 | | | - | 40.00 |
| Arkay Logistics Limited | | | | | 6.00 | 6.00 | | | 6.00 | 6.00 |
| Total | - | - | - | - | 298.20 | 387.25 | - | - | 298.20 | 387.25 |
| Trade Payables | | | | | | | | | | |
| Essar Shipping Staff Provident Fund Trust | | | | | 0.01 | 0.02 | | | 0.01 | 0.02 |
| Essar Shipping DMCC | | | | | - | 8.33 | | | - | 8.33 |
| Essar Shipping (Cyprus) Limited | | | | | - | 8.85 | | | - | 8.85 |
| Total | - | - | - | - | 0.01 | 17.20 | - | - | 0.01 | 17.20 |
| Guarantees given on behalf of others | | | | | | | | | | |
| OGD Services Limited | | | 944.13 | 878.49 | | | | | 944.13 | 878.49 |
| Total | - | - | 944.13 | 878.49 | - | - | - | - | 944.13 | 878.49 |

* Provision for Impairment of ₹ 502.83 (net-off of capital advance received) with respect to amount receivable from Essar Shipping DMCC provided in previous years.

28 Going Concern

As on 31 March 2024, the net worth of the Company is eroded as it is incurring operating losses since last several years. The Company has accumulated losses of ₹ 6,892.16 crore as against share capital and reserves of ₹ 5217.92 crore and the Company's current liabilities exceeds its current assets. The Company has given Tug on Bare-boat charter basis and earned operating income from the same. Further, the Company is also providing Management service to its Subsidiary Company during the year. Also the Company is taking steps to rectify the mismatch between current assets and liabilities during the year. In view of these, the Financials have been prepared on a Going Concern basis.

29 Expenditure on corporate social responsibility (CSR)

In pursuance of the provisions of the Companies Act, 2013, the Company is required to spend two percent of the average net profits for the three immediately preceding financial years towards CSR activities. Due to the occurrence of net losses in the three preceding financial years, the Company is not required to spend any amount on CSR.

30 Subsequent event

Post the year end, the company has signed a settlement agreement with Steel Authority of India Limited (SAIL) under the Vivad Se Vishwas Scheme - II. As per the Scheme, the company will receive 65% of original claim amount plus interest which was accounted as exceptional item in the earlier year. Irrecoverable amount of ₹ 66.99 crores has been charged to Profit & Loss account as on 31st March, 2024 as an exceptional item.

The Company has booked income of ₹ 1.76 crores receivable from Poompuhar Shipping and ₹ 0.40 crores from Sai and Sameer Associates as full and final settlement. Both the amounts are received in the subsequent year.

During the year, Company has received an advance sum of ₹ 2.5 lakhs as token money for the sale of plot and flat of the company. In the subsequent year, amount of ₹ 16 lakhs is received in addition to the advance against sale of plot. The Company is in the process of entering into the sale agreement with customer in order to sell the plot and flat.

31 Other Statutory Disclosure

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

32 The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

33 The Company is not declared a wilful defaulter by any bank or financial institution or other lenders.

34 The Company has no borrowings from banks or financial institutions on the basis of security of current assets.

35 The Company does not have any transaction that are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

36 There are no proceedings initiated or pending for holding any benami property under the Benami Transaction (Prohibition) Act, 1988

37 There is no Investment Property held by Company.

38 The Company has neither traded in nor holds Crypto Currency or Virtual Currency during the year.

39 During the current year, the company has not made any Loans or advances in the nature of Loans are granted to Promoters, Directors, KMPs and the related parties (as define under Companies Act, 2013) either severally or jointly with any other person, that are: (a) repayable on demand: or (b) without specifying any term or period of repayment.

40 The Company does not have any transaction with companies struck off under section 248 of the Company Act 2013, or section 560 of Companies Act, 1956.

41 During the Year, Company has not taken any term loan from any bank of financial Institutions.

| 42 Comparative Ratio Analysis | | | | | | | |
|-------------------------------|---------------------------------|-----------------------------|------------------------|------------|------------|-------------|---|
| Sr No | Ratio | Numerator | Denominator | March 2024 | March 2023 | % Variances | Reason for Variance (if +/- 25%) |
| i | Current Ratio | Current Asset | Current Laibility | 0.23 | 0.21 | 10.49 | |
| ii | Debt to Equity Ratio | Total Long Term Debt | Share Holders Equity | (1.18) | (1.22) | (2.84) | |
| iii | Debt Service Coverage Ratio | EBITDA | Interest + Installment | 0.06 | 0.06 | (8.03) | |
| iv | Return on Equity | Net Income | Share Holders Equity | 0.04 | (0.69) | (106.21) | Due to Increase in profit during the previous year because of Exceptional Income |
| v | Inventory Turn Over Ration | Cost of goods sold or Sales | Avg Inventory | - | - | - | |
| vi | Trade Receivable Turnover Ratio | Credit Sale | Avg Account Receivable | 2.46 | 0.81 | 204.22 | The Receivables from debtors got increased due to increase in supply of services to them during the current financial year |
| vii | Trade Payable Turnover Ratio | Total Purchase | Avg Account Payable | 0 | 0 | - | |
| viii | Working Capital Turnover Ration | Net Annual Sale | Working Capital | (0.01) | (0.00) | 500.31 | Turnover and short term borrowings increased during the year and there is reduction in working capital due to repayment of loans |
| ix | Net Profit Ratio | Net Revenue | Revenue | (4.46) | 508.42 | (100.88) | During the year there is increase in operating revenue in the Company but there is a loss due to exceptional item |
| x | Return on Capital Employed | EBIT | Capital Employed | 0.09 | 0.06 | 39.40 | During the year, Earning before interest and tax increased due to increase in sales and finance cost and capital employed decrease due to repayment of loan |

43 The previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W-100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
Mumbai
28th May, 2024

Vipin Jain
Chief Financial Officer
Mumbai
28th May, 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

ESSAR SHIPPING LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Essar Shipping Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of **Essar Shipping Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint venture comprising of the Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group and its associate and joint venture as at March 31, 2024, and their consolidated loss (including other comprehensive income), their Consolidated Cash Flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Material Uncertainty Related to Going Concern

We draw attention to Note No.27 to the Consolidated Financial Statements wherein it is stated that:

- The Group has accumulated losses of Rs. 6,151.90 crore as against capital and reserves of Rs. 3,344.59 crore as on March 31, 2024.

- Some of the lenders of one of the subsidiaries which has gone into liquidation) where the holding company is a Guarantor have filed application before various forums for recovery of overdue amounts and / or enforcement of guarantees.
- The Group's Holding Company has disposed off most of its assets with a view to pay off its outstanding dues to lenders / vendors.
- The net worth the Group eroded and it is incurring continuous losses since last several years.
- In the case of a subsidiary, the said Company does not have any income from operations since FY 2018-19.
- In case of another subsidiary, the current liabilities of the said Company exceed its current assets and the said Company has a negative operating cash flows.
- In case of another subsidiary, the auditors of the said Company have pointed out that the Company has obtained a one-time settlement agreement with 3 out of 4 of its external lenders and that the said Company is in discussion with its group companies to obtain financial support.

The above factors give rise to material uncertainty related to the Group's ability to continue as a Going Concern.

As informed to us, the management is exploring business opportunity for a future business buildup including In-chartering in the shipping sector. The Group has earned operating income by way of hire charges and management fees and is taking steps to rectify the mismatch in working capital.

We have relied on the management representations, as above, and based on the same, the Consolidated Financial Results have been prepared by the management on going concern basis.

Our opinion on the Consolidated Financial Statements is not modified for the above matter.

Emphasis of Matter

- We draw attention to our observations in paragraph 4 above whereby, inspite of several factors mentioned therein, the results are prepared on "going Concern" basis;
- We draw attention to Note No. 4(E) of the Consolidated Financial Statements relating to write off of Rs. 66.99 crore out of amount of Rs. 369.81 crore (including accrued interest up to March 31, 2018) receivable in respect of revenue recognised in the financial year 2017-18 (shown as an exceptional item) based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer. Post the year end, the Company entered into a settlement agreement with the charterer under Vivad se Vishwas Scheme under which the amount receivable including interest is Rs. 302.82 crore. The balance irrecoverable amount written off is shown as an Exceptional Item.

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c. Attention is drawn to recognition of gain on settlement with one of the banks in the preceding year. In the preceding year, the Company had settled the loan with the said bank and paid the dues through monetisation of assets and recognised gain on settlement. Pending outstanding bank guarantee and pending group level settlement, 'No Due Certificate' was not received from the said bank till March 31, 2023. Post settlement, the Bank assigned the said loan to an Asset Reconstruction Company (Assignee Company).

During the year, the pending bank guarantee has been withdrawn. The Company does not expect any additional liability to devolve in this regard and is in the process of obtaining NOC from the Assignee Company.

d. We draw attention to Note No.9(A)(c) of the Consolidated Financial Results relating to the Foreign Currency Convertible Bonds (FCCB) amounting to Rs.1,537.62 which have become due for repayment on August 24, 2023. During the year, the Company has made partial repayment of FCCBs to the tune of Rs.1003.45 crores by availing a short-term loan. The balance amount of Rs. 534.17

crore, which has fallen due for repayment, is outstanding as at March 31, 2024. The Company is in the process of complying with the procedures of the Reserve Bank of India.

e. Attention is drawn to netting off of Rs. 331.26 Crore payable to a wholly owned overseas subsidiary with the amount receivable from the said subsidiary. This is subject to pending application and approval from the regulatory authorities.

Our Opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty Related to Going Concern paragraph, we have determined the matters described below to be the key audit matters to be communicated in our report:

| Key Audit Matter | Auditor's Response |
|--|---|
| <p>Going concern evaluation As on March 31, 2024 the Group has accumulated losses of Rs. 6,151.90 crore as against capital and reserves of Rs. 3,344.59 crore. The Group has also defaulted on several loans and lenders have initiated recovery proceedings as mentioned in Note No.27 of the Consolidated Financial Statements. The Group has disposed off most of its assets with a view to pay off its outstanding dues to lenders/ vendors. The Group's current liabilities exceeds its current assets as on March 31, 2023 (Refer Note No.27 of Consolidated Financial Statements). All these factors indicates that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern.</p> | <p>Our audit included but was not limited to the following activities:</p> <ol style="list-style-type: none"> 1. Assessing management's steps to be taken to meet liabilities as and when they become due for payment; 2. Obtained and evaluated the Groups plans to repay these loans (with interest) through communication letters and the extent of steps taken for the same; 3. Evaluating legal and other developments related to the Company and /or its subsidiaries based on Minutes of the Audit Committee and Board of Directors. <p>We have obtained supporting evidence for the key assumptions made and the disclosures in the Consolidated Financial Statements.</p> |
| <p>Evaluation of Litigation matters The Group has certain significant open legal proceedings for various matters with the Lenders of company's subsidiary & customers continuing from earlier years (Refer Note No. 22 and 27 of Consolidated Financial Statements)</p> | <p>Our audit included but was not limited to the following activities:</p> <ol style="list-style-type: none"> 1. Assessing management's position through discussions with the management including review of external legal opinions obtained by the Group (where considered necessary) on both, the probability of success in the aforesaid cases, and the magnitude of any potential loss; 2. Discussion with the management on the development in these litigations during the year ended March 31, 2024; 3. Review of the disclosures made by the Company in the Consolidated Financial Statements in this regard; 4. Obtained representation letter from the management on the assessment of these matters (including the basis of the judgement). |

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Annual Report including its annexures, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditors' report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of the management and those charged with governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Group in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors and management of the Companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors and management of the Companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibility for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial control systems 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 ability of the Group, its associate and joint venture 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 Consolidated 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 auditors' report. However, future events or conditions may cause the Group, its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, its associate and joint venture to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial information of the entities included in the Consolidated Financial Statements. We remain solely responsible for our audit opinion.

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

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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 any identified misstatements in the Consolidated 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 Consolidated 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 disclosures about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. The accompanying Consolidated Financial Statements include audited results of one subsidiary which reflect net assets of Rs. (1,139.60) crore as at March 31, 2024, total revenues of Rs. Nil and Rs.10.93 crore, and total comprehensive income/(loss) (comprising of net loss after tax and other comprehensive income) of Rs. 0.24 crore and Rs. (90.01) crore for the quarter and year ended on March 31, 2024 respectively, which have been audited by other auditors whose financial statements, other financial information and auditor's report have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary is based solely on the report of such other auditor and the procedures performed by us are as stated in paragraph above.
- b. The Consolidated Financial Statements include the unaudited management certified Financial Results of One jointly controlled entity which reflects share of loss of Rs. Nil and Rs. 46,000 for the quarter and year ended March 31, 2024 respectively.

These Unaudited Financial Statements and other unaudited financial information have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the said jointly controlled entity is based solely on such unaudited management certified Financial Statements and other unaudited financial information. In our opinion and according to the information and explanation given to us by the Management and Board of Directors, these Unaudited Financial Statements and the other unaudited financial information are not material to the group.

- c. In case of one associate and one jointly controlled entity, share of profit / (loss) for the quarter and year ended March 31, 2024, has not been included in the Consolidated Financial Statements. According to the information and explanations given to us by the Management and Board of Directors, these Unaudited Interim Financial Results of the said associate and jointly controlled entity are not material to the Group.
- d. The Financial Result of one subsidiary (which has been admitted to NCLT and gone into liquidation) have not been consolidated.
- e. In case of an associate, which ceased to be an associate w.e.f. May 31, 2023, the share of profit / (loss) (amount not ascertained) up to the date of cessation, has not been included in the Consolidated Financial Results.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the unaudited financial statements and other unaudited financial information certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable 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 of the aforesaid Consolidated Financial Statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Holding company, its subsidiaries included in the group and associate companies and joint venture so far as it appears from our examination of those books and the reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- (d) In our opinion the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with the relevant rules issued there under;
- (e) The matters described under "Emphasis of Matter" paragraph and the Going Concern matter described under the "Material Uncertainty Related to Going Concern" paragraph, in our opinion, may have an adverse effect on the functioning of the Group;
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2023, taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India, none of the directors of the Group's companies, its associate and joint venture, incorporated in India, is disqualified as on

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March 31, 2023 from being appointed as directors in terms of Section 164 (2) of the Act;

- (g) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report is modified on the adequacy and operating effectiveness of the Group's internal financial controls with reference to Consolidated Financial Statements;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Holding Company, its subsidiary, its associate and joint venture incorporated in India to its directors during the year is in accordance with requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2024 on the consolidated financial position of the Group, its associate and joint venture - Refer Note No. 22 to the Consolidated Financial Statements;
- b) The Group did not have any long-term contracts including derivative contracts for which there were material foreseeable losses;
- c) There were no amounts that were required to be transferred to the investor education protection fund by the Holding Company, its subsidiary company, associate and joint venture, incorporated in India.
- d) i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts (refer Note No.29) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group, its associate and joint venture to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"),

with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group, its associate and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts (refer Note no.30) no funds have been received by the Group, its associate and joint venture from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- (j) The Company has not declared or paid any dividend during the year.
- (k) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has the feature of recording audit trail (edit logs) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instances of audit trail feature being tampered with.

For **C N K & Associates LLP**

Chartered Accountants

Firm registration number: 101961 W/W-100036

Diwakar Sapre

Partner

Membership number: 040740

UDIN: 24040740BKEYGS2824

Place: Mumbai

Date: May 28, 2024

ESSAR SHIPPING LIMITED

Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the Consolidated Financial Statements of **Essar Shipping Limited** ("the Holding Company") for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, its subsidiary companies, its associate and joint venture, incorporated in India as of that date.

In our opinion and to the best of our information and according to the explanations given to us, except In case of a step down subsidiary, although mitigating controls exist, the preventive controls with respect to inventory module needs to be strengthened, the Holding Company and its subsidiary companies, incorporated in India have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control with reference to Consolidated Financial Statements 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.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, its associate and joint venture, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to Consolidated Financial Statements criteria established by the company considering the essential components of internal controls 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 the respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiary company and its associate, incorporated in India, internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements 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

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company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **C N K & Associates LLP**

Chartered Accountants

Firm Registration Number: 101961 W/W-100036

Diwakar Sapre

Partner

Membership Number: 040740

UDIN: 24040740BKEYGS2824

Place: Mumbai

Date: May 28, 2024

Consolidated Balance Sheet as at 31 March, 2024

(₹ in crore)

| Particulars | Note no. | As at 31 March, 2024 | As at 31 March, 2023 |
|--|----------|-------------------------|-------------------------|
| ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Property, plant and equipments | 2 (A) | 26.12 | 57.75 |
| (b) Capital work- in- progress | 2 (A) | - | (0.00) |
| (c) Investments | 3 | 0.00 | 36.01 |
| (d) Financial assets | | | |
| - Other financial assets | 4 (E) | - | 4.16 |
| (e) Other non-current assets | 5 | 0.10 | 1.04 |
| Total non-current assets | | 26.23 | 98.96 |
| 2 Current assets | | | |
| (a) Inventories | 6 | - | 2.68 |
| (b) Financial assets | | | |
| i. Investments in Mutual Funds | 4 (A) | 0.04 | 1.71 |
| ii. Trade and other receivables | 4 (B) | 18.66 | 13.14 |
| iii. Cash and bank balances | 4 (C) | 23.91 | 25.38 |
| iv. Loans | 4 (D) | 484.57 | 563.93 |
| v. Other financial assets | 4 (E) | 305.19 | 328.90 |
| (c) Other current assets | 7 | 52.44 | 11.84 |
| Total current assets | | 884.80 | 947.56 |
| TOTAL ASSETS | | 911.02 | 1,046.52 |
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Equity share capital | 8 (A) | 206.98 | 206.98 |
| Other Equity | | | |
| Reserves and surplus | 8 (B) | (3,014.29) | (2,949.06) |
| Non-controlling Interests | 8 (B) | 133.66 | 118.46 |
| Total equity | | (2,673.65) | (2,623.62) |
| Liabilities | | | |
| 2 Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 9 (A) | 622.74 | 398.19 |
| Total non-current liabilities | | 622.74 | 398.19 |
| 3 Current liabilities | | | |
| Financial liabilities | | | |
| i. Borrowings | 9 (A) | 2,019.24 | 2,305.74 |
| ii. Trade payables | | | |
| - Total outstanding dues to micro and small enterprises | 9 (B) | - | 0.16 |
| - Total outstanding dues to creditors other than micro and small enterprises | 9 (B) | 25.77 | 44.45 |
| iii. Other financial liabilities | 9 (C) | 892.95 | 895.31 |
| Employee benefit obligations | 10 | 2.56 | 2.65 |
| Current tax liabilities | 11 (A) | 19.16 | 19.79 |
| Other current liabilities | 11 (B) | 2.25 | 3.86 |
| Total current liabilities | | 2,961.93 | 3,271.95 |
| Total liabilities | | 3,584.67 | 3,670.14 |
| TOTAL EQUITY AND LIABILITIES | | 911.02 | 1,046.52 |

See accompanying notes forming part of the Consolidated Financial Statements

As per our attached report of even date
For and on behalf of the Board
For C N K & Associates LLP
 Chartered Accountants
 Firm Registration No. : 101961 W/W - 100036

Rajesh Desai
 Director
 (DIN: 08848625)

R Suresh
 Director
 (DIN: 09299459)

Diwakar Sapre
 Partner

Vipin Jain
 Chief Financial Officer

Rachana Trivedi
 Company Secretary
 Membership No. ACS
 62289

 Membership No. 040740
 Place: Mumbai
 Date: 28th May 2024

 Place: Mumbai
 Date: 28th May 2024

Consolidated Statement of Profit and Loss for the year ended 31 March, 2024

(₹ in crore)

| Particulars | Note no. | Year ended 31 March, 2024 | Year ended 31 March, 2023 |
|--|----------|------------------------------|------------------------------|
| Income: | | | |
| Revenue from operations | 12 | 20.24 | 60.67 |
| Other income | 13 | 62.38 | 103.93 |
| Total income | | 82.61 | 164.59 |
| Expenses: | | | |
| Operating expenses | 14 | 43.41 | 3.93 |
| Employee benefits expense | 15 | 24.15 | 4.03 |
| Finance costs | 16 | 81.39 | 131.57 |
| Depreciation | 2 (A) | 32.08 | 41.14 |
| Other expenses | 17 | 19.67 | 20.49 |
| Total expenses | | 200.70 | 201.17 |
| Profit / (loss) before exceptional items and tax | | (118.08) | (36.58) |
| Exceptional items | 18 | | |
| Income | | 80.35 | 1,694.42 |
| Expenses | | (67.41) | (34.09) |
| Profit / (loss) after exceptional items and before tax | | (105.14) | 1,623.75 |
| Current tax | 20 | 0.83 | 26.46 |
| Profit / (loss) for the year before share in loss of associates | | (104.31) | 1,650.21 |
| Share in profit / (loss) of associate | | (0.00) | 0.24 |
| Profit / (loss) for the year after exceptional items | | (104.32) | 1,650.45 |
| Attributable to: | | | |
| Shareholders of the parent | | (118.10) | 1,650.21 |
| Non controlling interests | | 13.78 | 0.24 |
| Profit / (loss) for the year after exceptional items | | (104.32) | 1,650.45 |
| Items that will not be reclassified subsequently to profit and loss account | | | |
| Actuarial gain / (loss) on remeasurement of the Defined Benefit Plans | | (0.41) | 0.17 |
| Total other comprehensive gain / (loss) for the year | | (0.41) | 0.17 |
| Total comprehensive profit / (loss) for the year | | (104.73) | 1,650.62 |
| Attributable to: | | | |
| Shareholders of the parent | | (118.51) | 1,650.38 |
| Non controlling interests | | 13.78 | 0.24 |
| Earnings per share before exceptional items (EPS) | | | |
| Basic (in ₹) | 25 | (5.67) | (0.48) |
| Diluted (in ₹) | 25 | (5.67) | (0.48) |
| Earnings per share after exceptional items (EPS) | | | |
| Basic (in ₹) | 25 | (5.04) | 79.74 |
| Diluted (in ₹) | 25 | (5.04) | 79.74 |

See accompanying notes forming part of the Consolidated Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
 Chartered Accountants
 Firm Registration No. : 101961 W/W - 100036

Rajesh Desai
 Director
 (DIN: 08848625)

R Suresh
 Director
 (DIN: 09299459)

Diwakar Sapre
 Partner
 Membership No. 040740
 Place: Mumbai
 Date: 28th May 2024

Vipin Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 28th May 2024

Rachana Trivedi
 Company Secretary
 Membership No. ACS 62289

Consolidated Statement of Cash Flows for the year ended 31 March, 2024

(₹ in crore)

| Particulars | Year ended 31 March, 2024 Audited | Year ended 31 March, 2024 Audited |
|--|---|---|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit / (Loss) before tax | (105.14) | 1,681.31 |
| Adjustments for : | | 1,623.75 |
| Exceptional Items | | |
| - Provision / Impairment for doubtful receivables / advances [Refer note (c) below] | 0.41 | 34.09 |
| - Gain on One Time Settlement with bank [Refer note (a) below] | (41.06) | (1,694.42) |
| - Write off of claims receivable [Refer note (b) below] | 66.99 | |
| - Reversal of Provision for impairment of loans & advances receivable from subsidiary (net) [Refer note (b) below] | (39.29) | (57.55) |
| Gain on sale/Fair Vale of current investment measured at FVTPL | (0.04) | - |
| Depreciation | 32.08 | 41.14 |
| Finance costs | 81.39 | 131.57 |
| Interest income | (27.67) | (58.40) |
| Unrealised foreign exchange gain | (1.08) | (1.35) |
| Operating profit before working capital changes | (33.40) | 76.39 |
| Changes in working capital: | | |
| (Increase) / Decrease in inventories | 2.68 | 6.34 |
| (Increase) / Decrease in trade receivables, loans and advances and other assets | 25.05 | 447.86 |
| Increase / (Decrease) in trade payables, other liabilities and short term provisions | (42.00) | (58.57) |
| Cash generated from operations | (47.68) | 472.02 |
| Income taxes refunded / (paid), net | 1.18 | 41.60 |
| Net cash generated from operating activities | (46.50) | 513.61 |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Proceeds from sale of property, plant and equipment | (0.46) | 46.52 |
| (Purchase) / Sale of Current Investments (Net) | 1.71 | (0.10) |
| Proceeds from Investment | 49.64 | - |
| Proceeds/(Investment) in Bank deposits | (0.80) | 7.30 |
| Interest received | 6.63 | 36.58 |
| Net cash (used in) / generated from investing activities | 56.72 | 90.31 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from long term borrowings | 283.79 | - |
| Proceeds from short term borrowings | 778.11 | - |
| Repayment of short term borrowings | (0.40) | - |
| Repayment of FCCBs | (1,003.45) | - |
| Repayment of long-term loans | (126.86) | (968.92) |
| Finance costs paid | (1.72) | - |
| Net cash used in financing activities | (70.52) | (968.92) |
| INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS | (60.30) | (364.99) |
| Foreign currency translation reserve | 53.87 | 372.25 |
| Cash and cash equivalents at the beginning of the year | 25.38 | 18.13 |
| Cash and cash equivalents at the end of the year | 18.95 | 25.38 |

Note:
Reconciliation between cash and cash equivalents and cash and bank balances.

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| Cash and cash equivalents as per cash flow statement | 18.95 | 25.38 |
| Add: margin money deposits not considered as cash and cash equivalents as per Ind AS-7 | - | - |
| Cash and bank balances (Restricted and Unrestricted) | 18.95 | 25.38 |

Notes to the statement of cash flows and disclosure of non cash transactions:

- 1) The statement of cashflow is prepared in accordance with the format prescribed as per Ind-AS 7
- 2) In Part-A of Cash Flow Statement, figures in brackets indicate deductions made from the Net Profit for deriving the net cash flow from operating activities. In Part-B and Part-C, figures in bracket indicate cash outflows.

See accompanying notes forming part of the Consolidated Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W - 100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
Place: Mumbai
Date: 28th May 2024

Vipin Jain
Chief Financial Officer
Place: Mumbai
Date: 28th May 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

ESSAR SHIPPING LIMITED
Consolidated Statement of Changes in Equity for the period ended 31 March, 2024
A. Equity Share Capital
(1) For the year ended March 31, 2024

(₹ in crore)

| Balance as at April 1, 2023 | Changes in Equity Share Capital due to prior period errors | Restated balance as at the April 1, 2023 | Changes in equity share capital during the year 2023-24 | Balance as at March 31, 2024 |
|-----------------------------|--|--|---|------------------------------|
| 206.98 | - | 206.98 | - | 206.98 |

(2) For the year ended March 31, 2023

(₹ in crore)

| Balance as at April 1, 2023 | Changes in Equity Share Capital due to prior period errors | Restated balance as at the April 1, 2023 | Changes in equity share capital during the year 2023-24 | Balance as at March 31, 2023 |
|-----------------------------|--|--|---|------------------------------|
| 206.98 | - | 206.98 | - | 206.98 |

B. Other Equity
(1) For the year ended March 31, 2024

(₹ in crore)

| | Reserves and Surplus | | | | | | | | | | Total |
|--|----------------------|-------------------|-------------------------------|------------------------------------|--------------------------------|---------------------|-----------------|---------------------------------------|-----------------------------|----------------------------|----------------|
| | Securities Premium | Retained Earnings | Debt-ture Re-demption Reserve | Share options out-standing reserve | Tonnage tax (utilised) reserve | Tonnage tax reserve | General reserve | Foreign currency trans-lation reserve | Other compre-hensive income | Non-con-trolling Interests | |
| Balance as on 1 April, 2023 | 60.95 | (6,020.82) | - | 0.61 | - | - | 5,001.38 | (1,997.17) | 6.00 | 118.46 | (2,830.60) |
| Additions during the year | 5.95 | | | | | | | | | 15.20 | 21.15 |
| Share of profit of associate | | | | | | | | | | | - |
| Profit / (loss) of non-controlling interest | | | | | | | | | | | - |
| Profit / (loss) for the year | | (131.07) | | | | | | 60.29 | (0.41) | | (71.19) |
| Total Comprehensive Income for the current year | 5.95 | (131.07) | - | - | - | - | - | 60.29 | (0.41) | 15.20 | (50.04) |
| Transferred to General Reserve | - | - | - | - | - | - | - | - | - | - | - |
| Balance as on 31 March, 2024 | 66.90 | (6,151.89) | - | 0.61 | - | - | 5,001.38 | (1,936.88) | 5.59 | 133.66 | (2,880.64) |

(2) For the year ended March 31, 2023

(₹ in crore)

| | Reserves and Surplus | | | | | | | | | | Total |
|--|----------------------|-------------------|-------------------------------|------------------------------------|--------------------------------|---------------------|-----------------|---------------------------------------|-----------------------------|----------------------------|-----------------|
| | Securities Premium | Retained Earnings | Debt-ture Re-demption Reserve | Share options out-standing reserve | Tonnage tax (utilised) reserve | Tonnage tax reserve | General reserve | Foreign currency trans-lation reserve | Other compre-hensive income | Non-con-trolling Interests | |
| Balance as on 31 March, 2022 | 62.57 | (10,259.55) | 101.17 | 0.61 | - | - | 4,900.22 | 68.93 | 5.29 | 267.88 | (4,852.89) |
| Additions during the year | (1.62) | | | | | | | | | (149.42) | (151.04) |
| Share of profit of associate | | | | | | | | | | | - |
| Profit / (loss) of non-controlling interest | | | | | | | | | | | - |
| Profit / (loss) for the year | | 4,238.72 | | | | | | (2,066.10) | 0.71 | | 2,173.33 |
| Total Comprehensive Income for the current year | (1.62) | 4,238.72 | - | - | - | - | - | (2,066.10) | 0.71 | (149.42) | 2,022.29 |
| Transferred to General Reserve | - | - | (101.17) | - | - | - | 101.17 | - | | | |
| Balance as on 31 March, 2023 | 60.95 | (6,020.82) | - | 0.61 | - | - | 5,001.38 | (1,997.17) | 6.00 | 118.46 | (2,830.60) |

See accompanying notes forming part of the Consolidated Financial Statements

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W - 100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
Place: Mumbai
Date: 28th May 2024

Vipin Jain
Chief Financial Officer
Place: Mumbai
Date: 28th May 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

Corporate information

Essar Shipping Limited (“the Company” or “ESL”) was incorporated in September 2010 and is listed on the Bombay Stock Exchange and National Stock Exchange in India. The Company is mainly engaged in fleet operating and chartering activities and operates in international and coastal voyages. The Company has also directly and/or through its subsidiaries and associates (hereinafter referred to as “the Group”) invested in diverse business verticals viz. Fleet operating and chartering (tankers and dry bulkers), oilfields services (land rigs and semi-submersible rig) and logistics services (trucks, trailers and tippers). The principal place of business of the Company is in Mumbai, India.

1) BASIS OF CONSOLIDATION AND SIGNIFICANT ACCOUNTING POLICIES**a) Basis of preparation**

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013 read with the relevant rules issued thereunder.

The Group’s presentation currency is Indian Rupees. All amounts in these financial statements, except per share amounts and unless as stated otherwise, have been rounded off to two decimal places and have been presented in crores.

Authorization of Financial Statements: The Consolidated Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 28 May, 2024.

Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and
- Defined benefit plans where plan assets measured at fair value.

Going concern basis of accounting

These accounts have been prepared on a going concern basis.

In assessing the Group’s going concern status, the Management has taken account of:

- the financial position of the Group;
- anticipated future trading performance;
- Expected settlement with lenders and asset monetization plans;
- its bank and other facilities, including facilities in default, or due to expire within the next 12 months;
- its capital investment plans;
- the likelihood of any material adverse legal judgments.

Refer Note 27 for further details.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Essar Shipping Limited, (“the Company”), its subsidiary companies, and the Group’s share of profit / loss in its associates and joint venture. The consolidated financial statements have been prepared

ESSAR SHIPPING LIMITED

in accordance with the requirements of Ind AS 110, 'Consolidated Financial Statements' on the following basis:

- 1) The financial statements of the subsidiary companies and associates used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2023. These have been consolidated based on latest available financial statements.
- 2) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses, unless cost cannot be recovered.
- 3) The consolidated financial statements include the share of profit / loss of the associate and joint venture companies which have been accounted for using equity method as per Ind-AS 28, Accounting for Investments in Associates in Consolidated Financial Statements. Accordingly, the share of profit/ loss of each of the associate and joint venture companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.

The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment at each balance sheet date and impairment loss, if any, is provided for. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company and such amounts are not set off between different entities.

- 4) The difference between the cost of investment in the associate and joint venture and the share of net assets at the time of acquisition of shares in the associate and joint venture is identified in the consolidated financial statements as Goodwill or Capital reserve as the case may be.
- 5) Following subsidiary companies and associates have been considered in the preparation of the consolidated financial statements:

| Name of the entity | Relationship | Country of Incorporation | Ownership held by | % of Holding and voting power either directly or indirectly through subsidiary as at | |
|--|---------------|--------------------------|-------------------|--|----------------|
| | | | | 31 March, 2024 | 31 March, 2023 |
| OGD Services Holdings Limited ("OGDSHL") (fka Essar Oilfields Services Limited) | Subsidiary | Mauritius | ESL | 100% | 100% |
| OGD Services Limited ("OGD") (fka Essar Oilfield Services India Limited)* (Note i) | Subsidiary | India | OGDSHL | 0% | 100% |
| Energy II Limited ("EIIIL") | Subsidiary | Bermuda | ESL | 73% | 73% |
| Essar Shipping DMCC ("ES DMCC") | Subsidiary | United Arab Emirates | ESL | 100% | 100% |
| Starbit Oilfield Services India Limited ("SOSIL") (Note ii) | Associate | India | OGD | 26% | 100% |
| Arkay Logistics Limited ("ALL") (Note ii) | Associate | India | ESL | 0% | 49% |
| DrillXplore Services Private Limited (Note ii) | Associate | India | ESL | 26% | 26% |
| OGD-EHES JV Private Limited (Note ii) | Joint venture | India | OGD | 26% | 26% |

ESSAR SHIPPING LIMITED

Notes:

- i. OGD Services Limited got admitted under Corporate Insolvency Resolution Process (CIRP) and hence same has not been considered for Consolidation purpose as on 31-03-2024.
- ii. The financial statements of Starbit Oilfield Services India Limited, DrillXplore Services Private Limited and OGD-EHES JV Private Limited are considered for the purpose of preparation of Consolidated Financial Statements are based on the unaudited financials certified by the respective managements.

b) Use of estimates

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Critical estimates and judgments

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgment are:

Estimation of Defined benefit obligation - refer note 10

Estimation of current tax/ deferred tax expenses and payable - refer note 19

Useful lives of property, plant and equipment- refer note 2(A)

Impairment of financial and non-financial assets- refer notes 18

Going Concern- refer note 27

c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

d) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

ESSAR SHIPPING LIMITED

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

When significant parts of PPE are required to be replaced at intervals, Group depreciates them separately based on their specific useful lives.

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and changes if any are accounted in line with revisions to accounting estimates.

Capital Work in Progress:

Capital work in progress is stated at cost, net of impairment losses, if any.

Depreciation:

Depreciation on PPE is provided as per straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of PPE in whose case the life of the items of PPE has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support etc.

| Nature of property, plant and equipment | Useful Life |
|---|-------------|
| Rigs | 3-18 years |

Depreciation on the plant and equipment of the Group's foreign subsidiaries, and associates has been provided on straight-line method/ written down value method as per the estimated useful life of such assets as follows:

| Nature of property, plant and equipment | Useful life |
|---|-------------|
| Plant and machinery | 8-15 years |
| Vehicles | 5 years |
| Computers | 3 years |
| Furniture and fixtures | 10 years |
| Office equipment | 3 years |

Assets costing less than ₹ 5,000/- are fully depreciated in the year of capitalization. Depreciation on additions/deductions to PPE made during the year is provided on a pro-rata basis from / up to the date of such additions /deductions, as the case may be.

The property plant and equipment acquired under finance lease is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

e) **Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.

ESSAR SHIPPING LIMITED

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

f) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

(A) Lease Liability

At the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

(A) Lease Liability

Group measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset.

Short term lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

g) Assets held for sale

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available

ESSAR SHIPPING LIMITED

for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less cost to sell.

Property, plant and equipment classified as held for sale are not depreciated.

h) Impairment of non-financial assets

Non-financial assets other than inventories are reviewed at each standalone balance sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing is required for an asset or group of Assets, called Cash Generating Units (CGU), the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. In case of non-financial assets Group estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

i) Valuation of Inventory

Cost includes all charges in bringing the inventories to their present location and condition, including octroi and other levies, transit insurance and receiving charges and excluding rebated and discounts, if any. Inventories are valued at the lower of cost determined on first-in-first-out basis and the net realisable value after providing for obsolescence and other losses, where considered necessary. Net realisable value is the estimated selling price in the ordinary course of business.

j) Revenue recognition

Fleet operating and chartering earnings represent the value of charter hire earnings, demurrage, freight earnings, fleet management fees and lighterage earnings, and are accounted on accrual basis in accordance with Ind AS 115. Freight earnings are recognised on a pro-rata basis for voyages in progress at balance sheet date after loading of the cargo is completed and Bill of lading is obtained. Revenues and related expenses for voyages where cargo has not been loaded as on the balance sheet date are deferred and recognised in the following year.

Rig operating and chartering earnings represent the value of charter hire earnings, rig operating earnings, rig mobilization and demobilization revenue and scrap sales and the same are accounted on accrual basis in accordance with Ind AS 115. Charter hire and rig operating are recognised based on contractual daily rates billed on monthly basis. Rig mobilization and demobilization revenue and scrap sales income are recognized on instance basis. Any agreed deductions from the invoices by the customer is reduced from turnover. In case those deductions are related to previous year, the same will be charged off to profit and loss account.

The Group recognises revenue from contract with customers based on a five-step model as set out in Ind AS 115:

Step 1. Identify Contracts with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

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Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the Group satisfies a performance obligation.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Supervision and Management Fees

Revenue from sale of services is recognized on accrual basis as and when the related services are rendered as per the terms of the contract with the customer.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

k) Operating expenses

All expenses relating to the operations including crewing, insurance, stores, bunkers, charter hire and special survey costs, rig operating expenses, mobilization and de-mobilization charges, transportation and catering are expensed under operating expenses on accrual basis. Dry-docking expenses are amortised over 30 months.

l) Employee benefits

i) Short term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include compensated absences such as paid annual leave, and performance incentives.

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ii) Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation determined actuarially by using Projected Unit Credit Method at the balance sheet date.

iii) Post employment benefit plan

The Group(employer) and the employees contribute a specified percentage of eligible employees' salary- currently 12%, to the employer established provident fund "Essar Shipping Limited Employees Provident Fund" set up as an irrevocable trust by the Parent company. In case of subsidiaries, contribution is made to the established Government Provident fund. The Group is generally liable for annual contributions and any shortfall in the fund assets and recognizes such provident fund liability, considering fund as the defined benefit plan, based on an independent actuarial valuation carried out at every statutory year end using the Projected Unit Credit Method.

Provision for gratuity for the staff is made as under:

- (i) For offshore officers on actuarial valuation.
- (ii) For offshore crew on accrual basis as per rules of the National Maritime Board and is charged to the Statement of Profit and Loss.

Contribution to defined contribution retirement benefit schemes are recognised as expense in the Statement of Profit and Loss, when employees have rendered services entitling them to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in Other Comprehensive Income, for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and is otherwise amortised on a straight line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation and is adjusted both for unrecognised past service cost, and for the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme, if lower.

iv) Employee Options

The fair value of the options granted under the value of the Company, Employee Option Plan is recognised as employee benefits expense with the corresponding increase in equity. The total amount to be expensed is determined by the reference to the fair value of the options granted:

- including any market conditions (e.g., the entity's share price)
- excluding the impact of any service and non- market performance vesting conditions (profitability, sales growth targets and remaining an employee of the entity over the specified period), and
- including the impact of any non-vesting conditions (e.g. the requirement for the employee to save or holding shares for the specific period of time)

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimate of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with the corresponding adjustments to equity.

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m) Foreign currencies

(i) Functional and presentation currency

The Group's financial statements are presented in Indian Rupee (INR), which is also the Group's functional and presentation currency.

(ii) Transaction and balances

Transactions in foreign currencies are translated into functional currency using the exchange rate at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit or loss. They are deferred in Equity if they relate to qualifying cash flow hedges. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in those foreign operations.

Foreign exchange differences regarded as adjustments to borrowing costs are presented in the statement of Profit and loss, within finance cost. All other foreign exchange gains and losses as presented in the Statement of Profit and loss on a net basis within other gains/ (losses).

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Non-monetary items that are measured in terms of historical cost in a foreign currency, are translated using exchange rates on dates of initial recognition.

Exchange differences relating to Long term foreign currency monetary items are accounted in terms of Para D13AA of Ind-AS 101 as under:

- (i) In so far as they relate to the acquisition of a depreciable capital asset, such differences are added to/deducted from the cost of such capital asset and depreciated over the balance useful life of the asset
- (ii) In other cases, such differences are accumulated in "Foreign currency Monetary Items Translation differences account" and amortised in the statement of Profit and loss over the balance useful life of the long term foreign currency monetary item.

n) Investment in Associates and Joint venture

Investments in associates and joint venture are recorded at cost and reviewed for impairment at each reporting date.

o) Provisions and Contingencies

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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 Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be

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required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

p) Fair value measurement

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Group for the asset or liability.

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

q) Financial assets

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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Group classifies financial assets as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit and loss.

Financial Assets at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI

A 'Financial Asset' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Financial Assets at FVTPL

FVTPL is a residual category for debt instruments excluding investments in subsidiary and associate companies. Any Financial Asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, ESL decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or loss.

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - a) The Group has transferred substantially all the risks and rewards of the asset, or
 - b) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVPTL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of debt

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instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognized and accumulated in OCI are not reclassified to profit or loss on de-recognition

Impairment of financial assets

The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets measured at fair value through other comprehensive income.

In case of other assets, the Group determines the loss allowance based on the quantum of increase in credit risk of the financial assets since initial recognition. If the credit risks have increased significantly, an appropriate amount is recognized as a loss allowance based on the expected credit methods.

r) **Financial liabilities**

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to profit or loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial liabilities at amortized cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

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

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are substantially modified, such an exchange or modification is treated as the de-recognition 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.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

Foreign currency convertible bonds (FCCBs)

FCCBs are separated into liability and equity components based on the terms of the contract. On issuance of the FCCBs, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are apportioned between the liability and equity components of the FCCBs based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Offsetting of Financial Assets and Liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group, or the counterparty.

s) Taxes on income

Current tax is the amount of tax payable as per special provisions relating to income of shipping companies under the Income Tax Act, 1961 on the basis of deemed tonnage income of the Group and tax payable on other taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

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Current and deferred tax relating to items directly recognised in reserves is recognised in reserves and not in the Statement of Profit and Loss.

Further, the companies are paying taxes on the basis of deemed tonnage income or as per the applicable tax laws in their country of incorporation.

t) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

u) Cash and Cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank Overdrafts are shown within borrowings in current liabilities in Balance sheet.

v) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and 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 Group are segregated based on the available information.

w) Operating segments

The Board of Directors of each of companies is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in Ind AS 108. The operating segment is the level at which discrete financial information is available. The CODM allocates resources and assesses performance at this level. The Group has identified following reportable segments:

- i. Fleet operating and chartering
- ii. Oilfields services

Geographical segments

The CODM has also identified the reportable geographical segments in presenting the segment revenue based on the various risk bearing economic environments in which the Group operates. Revenue from foreign countries has been separately disclosed based on the materiality of the amount of revenue.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

x) Exceptional items

When items of income or expense are of such nature, size or incidence that their disclosure is necessary to explain the performance of the Group for the year, the Group makes a disclosure of the nature and amount of such items separately under the head "Exceptional Items".

2 (A) Property, plant and equipment

| Particulars | Land | Buildings | Fleet | Plant and equipment | Furniture and fixtures | Vehicles | Office equipment | Total | Capital work in progress |
|---------------------------------|--------------|--------------|---------------|---------------------|------------------------|--------------|------------------|-----------------|--------------------------|
| | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) | (₹ in crore) |
| Gross Block | | | | | | | | | |
| As at 01.04.2022 | 0.13 | 2.20 | 96.67 | 2,790.71 | 0.39 | 5.38 | 1.40 | 2,896.89 | 60.34 |
| Additions | - | - | 3.75 | - | - | - | 0.02 | 3.77 | - |
| Exchange differences | - | - | - | 309.33 | 0.02 | - | 0.02 | 309.37 | - |
| Impairment | - | - | - | - | - | - | - | - | - |
| Transfer to asset held for sale | - | - | - | - | - | - | - | - | - |
| Disposals/retirement | - | - | - | - | - | - | - | - | - |
| As at 31.03.2023 | 0.13 | 2.20 | 100.42 | 3,100.04 | 0.41 | 5.38 | 1.44 | 3,210.01 | 60.34 |
| Additions | - | - | - | - | - | - | 0.13 | 0.13 | - |
| Exchange differences | - | - | - | 55.83 | 0.00 | - | 0.01 | 55.83 | - |
| Impairment | - | - | - | - | - | - | - | - | - |
| Transfer to asset held for sale | - | - | - | - | - | - | - | - | - |
| Disposals/retirement | - | - | (38.84) | - | - | - | - | (38.84) | - |
| As at 31.03.2024 | 0.13 | 2.20 | 61.58 | 3,155.86 | 0.42 | 5.38 | 1.58 | 3,227.13 | 60.34 |
| Accumulated Depreciation | | | | | | | | | |
| As at 01.04.2022 | - | 2.20 | 96.67 | 2,679.39 | 0.33 | 5.34 | 1.03 | 2,784.98 | 61.54 |
| Additions | - | - | 0.21 | 40.92 | - | - | 0.01 | 41.14 | - |
| Exchange differences | - | - | - | 326.39 | 0.05 | - | (0.29) | 326.14 | - |
| Impairment | - | - | - | - | - | - | - | - | - |
| Transfer to asset held for sale | - | - | - | - | - | - | - | - | -1.20 |
| Disposals/retirement | - | - | - | - | - | - | - | - | - |
| As at 31.03.2023 | - | 2.20 | 96.88 | 3,046.70 | 0.38 | 5.34 | 0.74 | 3,152.26 | 60.34 |
| Additions | - | - | 0.71 | 31.34 | - | - | 0.03 | 32.08 | - |
| Exchange differences | - | - | - | 55.30 | 0.03 | - | 0.18 | 55.52 | - |
| Impairment | - | - | - | - | - | - | - | - | - |
| Transfer to asset held for sale | - | - | - | - | - | - | - | - | - |
| Disposals/retirement | - | - | (38.84) | - | - | - | - | (38.84) | - |
| As at 31.03.2024 | - | 2.20 | 58.76 | 3,133.35 | 0.41 | 5.34 | 0.94 | 3,201.01 | 60.34 |
| Net Block | | | | | | | | | |
| As at 31.03.2023 | 0.13 | - | 3.53 | 53.33 | 0.03 | 0.04 | 0.71 | 57.75 | - |
| As at 31.03.2024 | 0.13 | - | 2.82 | 22.52 | 0.00 | 0.04 | 0.63 | 26.12 | - |

(I) Assets given as security for borrowings

1. Land owned by the Company have been given to lenders as security for various borrowing facilities.
2. Plant & Machinery include semi-submersible rig, which is secured against the syndicated Term Loan availed by the Subsidiary Company and also carries second preferred mortgage against the loan availed by Holding Company.

(II) Impairment testing

Fleet: In view of pertinent slowdown in shipping industry, the Company has assessed 'recoverable amount' of each fleet by estimating their "value in use", in terms of IND-AS 36 "Impairment of Assets". 'Value in use' is estimated by applying appropriate discount rate to projected net cash inflows having regard to existing long term contracts, expected tariff based on past trends and costs to operate the fleet which represents the management's best estimate of the set of economic conditions that will exist over remaining useful life of each fleet. Based on the aforementioned assessment, it has been concluded that 'recoverable amount' of the fleet is higher than their respective carrying amount.

Rigs: In case of rigs in operation, the Group has considered higher of fair value less costs to sale and value in use for measuring recoverable value as per paragraph 18 of Ind AS 36 while ascertaining the impairment in the books. In the current year, as assessed by the management, there is no impairment.

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3 Non-current investments

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Investments in equity shares of associate (unquoted, fully paid up, at cost) | | |
| Nil (previous year 35,770,000) Equity shares of ₹10/- each of Arkay Logistics Limited [Refer foot note (i) below] | - | 35.77 |
| 460 (previous year Nil) Equity shares of ₹100/- each of DrillXplore Service Private Limited (₹ 46,000/-only) | 0.00 | |
| Less: Share of Profit/ (loss) for the year | (0.00) | - |
| Total (a) | - | 35.77 |
| Investments in equity shares - others (unquoted, fully paid up, at cost) | | |
| 2,500 (previous year 2,500) Equity shares of ₹10/- each of Ultra LNG Haldia Limited (₹ 25,000/-only) | 0.00 | - |
| 2,600 (PY: 2,600) Ordinary shares of ₹10/- each of Seros Drilling Private Limited (CY: Nil, PY: ₹ 26,000/-) | - | 0.24 |
| Total (b) | 0.00 | 0.24 |
| Total (a+b) | 0.00 | 36.01 |
| Aggregate amount of unquoted non - current investments | 0.01 | 36.01 |
| Less: Aggregate amount of provision for impairment other than temporary in value of investments | (0.00) | - |
| Total non-current investments | 0.00 | 36.01 |

Foot notes:

i) The company has sold entire stake of 49% in its associate to a group company and booked a profit of ₹13.87 crores. (Refer Note. 13)

Information about the associates and Joint Venture

| Name of the Company | Country of Incorporation and Principal Activities | Proportion of equity interest | |
|---|---|-------------------------------|------------------------------|
| | | As at 31 March, 2024 % | As at 31 March, 2023 % |
| Arkay Logistics Limited | India, multi-modal transport services | 0.00% | 49.00% |
| DrillXplore Service Private Limited (Joint Venture) | India, Rig operating and chartering services | 46.00% | 0.00% |
| Seros Drilling Private Limited (FKA OGD-EHES JV Private Limited)(Joint Venture) | India, Rig operating and chartering services | 26.00% | 26.00% |
| Starbit Oilfield Services India Limited | India, Rig operating and chartering services | 26.00% | 100.00% |

The carrying value of the Group's investment is derived as follows:

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Opening balance | 36.01 | 38.77 |
| Share of Profit / (loss) for the year | (0.24) | (2.76) |
| Sale of Investment during the year | (35.77) | - |
| Provision for impairment | - | - |
| Closing balance | - | 36.01 |

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4 (A) Current investments

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Investment in mutual funds (quoted) | | |
| Investment carried at Fair value through Profit & Loss | | |
| SBI Liquid Fund Direct Growth | 0.04 | 1.71 |
| 97.594 (Previous Year 4,839.217) Units of SBI Liquid Fund Direct Growth of Face Value ₹ 1,000 | | |
| Total | 0.04 | 1.71 |
| Aggregate amount of quoted investment at cost | 0.03 | 1.59 |
| Aggregate amount of quoted investment at market value | 0.04 | 1.71 |

4 (B) Trade and other receivables

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Trade receivables considered good - secured | - | - |
| Trade receivables considered good - unsecured | 18.66 | 13.14 |
| Trade receivables which have significant increase in credit risk | 0.16 | 0.75 |
| Trade receivables - credit impaired | - | - |
| Less : Loss allowance | (0.16) | (0.75) |
| Total trade and other receivables | 18.66 | 13.14 |

Movement in allowances for doubtful debts

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Opening balance | 0.75 | 7.51 |
| Allowances created/(reversed) during the year | (0.59) | (6.76) |
| Closing balance | 0.16 | 0.75 |

| Particulars | Outstanding as on 31-03-2024 for following periods from due date of payment | | | | | Total |
|--|---|----------------------|--------------|-----------|-----------|--------------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade receivables – considered good | 3.28 | (0.63) | 16.01 | - | - | 18.66 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | 0.16 | - | - | 0.16 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| less: Loss allowance | - | - | - | - | - | (0.16) |
| Total | 3.28 | (0.63) | 16.16 | - | - | 18.66 |

| Particulars | Outstanding as on 31-03-2023 for following periods from due date of payment# | | | | | Total |
|--|--|-------------------|-----------|-----------|-----------|--------------|
| | < 6 months | 6 months - 1 year | 1-2 years | 2-3 years | > 3 years | |
| (i) Undisputed Trade receivables – considered good | - | 13.14 | - | - | - | 13.14 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | 0.25 | 0.50 | - | - | - | 0.75 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| less: Loss allowance | - | - | - | - | - | (0.75) |
| Total | 0.25 | 13.64 | - | - | - | 13.14 |

4 (C) Cash and bank balances

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Cash and Cash equivalent | | |
| Balances with banks | 18.95 | 25.38 |
| Fixed Deposits with banks (maturity less than 3 months) | 3.87 | - |
| Other bank balances | | |
| Fixed Deposits with banks | 1.09 | - |
| Total Cash and bank balances | 23.91 | 25.38 |

4 (D) Loans (Current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Unsecured, considered good | | |
| Loan to related parties* (Refer Note No. 26) | 484.57 | 563.93 |
| Total loans (Current) | 484.57 | 563.93 |

*Loans given to related party for Interest rate of 4% - 5.2% for General Corporate purpose

4 (E) Other financial assets (current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Interest accrued | 0.07 | 2.18 |
| Arbitration award receivable (See Note below) | 304.58 | 310.04 |
| Receivables from related parties* (Refer Note No. 26) | 0.02 | 9.36 |
| Security deposits | 0.52 | 0.50 |
| Other advances | - | 6.82 |
| Total other financial assets (current) | 305.19 | 328.90 |

Note: Recognition of revenue amounting to ₹ 369.81 crore (including accrued interest up to 31st March 2018) in the financial year 2017-18, based on compensation granted to the Company in the arbitration proceedings for breach of contract terms by a charterer out of which ₹ 302.81 crore remains outstanding receivable as on 31st March 2024. Post the year end, the company has signed a settlement agreement with Steel Authority of India Limited (SAIL) under the Vivad Se Vishwas Scheme - II. As per the Scheme, the company will receive 65% of original claim amount plus interest which was accounted as exceptional item in the earlier year. Irrecoverable amount of ₹ 66.99 crores has been charged to Profit & Loss account as on 31st March, 2024 as an exceptional item.

*Loans given to related party for Interest rate of 4% - 5.2% for General Corporate purpose

Other financial assets (non-current)

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---|---------------------------------------|---------------------------------------|
| Bank deposits held as margin money, pledged against certain bank borrowings | - | 4.16 |
| Total other financial assets (non-current) | - | 4.16 |

5 Other non-current assets

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Income tax paid in advance | 0.10 | 1.04 |
| Total other non-current assets | 0.10 | 1.04 |

6 Inventories

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| At lower of cost and net realisable value | | |
| Stores and spares | - | 2.68 |
| Total Inventories | - | 2.68 |

7 Other Current assets

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Income taxes | 2.32 | 2.36 |
| Prepayments | 9.38 | - |
| Balances with revenue authorities | 5.33 | 8.21 |
| Other advances | 34.68 | 0.56 |
| Security deposits | 0.72 | 0.71 |
| Total other current assets | 52.44 | 11.84 |

Note: All above other current assets considered good and recoverable in future.

ESSAR SHIPPING LIMITED
8 Equity Share capital and other equity
8 (A) Equity Share Capital

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|---|-------------------------|---------------|-------------------------|---------------|
| | No of shares | ₹ in crore | No of shares | ₹ in crore |
| Authorised equity share capital | | | | |
| Equity shares of ₹10/- each | 500,000,000 | 500.00 | 500,000,000 | 500.00 |
| Preference shares of ₹10/- each | 150,000,000 | 150.00 | 150,000,000 | 150.00 |
| | 650,000,000 | 650.00 | 650,000,000 | 650.00 |
| Issued, subscribed and fully paid up | | | | |
| Equity shares of ₹10/- each | 206,976,072 | 206.98 | 206,976,072 | 206.98 |
| Issued during the year | - | - | - | - |
| Total | 206,976,072 | 206.98 | 206,976,072 | 206.98 |

(i) Movements in equity share capital

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|------------------------|-------------------------|------------------------|-------------------------|------------------------|
| | No of shares | Amount (₹ in crore) | No of shares | Amount (₹ in crore) |
| Opening balance | 206,976,072 | 206.98 | 206,976,072 | 206.98 |
| Issue during the year | - | - | - | - |
| Closing balance | 206,976,072 | 206.98 | 206,976,072 | 206.98 |

Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of the equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shareholders holding more than 5% shares in the Company:
a) Shares held by holding company / ultimate holding company, their subsidiaries and associates

| Particulars | As at 31 March, 2024 | | | As at 31 March, 2023 | | |
|---|-------------------------|---------------|---------------|-------------------------|---------------|---------------|
| | No of shares | ₹ in crore | % | No of shares | ₹ in crore | % |
| Essar Shipping Mauritius Holdings Limited, the immediate holding company | 124,362,408 | 124.36 | 60.09% | 124,362,408 | 124.36 | 60.09% |
| Essar Investment Holdings Mauritius Limited, Mauritius (FKA as Essar Ports & Shipping Limited, Mauritius, the holding company)* | 33 | 0.00 | 0.00% | 33 | 0.00 | 0.00% |
| IDH International Drilling Holdco Limited, Cyprus, the intermediate holding company | 21,406,365 | 21.41 | 10.34% | 21,406,365 | 21.41 | 10.34% |
| | 145,768,806 | 145.77 | 70.43% | 145,768,806 | 145.77 | 70.43% |

*Amount ₹ 330.00 (previous year ₹ 330.0)

ESSAR SHIPPING LIMITED
b) Others (if holding shares more than 5%)

| Particulars | As at 31 March, 2024 | | | As at 31 March, 2023 | | |
|---|-------------------------|--------------|--------------|-------------------------|--------------|--------------|
| | No of shares | ₹ in crore | % | No of shares | ₹ in crore | % |
| India Opportunities Growth Fund Limited | 17,644,450 | 17.64 | 8.52% | 17,644,450 | 17.64 | 8.52% |
| | 17,644,450 | 17.64 | 8.52% | 17,644,450 | 17.64 | 8.52% |

| S. No | Shares held by Promoters at end of the year | | | % change during the year *** | | |
|-------|--|-----------------|-------------------|------------------------------|-------------------|-----------|
| | Promoter Name | No of shares ** | % of total shares | No of shares ** | % of total shares | % Changes |
| 1 | Essar Shipping Mauritius Holdings Limited, Mauritius | 124,362,408 | 60.09% | 124,362,408 | 60.09% | 0.00% |
| 2 | IDH International Drilling Holdco Limited, Cyprus | 21,406,365 | 10.34% | 21,406,365 | 10.34% | 0.00% |
| 3 | Essar Investment Holdings Mauritius Limited, Mauritius (FKA as Essar Ports & Shipping Limited, Mauritius, the holding company) | 33 | 0.00% | 33 | 0.00% | 0.00% |
| 4 | Imperial Consultants and Securities Limited, India | 6,878,409 | 3.32% | 6,878,409 | 3.32% | 0.00% |

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the date of the Balance Sheet.

| Particulars | Year (Aggregate no. of shares) | | | | |
|---|--------------------------------|---------|---------|---------|---------|
| | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 |
| Equity shares issued for consideration other than cash | | | | | |
| Issued as fully paid up pursuant to a Scheme of arrangement | - | - | - | - | - |
| Fully paid up by way of bonus shares | - | - | - | - | - |
| Shares bought back | - | - | - | - | - |

Note: Shares reserved for issue under options

The Company had reserved issuance of 3,77,463 equity shares of ₹ 10/- each for offering to eligible employees of the Company and its subsidiaries under Employees Stock Options Scheme. (ESOS) (refer note no.25 for details)

8 (B) Reserves and surplus

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--------------------------------------|-------------------------|-------------------------|
| | ₹ in crore | ₹ in crore |
| Share options outstanding account | 0.61 | 0.61 |
| Securities Premium | 66.90 | 60.95 |
| General reserve | 5,001.38 | 5,001.38 |
| Foreign currency translation reserve | (1,936.88) | (1,997.17) |
| Retained earnings | (6,151.89) | (6,020.82) |
| Other Comprehensive Income | 5.59 | 6.00 |
| Total Reserves and surplus | (3,014.29) | (2,949.06) |

ESSAR SHIPPING LIMITED
9 (A) Borrowings

| Particulars | Non - current | | Current | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Long - term borrowings | | | | |
| Secured | | | | |
| (a) Debentures | | | | |
| 1%, 3,20,00,000 (previous year Nil) non convertible debentures of ₹100 each, secured by current assets, receivables and Arbitration award receivable from Steel Authority of India Limited (SAIL) of the company [refer foot note (a)] | 320.00 | - | - | - |
| (b) Term loans | | | | |
| (i) from banks | | | | |
| Foreign currency term loans for refurbishment of Offshore semi submersible rig (secured by first charge on a semi submersible rig and corporate guarantee by the Company and IDH International Holdco Limited). Interest rate of 4.5% (Previous year: Interest rate of 4.5%) [refer foot note (d)] | - | - | 707.35 | 757.95 |
| (ii) from others | | | | |
| Rupee term loan (Secured by first charge on proceeds from the sale of borrowers investments held under subsidiaries) [refer foot note (b)] | 296.74 | 392.18 | 777.71 | 0.07 |
| Total secured loans [A] | 616.74 | 392.18 | 1,485.07 | 758.02 |
| Unsecured | | | | |
| (a) Foreign currency convertible bonds (FCCBs) [refer note (c) below] | - | - | 534.18 | 1,537.62 |
| (b) Others | 6.00 | 6.00 | - | 10.10 |
| Total unsecured loans [B] | 6.00 | 6.00 | 534.18 | 1,547.72 |
| Total [A+B] | 622.74 | 398.18 | 2,019.24 | 2,305.74 |
| Less: Amount disclosed under the head other financial liabilities | - | - | (2,019.24) | (2,305.74) |
| Long - term borrowings | 622.74 | 398.18 | - | - |

| Nature of borrowing, including debt securities | Name of lender | Principal amount (in crs) not paid on due date | Interest amount (in crs) not paid on due date | Whether principal or interest | No. of days delay or unpaid |
|--|--------------------------------|--|---|-------------------------------|-----------------------------|
| Foreign currency term loans for refurbishment of Offshore semi submersible rig | Indian Overseas Bank, Hongkong | 379.30 | 17.09 | Principal and Interest | 1400 |

| | | | | | |
|--|------------------------------|--------|------|------------------------|------|
| Foreign currency term loans for refurbishment of Offshore semi submersible rig | Punjab National Bank, London | 50.49 | 2.28 | Principal and Interest | 1400 |
| Foreign currency term loans for refurbishment of Offshore semi submersible rig | Punjab National Bank, UAE | 73.54 | 3.30 | Principal and Interest | 1400 |
| Foreign currency term loans for refurbishment of Offshore semi submersible rig | Axis Bank Limited, UAE | 204.02 | 9.49 | Principal and Interest | 1400 |

Foot notes:-
i) Repayment terms:

a) Secured debentures: 1%, 3,20,00,000 debentures issued on 13 December 2023 were redeemable at the option of issuer. Debentures issued on preferential basis by conversion of outstanding unsecured loan into NCDs in one or more tranches to the extent of ₹ 320 crores. The same is secured by Arbitration award amount receivable from SAIL. In the subsequent year, the Holding Company entered into One Time Settlement agreement under Vivaad Se Vishwas Scheme with SAIL wherein the Arbitration award amount was settled at 65% of award amount which is approximately ₹ 302 crores. Basis the settlement and mutual agreement with debenture holders, debentures upto ₹ 302 crores will be secured against SAIL Arbitration award and balance ₹ 18 crores will remain unsecured.

b) Rupee Term Loans from others: During the year, two group companies were merged with another group company. The intercorporate deposits received from all the three group companies were converted into Non Convertible Debentures to the extent of ₹ 320 crores [refer foot note (a)]. Balance amount stands outstanding in books of accounts. Further, the Company has borrowed additional loan from the merged entity in order to redeem the FCCBs dues which were due as on 24 August, 2023. The loan is secured by sale proceeds from investment in equity shares of Energy II Limited and Essar Shipping DMCC. During the year, the Company has borrowed loan from another company for redeeming the FCCB dues. This loan is classified as current liability in the books of accounts. The loan is secured by sale proceeds from investment in equity and preference shares of OGD Services Holdings Limited.

c) Foreign currency convertible bonds: FCCBs of US\$ 128,571,429 (Series A) due on 24 August, 2015 and US\$ 111,428,571 (Series B) due on 24 August, 2017 - repayment extended by Bond Holder till 24 August, 2023, carry interest @ 5% per annum payable semi annually. The company has not sought any extension from the Bond Holder after the due date. The company has made partial repayment of FCCBs to the tune of ₹1,003.45 crores, which was due for repayment, by availing loans from companies. [Refer foot note (b)].

d) The syndicated term loans of the Company from banks are secured by charge on Essar Wildcat Rig and corporate guarantees from IDH International Drilling Holdco Limited.

e) The classification of loans between current liabilities and non - current liabilities continues based on repayment schedule under respective agreements and on the basis of demands raised by banks & debenture holders.

f) Interest rates: Loans availed from banks and other lenders carry a weighted average interest rate of 4.55% per annum (previous year: 11.11% per annum)

g) Scheduled repayments: Refer Liquidity Risk table at Note 20(ix).

9 (B) Trade payables

| Particulars | As at | As at |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Trade payables: | | |
| - Total outstanding dues to micro and small enterprises (refer note below) | - | 0.16 |
| - Total outstanding dues to creditors other than micro and small enterprises | 25.77 | 44.45 |
| Total trade payable | 25.77 | 44.61 |

Note: Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company. The Auditors have relied on the same. The required disclosures are given below:

| Particulars | As at | As at |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Principal amount due and remaining unpaid | - | 0.16 |
| Interest due and unpaid on the above amount | - | - |
| Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act, 2006 | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable | - | - |

| Particulars | > 3 years | Total |
|-----------------------------|-----------|-------|
| | (i) MSME | - |
| (ii) Others | 16.26 | 25.77 |
| (iii) Disputed dues – MSME | - | - |
| (iv) Disputed dues – Others | - | - |

| Particulars | > 3 years | Total |
|-----------------------------|-----------|-------|
| | (i) MSME | - |
| (ii) Others | 20.42 | 44.61 |
| (iii) Disputed dues – MSME | - | - |
| (iv) Disputed dues – Others | - | - |

9 (C) Other financial liabilities

| Particulars | As at | As at |
|--|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Interest accrued | 177.86 | 119.42 |
| Due to related parties (Refer Note 26) | 715.09 | 775.89 |
| Total other financial liabilities (non-current) | 892.95 | 895.31 |

10 Employee benefit obligations

| Particulars | As at | As at |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Defined benefit plans | 2.36 | 2.46 |
| Defined contribution schemes | 0.19 | 0.19 |
| Total Employee benefit obligations | 2.56 | 2.65 |

I. Details of retirement benefits:

The employees of the Group are members of a state – managed retirement benefit plans namely provident fund, gratuity fund and superannuation fund operated by the Government of India. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group has recognised the following amounts in the Income Statement during the year under 'Contribution to staff provident and other funds. (refer note 15)

| Particulars | (₹ in crore) | |
|--|------------------------------|------------------------------|
| | Year ended 31 March, 2024 | Year ended 31 March, 2023 |
| a) Employer's contribution to gratuity fund (offshore crew staff) | - | - |
| b) Group accident policy premium (all employees) | - | - |
| c) Employer's contribution to pension fund (offshore crew staff) | 0.00 | 0.00 |
| d) Employer's contribution to pension fund (office staff) | - | - |
| e) Employer's contribution to provident fund (offshore crew staff) | - | - |
| Total | 0.00 | 0.00 |

*Amount is less than ₹1,00,000

II. Defined benefit plans

The Group operates funded gratuity, non funded gratuity and funded provident fund plan for qualifying employees. Under the plans the employees are entitled to retirement benefits depending upon the number of years of service rendered by them subject to minimum specified number of years of service. No other post retirement benefits are provided to these employees.

The actuarial valuation of plan assets and the present value of defined benefit obligation were carried out at March 31, 2024 by the certified actuarial valuer. The present value of the defined benefit obligation, related current service cost and past service cost were measured using the projected unit credit method.

(A) Changes in present value of defined benefit obligations:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|---|-------------|--------------|----------------|-------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Present value of defined benefit obligations as at the beginning of the year | 0.08 | 2.84 | 31.15 | 0.57 | 2.47 | 42.00 |
| Transfer in/(out) obligation | - | - | - | - | - | - |
| Current service cost | 0.07 | - | - | 0.03 | 0.29 | - |
| Current service contribution- employee | - | - | - | - | - | - |
| Interest cost | 0.01 | - | - | 0.02 | 0.15 | - |
| Other adjustments | - | - | - | - | - | - |
| Benefits paid | - | (0.48) | (10.85) | (0.38) | - | (10.85) |
| Actuarial (gain)/loss on obligations | 0.41 | - | - | (0.17) | (0.07) | - |
| Present value of defined benefit obligations as at the end of the year | 0.56 | 2.36 | 20.30 | 0.08 | 2.84 | 31.15 |

(B) Changes in the fair value of plan assets:

| Particulars | Gratuity | Provident fund | Gratuity | Provident fund |
|---|-------------|----------------|-------------|----------------|
| | (funded) | (funded) | (funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 |
| Fair value of plan assets at the beginning of the year | 0.46 | 31.15 | 0.81 | 42.82 |
| Transfer in/(out) plan assets | - | - | - | - |
| Return on plan assets | (0.00) | - | (0.00) | - |
| Interest income on plan assets | 0.03 | - | 0.04 | - |
| Contributions by the employer/ employees | 0.06 | - | - | (11.67) |
| Benefits paid | - | - | (0.38) | - |
| Other adjustments | - | - | - | - |
| Fair value of plan assets as at the end of the year | 0.55 | 31.15 | 0.46 | 31.15 |

(C) Amount recognised in balance sheet:

ESSAR SHIPPING LIMITED

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|---|-------------|--------------|----------------|---------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Present value of defined benefit obligations as at the end of the year | 0.56 | 2.36 | 20.30 | 0.08 | 2.84 | 31.15 |
| Fair value of plan assets as at end of the year | 0.55 | - | 31.15 | 0.46 | - | 31.15 |
| Liability recognised in the Balance Sheet (included in provisions) (note 10) | 0.00 | 2.36 | (10.85) | (0.39) | 2.84 | - |

(D) Expenses recognised in the Statement of Profit and Loss:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|--|-------------|--------------|----------------|-------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Current service cost | 0.07 | - | - | 0.03 | - | - |
| Past service cost- plan amendments | - | - | - | - | - | - |
| Net interest on net defined benefit liability/ (asset) | (0.03) | - | - | (0.01) | - | - |
| Total expenses recognised in the Statement of Profit and Loss (Included in Contribution to provident and other funds (note no. 15)) | 0.04 | - | - | 0.02 | - | - |

(E) Amount recognised in other comprehensive income

| Particulars | 31.03.24 | 31.03.23 |
|------------------------|---------------|-------------|
| Experience adjustments | (0.41) | 0.17 |
| Total | (0.41) | 0.17 |

(F) Category of plan assets:

| Particulars | Gratuity | Provident fund | Gratuity | Provident fund |
|---|----------|----------------|----------|----------------|
| | (funded) | (funded) | (funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 |
| Administered by Life Insurance Corporation of India & SBI * | 100% | | 100% | |
| Government of India securities (Central and State) | | 32.00% | | 32.00% |
| Public sector bonds/ TDRs | | 68.00% | | 68.00% |

*The Group is unable to obtain the details of plan assets from the State Bank of India and hence the disclosure thereof is not made.

(G) Sensitivity analysis

| Particulars | Gratuity | |
|--|--------------|--------------|
| | (funded) | (funded) |
| | 31.03.24 | 31.03.23 |
| DBO On base assumptions | 1.57 | 1.57 |
| A. Discount Rate | 7.20% | 7.40% |
| 1. Effect due to 0.5% increase in discount rate | (0.54) | (0.07) |
| 2. Effect due to 0.5% decrease in discount rate | 0.57 | 0.08 |
| B. Salary Escalation Rate | 5.00% | 5.00% |
| 1. Effect due to 0.5% increase in salary escalation rate | 0.56 | 0.08 |
| 2. Effect due to 0.5% decrease in salary escalation rate | (0.54) | (0.07) |
| C. Withdrawal Rate | 8.00% | 8.00% |
| 1. Effect due to 5% increase in withdrawal rate | (0.56) | (0.08) |
| 2. Effect due to 5% decrease in withdrawal rate | 0.55 | 0.08 |

Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(H) Actuarial assumptions

Actuarial valuations were done in respect of the aforesaid defined benefit plans based on the following assumptions:

(I) General assumptions:

| Particulars | Gratuity | Gratuity | Provident fund | Gratuity | Gratuity | Provident fund |
|---|--------------|--------------|----------------|--------------|--------------|----------------|
| | (funded) | (non-funded) | (funded) | (funded) | (non-funded) | (funded) |
| | 31.03.24 | 31.03.24 | 31.03.24 | 31.03.23 | 31.03.23 | 31.03.23 |
| Discount rate (per annum) | 6.8% to 7.8% | 6.70% | 6.60% | 6.8% to 7.8% | 6.70% | 6.60% |
| Rate of return on plan assets (for funded scheme) | 0.00% | 0.00% | 8.00% | 0.00% | 0.00% | 8.00% |
| Withdrawal rate | 8% to 10% | 7.00% | | 8% to 10% | 7.00% | |
| Expected returns on EPFO | - | - | 8.00% | - | - | 8.00% |
| Rate of increase in compensation | 5% to 7% | 5.00% | | 5% to 7% | 5.00% | |

ii) Mortality rates considered are as per the published rates in the Indian Assured Lives Mortality (2012-14) Table.

iii) Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accrued till 31 December, 2014, is available for encashment on separation from the Company up to a maximum of 120 days.

iv) The contribution to be made by the Company for funding its liabilities for gratuity (funded and non funded) and towards provident fund during the financial year 2023-24 amounts to ` 0.42 crore.

v) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over entire life of the related obligation.

vi) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors.

vii) Liability on account of long term absences has been actuarially valued as per Projected Unit Credit Method.

viii) Short term compensated absences have been provided on actual basis.

11 (A) Current tax liabilities

| Particulars | As at | As at |
|--------------------------------------|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Provision for taxation | 19.16 | 19.79 |
| Total Current tax liabilities | 19.16 | 19.79 |

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11 (B) Other current liabilities

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Statutory and other related dues | 2.22 | 3.86 |
| Advance from others | 0.03 | - |
| Total other current liabilities | 2.25 | 3.86 |

12 Revenue from operations

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---|--|--|
| Sale of services | | |
| Fleet operating and chartering earnings | 1.84 | 1.98 |
| Rig operating and chartering earnings | 10.93 | 58.69 |
| Other operating income | | |
| Supervision / management fees | 7.46 | - |
| Total | 20.24 | 60.67 |

13 Other income

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---|--|--|
| Interest income | | |
| - from banks | 0.92 | 0.60 |
| - from related parties on intercorporate deposits (refer note 27) | 25.21 | 22.10 |
| - from others | 1.54 | 35.70 |
| Net gain /(loss) on foreign currency translation and transactions | 1.08 | 1.35 |
| Profit on sale of investment (refer note 3) | 13.87 | - |
| Other non operating income | 19.76 | 44.18 |
| Total | 62.38 | 103.93 |

14 Operating expenses

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---|--|--|
| Consumption of stores and spares | 10.16 | 0.78 |
| Consumption of fuel, oil and water | 12.09 | 0.01 |
| Direct voyage expenses | 2.41 | (0.45) |
| Commission, brokerage and agency fees | - | 0.06 |
| Standing costs | 9.44 | 3.39 |
| Insurance, protection and indemnity club fees | 9.29 | 0.13 |
| Total | 43.41 | 3.93 |

15 Employee benefits expense

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---|--|--|
| Offshore staff | | |
| Salaries, wages and bonus | 15.14 | - |
| Contribution to staff provident and other funds | 0.00 | 0.00 |
| Staff welfare expenses | 1.40 | - |
| Office staff | | |
| Salaries, wages and bonus | 7.00 | 3.59 |
| Contribution to staff provident and other funds | 0.27 | 0.17 |
| Staff welfare expenses | 0.33 | 0.27 |
| Total | 24.15 | 4.03 |

16 Finance costs

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|--|--|--|
| Interest expense | | |
| - on bank loans | 32.17 | 34.82 |
| - on debentures | 0.96 | 92.59 |
| - on others | 46.28 | 1.99 |
| Loan commitment / processing charges, guarantee fees and other charges | 1.98 | 2.16 |
| Total | 81.39 | 131.56 |

17 Other expenses

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|--|--|--|
| Rent | 1.20 | 0.04 |
| Rates and taxes | 0.13 | 0.00 |
| Repairs and maintenance | | |
| - buildings | 0.49 | 0.00 |
| - others | 0.22 | 0.09 |
| Legal and professional fees | 4.95 | 5.09 |
| Travelling and conveyance | 1.66 | 0.18 |
| Auditor's remuneration (refer note below) | 0.22 | 0.35 |
| Net loss on foreign currency translation and transaction (other than considered as finance cost) | 0.22 | 1.05 |
| Sundry balances written-off (Net) | 4.70 | 1.31 |
| Reversal of written back | 0.02 | - |
| Other establishment expenses | 5.85 | 12.39 |
| Total | 19.67 | 20.49 |

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---------------------------|--|--|
| As auditors | 0.21 | 0.31 |
| Reimbursement of expenses | 0.00 | 0.00 |
| For other services | 0.01 | 0.04 |
| Total | 0.22 | 0.35 |

18 Exceptional Items

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|--|--|--|
| Income | | |
| Gain on One Time Settlement with bank [Refer note (a) below] | 41.06 | 1,694.42 |
| Reversal of Provision for impairment of loans & advances receivable from subsidiary (net) [Refer note (b) below] | 39.29 | - |
| Total | 80.35 | 1,694.42 |
| Expenses | | |
| Provision / Impairment for doubtful receivables / advances [Refer note (c) below] | 0.41 | 34.09 |
| Write off of claims receivable [Refer note (b) below] | 66.99 | |
| Total | 67.41 | 34.09 |

(a) Gain on Settlelement

- i) The company have received interest waiver to the tune of ₹ 6.60 crores from one of the lenders and hence same has been shown as exceptional income in Profit & Loss account and no dues certificate received from them.
- ii) One of the subsidiary companies have made one time settlement with one of the lenders and no dues certificate is duly received. The gain on settlement of Principal portion and waiver of interest is shown as exceptional income in Profit & Loss account to the tune of ₹ 34.46 crores.

(b) Reversal of Impairment of Receivables

- i) The company have made provision for impairment on receivables from one of its subsidiary company. During the year, amount of ₹ 9.12 crores are received against these receivables. Same is reversed from provision made and shown as exceptional income.
- ii) One of the subsidiary companies have made provision for impairment on receivables from one of the group companies. During the year, the group company has confirmed on payment of outstanding balance before 30th June, 2024 amounting to ₹ 1.90 crores. Same is reversed from provision made and shown as exceptional income.
- iii) One of the subsidiary companies has accrued interest income against loan receivable from one of the group companies and made provision against such income on quarterly basis. During the year, the group company has made payment against the interest accrued amounting to ₹ 28.27 crores. Same is reversed from provision made and shown as exceptional income.

Provision for Impairment of Receiv-
(c) ables

Two subsidiaries has assessed its receivables/ Inter Corporate Deposit from a related party for recoverability as at 31 March 2020 and management feels these are no longer recoverable as the said related party does not have sufficient assets to repay its demand.

(d) Receivables written off

Post the year end, the company has signed a settlement agreement with Steel Authority of India Limited (SAIL) under the Vivad Se Vishwas Scheme - II. As per the Scheme, the company will receive 65% of original claim amount plus interest which was accounted as exceptional item in the earlier year. Irrecoverable amount of ₹ 66.99 crores has been charged to Profit & Loss account as on 31st March, 2024 as an exceptional item.

19 Income taxes

Income tax expense recognised in the profit and loss account comprises of:

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|--|--|--|
| Current income taxes | (0.83) | (26.46) |
| Income tax expense for the year | (0.83) | (26.46) |

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The reconciliation of income tax expense applicable to accounting profit before income tax at statutory income tax rate to income tax expense at the Company's effective income tax rate for the year ended 31 March, 2024 and 31 March, 2023 are as follows:

| Particulars | Year ended | Year ended |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Profit / (Loss) before taxes | (105.14) | (80.77) |
| Effective tax rate in India: 25.168%* | - | - |
| Tax effect of adjustment for profits subject to tonnage tax regime / presumptive taxation | (0.83) | (26.46) |
| Income tax expense recognised in the profit and loss account | (0.83) | (26.46) |

* Effective tax rate is Nil on account of losses during the year.

Note: In case of Indian shipping companies, tax expense is computed based on the gross tonnage of the vessels for the income subject to tonnage tax. In case of income not subject to tonnage tax, the same is calculated based on the taxable profits calculated in accordance with the applicable tax laws.

20 Financial Instruments

(i) Capital management

The Group manages its capital to ensure that entities in the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from the previous year. The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance, cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

| Particulars | As at | As at |
|--|-------------------|-------------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Debt (including borrowings from related and unrelated parties and finance lease obligations) | 2,641.98 | 2,703.92 |
| Less: Cash and cash equivalent including short term deposits (restricted) | (23.91) | (25.38) |
| Less: Current Investments in Mutual Fund | (0.04) | (1.71) |
| Net debt (A) | 2,618.04 | 2,676.84 |
| Total equity (B) | (2,673.65) | (2,623.62) |
| Net debt to equity ratio (A/B) | (0.98) | (1.02) |

(ii) Categories of financial instruments

| Particulars | As at | | As at | |
|-----------------------------|----------------|------------|----------------|------------|
| | 31 March, 2024 | | 31 March, 2023 | |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| | Carrying value | Fair value | Carrying value | Fair value |
| Financial assets: | | | | |
| At amortised cost | | | | |
| Cash and cash equivalents | 23.91 | 23.91 | 25.38 | 25.38 |
| Loans and other receivables | 503.22 | 503.22 | 577.07 | 577.07 |

| | | | | |
|---|-----------------|-----------------|-----------------|-----------------|
| Other financial assets | 305.19 | 305.19 | 328.90 | 328.90 |
| At fair value through profit and loss | | | | |
| Investments in Mutual Funds | 0.04 | 0.04 | 1.71 | 1.71 |
| Total | 832.36 | 832.36 | 933.05 | 933.05 |
| Financial liabilities: | | | | |
| At amortised cost | | | | |
| Borrowings (Including current maturities) | 2,641.98 | 2,641.98 | 2,703.92 | 2,703.92 |
| Trade and other payables | 25.77 | 25.77 | 44.61 | 44.61 |
| Other financial liabilities | 892.95 | 892.95 | 895.32 | 895.32 |
| Total | 3,560.71 | 3,560.71 | 3,643.85 | 3,643.86 |

Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

-Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

-Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

-Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

a) Cash and short-term deposits, trade and other receivables, trade and other payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

b) The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.

c) Derivative instruments have been fair valued on the reporting date on the basis of quotes provided by the third party qualified valuer / market participants.

Fair Value Hierarchy

| Particulars | As at | As at |
|----------------------------|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| | Level 2 | Level 2 |
| Assets | | |
| Investments in Mutual Fund | 0.04 | 1.71 |

(iii) Financial risk management objectives:

The Group's principal financial liabilities comprise of loan from banks and financial institutions, finance lease obligations, overdrafts and trade payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Group's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(iv) Foreign currency risk:

Foreign currency risk mainly arises from transactions undertaken by an operating unit denominated in currencies other than its functional currency. Exposure to foreign currency risk is partly mitigated by natural hedges of matching revenues and costs.

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The carrying amounts of the Group's financial assets and financial liabilities denominated in foreign currencies at the reporting date are as follows:

| Particulars | As at 31 March, 2024 | | As at 31 March, 2023 | |
|----------------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| | Financial assets | Financial liabilities | Financial assets | Financial liabilities |
| United States Dollars (US\$) | 801.23 | 347.13 | 806.09 | 348.44 |
| Currencies other than INR & US\$ | - | - | - | - |
| Total | 801.23 | 347.13 | 806.09 | 348.44 |

The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies of all the companies in the Group. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and other equity where the respective functional currency strengthens by 5% against the relevant foreign currency. For a 5% weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

| Particulars | As at 31 March, 2024 | As at 31 March, 2023 |
|--|-------------------------|-------------------------|
| | ₹ in crore | ₹ in crore |
| US\$ impact (impact on profit before tax) | 22.71 | 22.88 |

(v) Interest rate risk:

The Group is exposed to interest rate risk as entities in the Company borrow funds at floating interest rates. The interest rate risk is managed by monitoring the Group's level of borrowings periodically and structuring its borrowings on varying maturities and interest rate terms. The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity analysis:

The sensitivity analysis below has been determined based on the exposure to interest rates at the balance sheet date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March, 2024 would increase/decrease by ₹ 8.76 crore (previous year ₹ 5.74 crore). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

(vi) Other price risk:

The Group is not exposed to any significant equity price risks arising from equity investments, as on March 31, 2024. Equity investments are held for strategic rather than trading purposes. The Group does not actively trade these investments.

Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

(vii) Credit risk:

The credit risk is primarily attributable to the Group's trade and other receivables and guarantees given by the Group on behalf of others. The amounts presented in this standalone statement of financial position are net of allowances for doubtful receivables, estimated by management based on prior experience and their assessment of the current economic environment. The maximum related party credit exposure at 31 March, 2024 on account of carrying amount of advances /deposit, trade and other receivables and guarantees are disclosed in note 26 on related party transactions. Based on the credit worthiness of the related parties, financial strength of related parties and its parents and past history of recoveries from them, the credit risk is mitigated. Credit risk relating to unrelated parties are minimised as the Group deals only with reputed parties. Cash and cash equivalents are held with reputable and credit-worthy banks.

(viii) Fair value of financial instruments:

All financial assets are initially recognised at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognised directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognised directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognised at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortised cost.

(ix) Liquidity risk:

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group monitors its risk of shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g. accounts receivables, other financial assets) and projected cash flows from operations, public offerings and refinancing of current borrowings.

Liquidity table:

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the Group can be required to pay:

| Particulars | As at 31 March, 2024 | | | |
|------------------------------------|-------------------------|----------------------|-------------------------|-----------------|
| | Within one year | One to five years | more than five years | Total |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Financial instruments: | | | | |
| Borrowings | 2,019.24 | 622.74 | - | 2,641.98 |
| Trade and other payables | 25.77 | - | - | 25.77 |
| Other financial liabilities | 892.95 | - | - | 892.95 |
| Total financial liabilities | 2,937.97 | 622.74 | - | 3,560.71 |

| Particulars | As at 31 March, 2023 | | | |
|------------------------------------|-------------------------|----------------------|-------------------------|-----------------|
| | Within one year | One to five years | more than five years | Total |
| | ₹ in crore | ₹ in crore | ₹ in crore | ₹ in crore |
| Financial instruments: | | | | |
| Borrowings | 2,305.74 | 398.18 | - | 2,703.92 |
| Trade and other payables | 44.61 | - | - | 44.61 |
| Other financial liabilities | 895.31 | - | - | 895.31 |
| Total financial liabilities | 3,245.66 | 398.18 | - | 3,643.85 |

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21 Leases

Details of leasing arrangements:

a) Finance leases: Group as a lessee

The group has not entered into any non-cancellable finance lease.

b) Operating leases: Group as a lessee

The group has not entered into any non-cancellable operating lease.

22 Contingent liabilities (to the extent not provided for)

| a) Claims against the company not acknowledged as debts | As at | As at |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Income tax demand -appeal filed by the Income tax department in the High court of Bombay against the order of Appellate Tribunal in favour of the Company | 310.42 | 39.09 |
| Bank Guarantee issued by the Bank | - | 67.20 |
| Demand Loan of Bank due to SBLC | - | 338.32 |

*The Holding Company have discharged the guarantee obligation of Yes Bank and No Dues Certificate received from Yes Bank for that guarantee obligation.

| b) Others | As at | As at |
|---|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Claims against the Group not acknowledged as debt | 38.50 | 38.50 |

23 Segment reporting

a) Basis of segmentation

The group has the following two reportable segments based on the information reviewed by the group's Chief Operating Decision Maker ('CODM')

- a) Fleet operating and chartering
- b) Oilfields services

Segments have been identified taking into account the organisational structure, nature of services, different risks and internal reporting system.

The Board of Directors of the company is considered to be the CODM which is responsible for allocating resources and assessing performance of the operating segments.

b) Business segment

| Particulars | As at | As at |
|-------------------------------------|----------------|----------------|
| | 31 March, 2024 | 31 March, 2023 |
| | ₹ in crore | ₹ in crore |
| Segment Revenue | | |
| Operating Income | | |
| Fleet operating and chartering | 17.46 | 3.33 |
| Rig operating and chartering | 10.93 | 58.69 |
| Total | 28.38 | 62.02 |
| Less: Inter segment revenue | (8.15) | (1.35) |
| Total Income from operations | 20.24 | 60.67 |
| Other income unallocated | 62.38 | 103.93 |
| Total Income | 82.61 | 164.59 |
| Segment Results | | |
| Fleet operating and chartering | 53.36 | 78.78 |
| Rig operating and chartering | (90.05) | 16.22 |
| Total | (36.69) | 95.00 |

| Particulars | As at 31 March, 2024 ₹ in crore | As at 31 March, 2023 ₹ in crore |
|--|---------------------------------------|---------------------------------------|
| Less: Unallocated interest and finance costs | (81.39) | (131.57) |
| Profit / (Loss) before tax | (118.08) | (36.57) |
| Exceptional items | 12.94 | 1,660.33 |
| Profit / (Loss) for the period / year after exceptional items | (105.14) | 1,623.76 |
| Less: Tax expense | 0.83 | 26.46 |
| Profit / (Loss) for the period / year before share of profit of associate | (104.31) | 1,650.23 |
| Share of profit / (loss) of associate | (0.00) | 0.24 |
| Profit / (Loss) for the period / year after share of profit / (loss) of associate | (104.32) | 1,650.46 |
| Capital employed (segment assets-segment liabilities) | | |
| Fleet operating and chartering | (1,788.71) | (2,044.35) |
| - Assets | 22.29 | 75.01 |
| - Liabilities | (1,811.00) | (2,119.36) |
| Oilfields services | (1,009.26) | (1,060.75) |
| - Assets | 98.97 | 78.68 |
| - Liabilities | (1,108.23) | (1,139.44) |
| Unallocated | 747.06 | 879.66 |
| - Assets | 789.76 | 892.82 |
| - Liabilities | (42.70) | (13.17) |
| Total | (2,050.91) | (2,225.44) |

c) Geographical segment

The geographical information analyses the Group's revenue by the country of domicile and other countries. In presenting the geographical information, segment revenue has been based on the geographical selling location.

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|--------------|--|--|
| India | 1.85 | 1.98 |
| Indonesia | 10.93 | 58.69 |
| Mauritius | 7.46 | - |
| Total | 20.24 | 60.67 |

24 Earning per share

The calculation of the basic and diluted earnings per share is based on the following data:

| Particulars | Year ended 31 March, 2024 ₹ in crore | Year ended 31 March, 2023 ₹ in crore |
|---|--|--|
| Loss for the year before exceptional items | (117.26) | (9.88) |
| Loss for the year after exceptional items | (104.32) | 1,650.45 |
| Equity shares at the beginning of the year (nos.) | 206,976,072 | 206,976,072 |
| Equity shares issued during the year (nos.) | - | - |
| Equity shares at the end of the year (nos.) | 206,976,072 | 206,976,072 |
| Weighted average equity shares for the purpose of calculating basic earnings per share (nos.) | 206,976,072 | 206,976,072 |
| Weighted average equity shares for the purpose of calculating diluted earnings per share (nos.) | 206,976,072 | 206,976,072 |
| Earnings per share - basic before exceptional items (face value of ₹10/- each) | (5.67) | (0.48) |
| Earnings per share - diluted before exceptional items (face value of ₹10/- each) | (5.67) | (0.48) |
| Earnings per share - basic after exceptional items (face value of ₹10/- each) | (5.04) | 79.74 |
| Earnings per share - diluted after exceptional items (face value of ₹10/- each) | (5.04) | 79.74 |

Note:

Equity shares to be issued upon conversion of FCCB and exercise of Employee Stock Option scheme have not been considered for the purpose of calculation of weighted average number of diluted equity shares, as they are anti dilutive.

25 Employee Stock Option Scheme

In the Annual general meeting held on September 9, 2011, the shareholders approved the issue of Employee Stock options under the Scheme titled "Essar Shipping Employee Stock options Scheme -2011" (hereafter named ESOS A).

The ESOS A allows the issue of options to employees and executive Directors of the Company and its subsidiaries (whether in India or abroad). Each option comprises one underlying equity share.

As per the Scheme, the Compensation Committee grants the options to the employees deemed eligible. The exercise price of each option shall be determined by the Compensation committee as per the said scheme. The options granted vest in a graded manner over a period of 5/4/3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 7 years from the date of vesting. The Company has issued the said ESOS in two tranches on November 2, 2011 and February 8, 2012 at an exercise price of ₹ 22.30 each, the market price of the shares on the grant date of the ESOS was ₹ 22.30 per share and ₹31.30 per share respectively.

The difference between the market price of the share underlying the options granted on the date of grant of option and the exercise price of the option (being the intrinsic value of the option) representing Stock compensation expense is expensed over the vesting period.

27 Going Concern

As on 31 March 2024, the net worth of the Group is eroded as it is incurring operating losses since last several years. The Group has accumulated losses of ₹6,151.90 crore as against share capital and reserves of ₹ 3344.59 crore and the Group's current liabilities exceeds its current assets. The Holding Company has given Tug on Bare-boat charter basis and earned operating income from the same. Further, the Holding Company is also providing Management service to its Subsidiary Company during the year. Also the Group is taking steps to rectify the mismatch between current assets and liabilities during the year. In view of these, the Financials have been prepared on a Going Concern basis.

26 Related party relationships, transactions and balances: (as per IND-AS 24)
a) Holding companies

- i) Essar Global Fund Limited, Cayman Island, ultimate holding company
- ii) IDH International Drilling Holdco Limited, Cyprus, intermediate holding company
- iii) Essar Shipping Mauritius Holdings Limited, Mauritius, immediate holding company

b) Associates

- i) Arkay Logistics Limited, India
- ii) DrillXplore Services Private Limited
- iii) Starbit Oilfield Services India Limited
- iv) Seros Drilling Private Limited

c) Key management personnel

- i) Mr. Ranjit Singh (President & CEO till 30.09.2022)
- ii) Mr. Rajesh Desai (Wholetime Director)
- iii) Mr. Ketan Shah (Chief Financial Officer till 30.09.2022)
- iv) Mr. Vipin Jain (Chief Financial Officer from 01.10.2022)
- v) Mr. Manoj Kumar (Wholetime Director & CEO)
- vi) Mr. Radhakrishna Murthy (Chief Financial Officer till 09.02.2023)
- vi) Ms. Nisha Barnwal (Company Secretary till 12.04.2024)
- vii) Ms. Rachana Trivedi (Company Secretary from 01.04.2024)
- viii) Mr. Jayakumar (Non- Executive Independent Director)
- ix) Ms. Raichel Mathew (Non- Executive Woman Director)
- x) Ms. Raji Chandrashekhar (Independent Director)
- xi) Mr. R Suresh (Independent Director)
- xii) Mr. Sunil Modak (Independent Director)
- xiii) Mr. Dinesh Pande (Non-Executive Independent Director till 09.02.2023)
- xiv) Mr. Habib Jan (Company Secretary)

d) Fellow subsidiaries / Other related parties :

- i) Essar Bulk Terminal Limited
- ii) Essar Capital Holdings Limited
- iii) Essar Shipping (Cyprus) Limited

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- iv) Essar Oil & Gas Exploration & Production Limited
- v) Essar Capital (Mauritius) Limited
- vi) Essar Steel Metal Trading Limited
- vii) Futura Travels Limited
- viii) Edwell Infrastructure Hazira Limited
- ix) Bhagwat Power Salaya Limited
- x) Essar Investment Holdings Mauritius Limited
- xi) Essar Minmet Limited
- xii) Essar Projects Limited
- xiii) Essar Holdco Mauritius Limited
- xiv) Essar Energy Holdings Limited

e) Trusts:

- (i) Essar Shipping Staff Provident Fund Trust

f) Details of transactions with related parties during the year

₹ in crore

| Nature of transactions | Holding Companies / Promoter group companies | | Fellow subsidiaries/ Trust/ associates | | Managerial remuneration / Sitting fees | | Total | |
|--|--|---------------------------|--|---------------------------|--|---------------------------|---------------------------|---------------------------|
| | Year ended 31 March, 2024 | Year ended 31 March, 2023 | Year ended 31 March, 2024 | Year ended 31 March, 2023 | Year ended 31 March, 2024 | Year ended 31 March, 2023 | Year ended 31 March, 2024 | Year ended 31 March, 2023 |
| | | | | | | | | |
| Revenue from operations | | | | | | | | |
| Essar Investment Holdings Mauritius Limited | - | - | 7.47 | - | - | - | 7.47 | - |
| Total | - | - | 7.47 | - | - | - | 7.47 | - |
| Reimbursement of Expenses | | | | | | | | |
| Essar Investment Holdings Mauritius Limited | - | - | 14.58 | - | - | - | 14.58 | - |
| Total | - | - | 14.58 | - | - | - | 14.58 | - |
| Interest income | | | | | | | | |
| Essar Global Fund Limited | 0.56 | - | - | - | - | - | 0.56 | - |
| Essar Capital Holdings Limited | - | - | 10.79 | 12.53 | - | - | 10.79 | 12.53 |
| Essar Projects Limited | - | - | 0.01 | 0.01 | - | - | 0.01 | 0.01 |
| Essar Energy Holdings Limited | - | - | 0.19 | 0.18 | - | - | 0.19 | 0.18 |
| Total | 0.56 | - | 10.99 | 12.72 | - | - | 11.55 | 12.72 |
| Managerial remuneration # | | | | | | | | |
| Ranjit Singh | - | - | - | - | - | 1.34 | - | 1.34 |
| Ketan Shah | - | - | - | - | - | 0.80 | - | 0.80 |
| Vipin Jain | - | - | - | - | 0.66 | 0.52 | 0.66 | 0.52 |
| Rajesh Desai | - | - | - | - | 0.10 | 0.10 | 0.10 | 0.10 |
| Nisha Barnwal | - | - | - | - | 0.06 | 0.07 | 0.06 | 0.07 |
| Sitting Fees paid to Non-Executive Directors | - | - | - | - | 0.25 | 0.23 | 0.25 | 0.23 |
| Total | - | - | - | - | 1.07 | 3.06 | 1.07 | 3.06 |
| Professional fees | | | | | | | | |
| Raichel Mathew | - | - | - | - | 0.11 | 0.08 | 0.11 | 0.08 |
| Total | - | - | - | - | 0.11 | 0.08 | 0.11 | 0.08 |
| Ticket charges | | | | | | | | |
| Futura Travels Limited | - | - | 0.90 | 0.02 | - | - | 0.90 | 0.02 |
| Total | - | - | 0.90 | 0.02 | - | - | 0.90 | 0.02 |

ESSAR SHIPPING LIMITED

| | | | | | | | | |
|--|-----------------|---|---------------|---------------|---|---|-----------------|---------------|
| Provision for Impairment | | | | | | | | |
| Essar Capital Holdings Limited | - | - | - | 10.60 | - | - | - | 10.60 |
| Essar Projects (India) Limited | - | - | 0.04 | - | - | - | 0.04 | - |
| Essar Energy Holdings Limited | - | - | 0.31 | - | - | - | 0.31 | - |
| Arkay Logistics Limited | - | - | 0.06 | 0.06 | - | - | 0.06 | 0.06 |
| Total | - | - | 0.41 | 10.66 | - | - | 0.41 | 10.66 |
| Reversal of Impairment Provision | | | | | | | | |
| Essar Capital Holdings Limited | - | - | 28.27 | 19.85 | - | - | 28.27 | 19.85 |
| Essar Minmet Limited | - | - | 1.90 | 3.06 | - | - | 1.90 | 3.06 |
| Total | - | - | 30.17 | 22.91 | - | - | 30.17 | 22.91 |
| Contribution to staff provident fund | | | | | | | | |
| Essar Shipping Staff Provident Fund Trust | - | - | 0.40 | 0.25 | - | - | 0.40 | 0.25 |
| Total | - | - | 0.40 | 0.25 | - | - | 0.40 | 0.25 |
| Investment in Equity Shares of Joint Venture | | | | | | | | |
| DrillXplore Services Private Limited | - | - | 0.00 | - | - | - | 0.00 | - |
| Total | - | - | 0.00 | - | - | - | 0.00 | - |
| Loans and advances repaid | | | | | | | | |
| Essar Steel Metal Trading Limited | - | - | 8.00 | 60.15 | - | - | 8.00 | 60.15 |
| Arkay Logistics Limited | - | - | - | 19.26 | - | - | - | 19.26 |
| IDH International Drilling Holdco Limited (FCCBs repaid) | 1,003.45 | - | - | - | - | - | 1,003.45 | - |
| Essar Investment Holdings Mauritius Limited | - | - | 107.99 | - | - | - | 107.99 | - |
| Edwell Infrastructure Hazira Limited | - | - | 50.12 | 15.78 | - | - | 50.12 | 15.78 |
| Total | 1,003.45 | - | 166.10 | 95.19 | - | - | 1,169.54 | 95.19 |
| Loans and advances received | | | | | | | | |
| Arkay Logistics Limited | - | - | - | 25.26 | - | - | - | 25.26 |
| Essar Steel Metal Trading Limited | - | - | 300.63 | 41.49 | - | - | 300.63 | 41.49 |
| Essar Shipping (Cyprus) Limited | - | - | 0.33 | 41.49 | - | - | 0.33 | 41.49 |
| Edwell Infrastructure Hazira Limited | - | - | - | 323.72 | - | - | - | 323.72 |
| Total | - | - | 300.96 | 431.96 | - | - | 300.96 | 431.96 |

g) Outstanding balances with related parties

₹ in crore

| Nature of transactions | Holding Companies / Promoter group companies | | Fellow subsidiaries/ Trust/ associates | | Managerial remuneration / Sitting fees | | Total | |
|---|--|----------------------|--|----------------------|--|----------------------|----------------------|----------------------|
| | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 | As at 31 March, 2024 | As at 31 March, 2023 |
| Trade receivables | | | | | | | | |
| Essar Investment Holdings Mauritius Limited | - | - | 5.66 | - | - | - | 5.66 | - |
| Raichel Mathew | - | - | - | - | 0.01 | - | 0.01 | - |

ESSAR SHIPPING LIMITED

| | | | | | | | | |
|--|---------------|---------------|---------------|---------------|-------------|---|-----------------|---------------|
| Total | - | - | 5.66 | - | 0.01 | - | 5.67 | - |
| Loans and advances (including interest accrued) | | | | | | | | |
| Essar Global Fund Limited | - | 32.86 | - | 29.69 | - | - | - | 62.55 |
| IDH International Drilling Holdco Limited | - | 116.06 | - | - | - | - | - | 116.06 |
| Essar Capital Holdings Limited | - | - | 464.12 | 573.84 | - | - | 464.12 | 573.84 |
| Essar Projects Limited | - | - | 0.54 | 0.52 | - | - | 0.54 | 0.52 |
| Essar Energy Holding Limited | - | - | 9.31 | 8.81 | - | - | 9.31 | 8.81 |
| Essar Minmet Limited | - | - | 1.91 | 0.02 | - | - | 1.91 | 0.02 |
| Total | - | 148.92 | 475.88 | 612.88 | - | - | 475.88 | 761.80 |
| Trade payables | | | | | | | | |
| Essar Shipping (Cyprus) Limited | - | - | 0.33 | 9.67 | - | - | 0.33 | 9.67 |
| Essar Capital (Mauritius) Limited | - | - | - | 0.87 | - | - | - | 0.87 |
| Essar Shipping Staff Provident Fund Trust | - | - | 0.01 | 0.02 | - | - | 0.01 | 0.02 |
| Total | - | - | 0.34 | 10.56 | - | - | 0.34 | 10.56 |
| Loans and advances payable | | | | | | | | |
| Essar Steel Metal Trading Limited | - | - | 292.20 | 77.08 | - | - | 292.20 | 77.08 |
| Edwell Infrastructure Hazira Limited | - | - | - | 264.17 | - | - | - | 264.17 |
| Bhagat Power Salaya Limited | - | - | - | 40.00 | - | - | - | 40.00 |
| IDH International Drilling Holdco Limited | 534.18 | - | - | - | - | - | 534.18 | - |
| Arkey Logistics Limited | - | - | 6.00 | 6.00 | - | - | 6.00 | 6.00 |
| Essar Investment Holdings Mauritius Limited | - | - | 228.61 | - | - | - | 228.61 | - |
| Total | 534.18 | - | 526.81 | 387.25 | - | - | 1,060.98 | 387.25 |

28 Additional Information as required under Schedule III of the Companies Act, 2013

| Name of the entity in the group | Net Assets (Total Assets less Total Liabilities) | | Share in Profit & Loss | | Share in Total Comprehensive Income | |
|--|---|---------------------|--|---------------------|---|---------------------|
| | As a % of Consolidated Net Assets | Amount (₹ in crore) | As a % of Consolidated Profit / (Loss) | Amount (₹ in crore) | As a % of Consolidated Comprehensive Income | Amount (₹ in crore) |
| Parent | | | | | | |
| Essar Shipping Limited | 38.92% | (1,040.59) | 65.08% | (78.50) | 65.20% | (78.90) |
| Subsidiaries (Indian) | | | | | | |
| OGD Services Limited | 0.00% | - | 6.75% | (8.15) | 6.73% | (8.15) |
| Subsidiaries (Foreign) | | | | | | |
| OGD Services Holdings Limited | 16.68% | (445.96) | 74.63% | (90.01) | 74.38% | (90.01) |
| Energy II Limited | -21.25% | 568.11 | -42.43% | 51.18 | -42.29% | 51.18 |
| Essar Shipping DMCC | 10.10% | (270.15) | -4.03% | 4.86 | -4.02% | 4.86 |
| Non controlling interests | | | | | | |
| OGD Services Limited (Indian Subsidiary) | - | - | - | - | - | - |
| Energy II Limited (Foreign Subsidiary) | - | 124.81 | - | 0.24 | - | 0.24 |

| Associates (Foreign) | | | | | | | |
|---------------------------------|---|---|---|---|---|---|---|
| Varada Drilling One Pte Limited | - | - | - | - | - | - | - |
| Varada Drilling Two Pte Limited | - | - | - | - | - | - | - |

29 Other Statutory Disclosure

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

30 The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

31 The Company is not declared a wilful defaulter by any bank or financial institution or other lenders.

32 The Company has no borrowings from banks or financial institutions on the basis of security of current assets.

33 The Company does not have any transaction that are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

34 There are no proceedings initiated or pending for holding any benami property under the Benami Transaction (Prohibition) Act, 1988.

35 There is no Investment Property held by Company.

36 The Company has neither traded in nor holds Crypto Currency or Virtual Currency during the year.

37 During the current year, the company has not made any Loans or advances in the nature of Loans are granted to Promoters, Directors, KMPs and the related parties (as define under Companies Act, 2013) either severally or jointly with any other person, that are: (a) repayable on demand: or (b) without specifying any term or period of repayment.

38 The Company does not have any transaction with companies struck off under section 248 of the Company Act 2013, or section 560 of Companies Act, 1956.

39 During the Year, Company has not taken any term loan from any bank of financial Institutions.

40 Comparative Ratio Analysis

| Sr No | Ratio | Numerator | Denominator | March 2024 | March 2023 | % Variances | Reason for Variance (if +/- 25%) |
|-------|---------------------------------|-----------------------------|------------------------|------------|------------|-------------|---|
| i | Current Ratio | Current Asset | Current Laibility | 0.30 | 0.29 | 3.15 | |
| ii | Debt to Equity Ratio | Total Long Term Debt | Share Holders Equity | -1.05 | -1.08 | (1.99) | |
| iii | Debt Service Coverage Ratio | EBITDA | Interest + Installment | -0.06 | 0.23 | (126.18) | During the year the Company has monetised the current assets and sale proceeds of the same has been utilised to settled the loan |
| iv | Return on Equity | Net Income | Share Holders Equity | 0.04 | -0.45 | (108.89) | Net Income has decreased due to decrease in Revenue and increase in Operating expenses, Employee Benefit expenses and Exceptional items |
| v | Inventory Turn Over Ratio | Cost of goods sold or Sales | Avg Inventory | N.A. | N.A. | N.A. | Not Applicable because the Company is in service industry |
| vi | Trade Receivable Turnover Ratio | Credit Sale | Avg Account Receivable | 44.68 | 3.22 | 1,288.23 | The Receivables from debtors increased due to increase in credit sales during the financial year |

ESSAR SHIPPING LIMITED

| | | | | | | | |
|------|--------------------------------|-----------------|---------------------|-------|-------|----------|---|
| vii | Trade Payable Turnover Ratio | Total Purchase | Avg Account Payable | N.A. | N.A. | N.A. | Not Applicable because the Company is in service industry |
| viii | Working Capital Turnover Ratio | Net Annual Sale | Working Capital | -0.01 | -0.02 | (41.12) | Current liabilities got reduced due to repayment of loans |
| ix | Net Profit Ratio | Net Revenue | Revenue | -5.20 | 26.77 | (119.41) | Net Income has decreased due to decrease in Revenue and increase in Operating expenses, Employee Benefit expenses and Exceptional items |
| x | Return on Capital Employed | EBIT | Capital Employed | -0.68 | 0.48 | (242.49) | During the year, Earning before interest and tax decreased due to increase in Operating expenses and employee benefit expenses and capital employed decrease due to repayment of loan |

41 The previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our attached report of even date

For and on behalf of the Board

For C N K & Associates LLP
Chartered Accountants
Firm Registration No. : 101961 W/W - 100036

Rajesh Desai
Director
(DIN: 08848625)

R Suresh
Director
(DIN: 09299459)

Diwakar Sapre
Partner
Membership No. 040740
Place: Mumbai
Date: 28th May 2024

Vipin Jain
Chief Financial Officer
Place: Mumbai
Date: 28th May 2024

Rachana Trivedi
Company Secretary
Membership No. ACS 62289

If undelivered please return to:

Data Software Research Company Private Limited

Unit: Essar Shipping Limited

19, Pycroft Garden Road, Off Haddows Road,

Nungambakkam, Chennai- 600 006

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