



# CHOWGULE STEAMSHIPS LTD.

CIN-L63090GA1963PLC000002

Regd. Office : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa - 403802, India.

To,

The Senior General Manager,  
(Listing Compliance Manager}  
BSE Limited  
24th Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: 506528

## **Scrip Code: 501833; Chowgule Steamships Limited**

**Subject:** Annual Report for the FY 2022-23 and Notice convening the 60th Annual General Meeting of the Company

**Ref:** Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Ma'am,

In terms of Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith the soft copy of the Annual Report which comprises Directors' Report, Audited Financial Statements and Auditor's Reports thereon, for the Financial Year ended 31st March, 2023 and the Notice convening the 60<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, the 11th of August, 2023, at at 2nd Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802.

In compliance with MCA circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, the Annual Report of the Company for the Financial Year 2022- 23

and Notice of the 60<sup>th</sup> AGM have been sent through e-mail to all the Members whose Email IDs are registered with the RTA/ DPs.

We request you to take the same on record.

Thanking you.

Yours faithfully,

**For Chowgule Steamships Limited**

**Rinky Gupta**

**Company Secretary and Compliance Officer**

**Place: Mumbai**

**Date: July 18, 2023**

# **60<sup>TH</sup> ANNUAL REPORT 2022-23**



**Chowgule Steamships Limited**



# Annual Report 2022-23

## BOARD OF DIRECTORS AS ON 31ST MARCH, 2023

Mr. Vijay Vishwasrao Chowgule	(DIN: 00018903)	Promoter Executive Director
Mr. Ramesh Chowgule Laxmanrao	(DIN: 00018910)	Promoter Non-Executive Director
Dr. Rohini Vishwasrao Chowgule	(DIN: 00019057)	Promoter Non-Executive Director
Late Mr. Sadashiv Vasudev Shet (deceased on 22/3/2023)	(DIN: 02227102)	Independent Non-Executive Director
Mr. Amit Khandelwal	(DIN: 02479119)	Independent Non-Executive Director
Mr. Mangesh Sawant	(DIN: 00007197)	Independent Non-Executive Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Rinky Gupta

### AUDITORS

M/s M. N. Choksi & Co. LLP

### REGISTERED OFFICE

503, 5th floor, Gabmar Apartment  
Vasco-Da-Gama, South Goa - 403802  
Tel : 0832-2514100/2514111

### CORPORATE OFFICE

9, Mansi, 401, 4th Floor,  
Ram Maruti Road, 1st Cross Lane,  
Near Tilak Garden,  
Thane 400 602  
Email : [compliance@chowgulesteamships.co.in](mailto:compliance@chowgulesteamships.co.in)  
Web : [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in)

### SHARE TRANSFER AGENTS

Link Intime India Private Limited  
C-101, 247 Park, L.B.Shastrri Marg,  
Vikhroli (West), Mumbai 400 083  
Tel.: (022) 4918 6000 / Fax : (022) 4918 6060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**Corporate Identity Number (CIN)-L63090GA1963PLC000002**

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## NOTICE

NOTICE is hereby given that the Sixtieth Annual General Meeting of Chowgule Steamships Limited will be held on Friday, August 11, 2023 at 11.00 A.M. at 2nd Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2023, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijay Vishwasrao Chowgule (DIN: 00018903), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **TO APPOINT MR. DEPAK JADHAV (DIN: 10221697), AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS ON THE BOARD OF THE COMPANY WITH EFFECT FROM JULY 07, 2023 UP TO JULY 06, 2026.**

To consider and if thought fit to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** Mr. Deepak Jadhav (DIN: 10221697), who was appointed as an Additional Director of the Company by the Board of Directors on May 12, 2023 subject to procurement of Director Identification Number and whose appointment was effective from on procurement of DIN and registration on Database and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Deepak Jadhav (DIN:10221697), and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, and approval of the board subject to the appointment in this General Meeting to hold office for a term of five years commencing from July 07, 2023 up to July 06, 2028, and not liable to retire by rotation.

**RESOLVED FURTHER THAT,** any director, Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”

4. **TO APPROVE LOAN OR GIVING OF GUARANTEE OR ISSUING OF SECURITY FOR LOANS, ANY ENTITY OR GROUP ENTITY OF THE COMPANY OR ANY OTHER PERSON IN WHICH ANY OF THE DIRECTOR OF THE COMPANY IS DEEMED TO BE INTERESTED IN COMPLIANCE WITH PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013 AND LISTING REGULATIONS**

To consider and if thought fit to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in continuation to the special resolution passed pursuant to the provisions of Companies Act 1956 by the company through postal ballot for making investments / loans / give grantee / provide security and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable provisions of the Companies Act 2013 , applicable regulations of SEBI (Listing Obligation Disclosure Requirements) 2015 or any other listing regulations or regulations applicable the company being listed on the Stock Exchange, the consent of the Members of the Company, be and is hereby accorded for the loans granted and/or to give loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding INR. 100 Crore/- [Indian Rupees Hundred Crore Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements / papers/writings for giving effect to this Resolution.”

# Annual Report 2022-23

## 5. TO CONSIDER AND APPROVE RESOLUTION FOR RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to the transactions entered into and to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of INR. 8.00 Crores (Indian Rupees Eight Crores Only) provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

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

Sr. No.	Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
1.	Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Income from Leasing of property of any kind;
2.	Angre Port Private Limited	Common Directors	INR. 3,00,00,000/-	Loans
3.	Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Interest on Loan

**RESOLVED FURTHER THAT** the Board of Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized to negotiate, finalize agree the terms and conditions and be authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

## 6. APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if thought fit to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in continuation to the special resolution passed pursuant to the provisions of Companies Act 1956 by the company through postal ballot for making investments / loans / give grantee / provide security and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, and any other applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other laws as may be applicable from time to time, consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to any body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of INR 100 Crore/- (Indian Rupees One Hundred Crores Only) notwithstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution.

**RESOLVED FURTHER THAT** Directors of the Company, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies.”

By order of the Board of Directors  
For **Chowgule Steamships Limited**

Vijay Chowgule  
**Chairman**  
(DIN: 00018903)

Place: Mumbai  
Date: May 12, 2023



## NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also mentioned
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.  

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company
4. The Company's Registrar & Share Transfer Agents (RTA) are: Link Intime India Private Limited C-101, 247 Park, L.B. Shastri Marg, Vikhroli (West), Mumbai 400 083 Tel.: (022) 4918 6270/Fax : (022) 4918 6060 Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
5. Shareholders are requested to notify any change of address: a. to their Depository Participants (DPs) in respect of the shares held in Demat form, and b. to the Company to its Legal Department at the Registered Office in respect of the shares held in physical form. c. In case the mailing address mentioned on this Annual Report is without the PIN CODE, inform your DP or the Company, as mentioned above.
6. In view of the relaxations given by MCA circular and SEBI circular dated January 15, 2021 pursuant to the COVID-19 Pandemic, the Annual General Meeting Notice is being sent through email to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same will be sent by the Company. Members may note that the AGM Notice of the Company for the financial year 2022-23 will also be available on the Company's website [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in) and website of the Stock Exchanges
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard
8. The Register of members and share Transfer Books of the Company shall remain closed from August 05, 2023 up to August 11, 2023 (both days inclusive).
9. Unclaimed Dividends up to the year 1994-95 have been transferred to the General Revenue Account of the Central Government. Those shareholders, who have so far not claimed or collected their dividend up to the above financial year, may claim their dividend from the Registrar of Companies, Goa, Daman and Diu.
10. . Unclaimed Dividends for the years 1995-96, 1996-97, 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10 and 2010-11 have been duly transferred to the Investor Education and Protection Fund.
11. Shareholders are advised to avail of the facility for receipt of future dividends (if any) through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9-digit MICR No. to our Registrar and Share Transfer Agent or to the Company with attested copy of your PAN Card and a photo copy of your cheque leaf (to capture correct bank account no, IFSC Code and 9-digit MICR Code).
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.



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13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio and subsequently dematerialise the same. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019. In terms of the said Regulations with effect from 24th January 2022, request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company by way of an email to [investor.sll@transworld.com](mailto:investor.sll@transworld.com) or RTA for assistance in this regard at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
14. As per the provisions of Section 72 of the Act, 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. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14. These forms can be downloaded from the Company's website [www.transworld.com/shreyas-shipping-and-logistics.html](http://www.transworld.com/shreyas-shipping-and-logistics.html). Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to RTA in case the shares are held in physical form
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
17. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
18. The Company has designated e-mail id [compliance@chowgulesteamships.co.in](mailto:compliance@chowgulesteamships.co.in) for quick Redressal of shareholders/investors grievances.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
20. To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
21. All the Members wishing to ask questions during the 60th Annual General Meeting should forward them to the registered office of the Company, 7 days before the date of Annual General Meeting.
22. The Board of Directors has appointed CS Pranay Vaidya, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting and Poll process in a fair and transparent manner.
23. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s)
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
25. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in)) and will be communicated to BSE Limited within 48 hours from the conclusion of the AGM.

By order of the Board  
For **Chowgule Steamships Limited**

Place: Goa  
Date: May 12, 2023

Vijay Chowgule  
**Chairman**  
(DIN: 00018903)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND STATEMENT OF ADDITIONAL INFORMATION AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) WITH RESPECT TO FOLLOWING ITEMS OF THE NOTICE.**

**ITEM NO. 3**

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Deepak Jadhav was proposed to be appointed as an Independent Director, not liable to retire by rotation. The Board of Directors at their Meeting held on May 12, 2023, subject to procurement of Director Identification Number and registration in databank had appointed Mr. Deepak Jadhav as Additional Director of the Company. Mr. Deepak Jadhav who was allotted the Director Identification Number and registered in the data bank on July 07, 2023 on June 07, 2023 was effectively appointed on even date, i.e. date on which he was allotted the DIN, for a term of 5 (five) consecutive years with effect from July 07, 2023 to July 06, 2023, subject to the approval of the Members by way of Special Resolution.

Mr. Deepak Jadhav, fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management. The Company has received from Mr. Deepak Jadhav (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Deepak Jadhav as an Independent Director of the Company for term of 5 (five) consecutive years with effect from July 07, 2023 to July 06, 2023 is being placed before the Members for their approval by way of a Special Resolution. Mr. Deepak Jadhav, once appointed, will not be liable to retire by rotation. A brief profile of Mr. Deepak Jadhav is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no. 3 of this notice.

<b>Name of the Director</b>	<b>Mr. Deepak Jadhav</b>
Date of Birth	23/10/1962
Date of First Appointment on the Board	NA
Qualifications	B. Com
Brief profile	Mr. Deepak Jadhav, a commerce Graduate, is an entrepreneur and has a vast experience in the Advertising and marketing Sector for three decades. Mr. Deepak Jadhav is associated with Mumbai Cricket Association with the selection committee and had represented Mumbai in Ranji and Wills Trophy and Junior India (U-19 and U-22)
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial
Number of Equity Shares held in the Company	NA
Directorship held in other Indian Listed Companies	NA
Directorship in other company	NA
Chairman/Member of Board Committee of listed companies	NA
Disclosure of relationships between Directors/KMP inter-se	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The proposed person owns the skills and capabilities as required for the role.

In the opinion of the Board, Mr. Deepak Jadhav is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. None of the Directors are interested in the said resolution The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the Members.

None of the Directors except Mr. Deepak Jadhav is interested in the said resolution.

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## ITEM NO. 4

In continuation to the special resolution passed by the members pursuant to Companies Act 1956, the company was eligible to grant loans and advances to the extent of INR 550 Crores. However, the company was never required to grant such loans and advances with reference to the said resolution passed earlier. The Company was eventually approached for such an arrangement.

Therefore pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by Director or any entity said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is therefore proposed to the members to accord their consent to the loans granted and to accord their consent to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

Therefore, the said special resolution is proposed for the approval of members under item no. 4 of the notice.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

## ITEM NO. 5:

Pursuant to Section 188 of the Companies Act 2013 no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution. "Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

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

Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Leasing of property of any kind;
Angre Port Private Limited	Common Directors	INR. 3,00,00,000/-	Loans
Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Interest on Loan

\*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on May 12, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

Angre Port Private Limited	Mr. Vijay Chowgule, Whole Time Director and Promoter of Chowgule Steamships Limited is also a Director of Angre Port Private Limited. Dr. Rohini Chowgule a Non-Executive Director and promoter of Chowgule Steamships Limited is a Director of the Angre Port Private Limited and Mr. Ramesh Chowgule is related and relative as per the provisions of the law to Mr. Vijay Chowgule and Dr. Rohini Chowgule
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Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No	Particulars	Details
a.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on May 12, 2023.

The Board recommends the resolution set out at Item No. 5 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution. Except to the extent of shareholding of the Promoters/Directors their Relatives and Key Managerial Personnel in the above mentioned related parties which is duly disclosed above, none of the other Directors/Key Managerial Personnel/their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 5.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

#### **ITEM NO. 6:**

In continuation to the special resolution passed by the members pursuant to Companies Act 1956, the company was eligible to grant loans and advances to the extent of INR 550 Crores. However, the company was never required to grant such loans and advances with reference to the said resolution passed earlier. The Company was eventually approached for such an arrangement.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors, on the recommendation of the Audit Committee of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 100 Crores, as proposed in the Notice. The Company has advanced such loans and advances to M/s. Angre port private Limited and M/s Dolphin Investments Limited.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

#### **Remote e-Voting Instructions for shareholders:**

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the eServices home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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## 2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all eVoting Service Providers, so that the user can visit the e-Voting service providers' website directly
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the 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.

## 3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

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

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

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link)



# Chowgule Steamships Limited

- After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

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

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

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

### Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

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

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

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

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

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

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

### Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- The 60th Annual General Meeting of the Company is scheduled to be held on August 11, 2023. The E-Voting Facility shall be available from August 08, 2023 from 09:00 A.M. until August 10, 2023 upto 05:00 P.M.

## Annual Report 2022-23

- d. Cut off date for determining the members eligible to cast their vote is August 04, 2023 and the Book Closure dates for the 60th Annual General Meeting shall be August 05, 2023 upto August 11, 2023 (both days inclusive).

The Board of Directors have appointed CS Pranay Vaidya, Practicing Company Secretary as the Scrutinizer to scrutinize the E Voting and the poll process for the resolutions set out in the Notice of the 60<sup>th</sup> Annual General Meeting, in true and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The results declared along with the report of the scrutinizer's shall be placed on the website of the Company [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in) and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By order of the Board of Directors  
For **Chowgule Steamships Limited**

Place: Mumbai  
Date: May 12, 2023

Vijay Chowgule  
**Chairman**  
(DIN: 00018903)



# Chowgule Steamships Limited

A brief profile of Mr. Vijay Chowgule is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.2 of this notice.

Name of the Director	Mr. Vijay Chowgule
Date of Birth	22 <sup>nd</sup> August, 1946
Date of First Appointment on the Board	14 <sup>th</sup> January, 2021
Qualifications	Mr. Vijay Chowgule aged 77 years has done his B.S. (textile Chemistry) and Industrial Management. He has been on the Board of Directors of other Public & Private Companies. He has vast, rich and varied business experience
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial
Number of Equity Shares held in the Company	17,96,262 shareholdings in the Company
Directorship held in other Indian Listed Companies	1
Chairman/Member of Board Committee of listed companies	Refer Corporate Governance Report for detailed description
Disclosure of relationships between Directors/KMP inter-se	Mr. Vijay V. Chowgule is an elder brother of Dr. Rohini Chowgule, Director of the Company

By order of the Board of Directors  
For **Chowgule Steamships Limited**

Place: Mumbai  
Date: May 12, 2023

**Vijay Chowgule**  
Chairman  
(DIN: 00018903)



# Annual Report 2022-23

## DIRECTORS' REPORT 2022-23

To  
The Shareholders,  
Chowgule Steamships limited,

Your directors present the Sixtieth Annual Report and the Audited Accounts for the year ended 31st March, 2023.

### 1. FINANCIAL RESULTS

(₹ in lakhs)

	Standalone		Consolidated	
	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022
Profit before financial charges, depreciation, impairment, exceptional items & tax	57.42	237.16	(33.47)	5,640.43
Financial charges	(51.74)	(47.75)	(112.15)	(494.94)
Depreciation	(50.27)	(55.22)	(50.27)	(498.63)
Profit/(Loss) before exceptional item	(44.59)	134.19	(195.89)	4,646.85
Exceptional Items	–	(9,549.59)	–	–
Profit/(Loss) before tax	(44.59)	(9,415.40)	(195.89)	4,646.86
Provision for tax (net)	79.99	87.32	79.99	87.32
Profit/(Loss) after tax	35.40	(9,328.08)	(115.90)	4,734.18
Other comprehensive income	–	0.08	(747.75)	(290.67)
Total comprehensive income	35.40	(9,328.00)	(863.65)	4,443.51
Brought forward from previous year	(7,164.35)	2,163.65	(15,962.91)	(20,406.42)
Surplus/(Deficit) in the statement of profit and loss	(7,128.95)	(7,164.35)	(16,826.56)	(15,962.91)

### 2. MANAGEMENT DISCUSSION, ANALYSIS/OPERATIONS REPORT AND PERFORMANCE OF THE COMPANY

During the year under review the Company did not have income from shipping operation at the stand alone as well as at consolidated level. At consolidated level, profit before interest, depreciation and tax came down from ₹ 5,640.43 lakhs to a loss of ₹ 33.47 lakhs mainly due to the sale of only vessel in the previous year by its Wholly Owned Subsidiary.

The Company's Wholly Owned Subsidiary (WOS) viz Chowgule Steamships Overseas Limited (CSOL) does not have any vessel. CSOL has no revenue but has accumulated losses. Also considering negative net worth, CSOL's financials have been prepared not on-going concern basis. Therefore, in the previous year, Company has made the provision for diminution in the value of investment in the standalone financials. Accordingly, during the year under review, on standalone basis, the total comprehensive income was ₹ 35.40 lakhs against the loss of ₹ 9,328 lakhs in the previous year.

The Company has experience of operating ships on international cross trade as well as on coast and therefore always looking for opportunities in such trade. Presently Company's income comprises of rental income from lease of immovable properties.

#### INTERNAL FINANCIAL CONTROL SYSTEM

The Company has effective systems of internal controls, which are periodically reviewed by the Audit Committee of the Board of Directors. Based on its evaluation (as defined in section 177 of Companies Act 2013 and Clause 18 of SEBI (LODR) Regulations 2015), our audit committee has concluded that, as of 31st March, 2023 our internal financial controls were adequate and operating effectively.

#### GOVERNMENT POLICIES

The Indian economy and many developed countries continue to make effort for speedy economic recovery. As part of overall strategy however, the Governments in various countries continue to give priority for development of overall infrastructure. This bodes well for overall trade.



# Chowgule Steamships Limited

## INDUSTRIAL RELATIONS

The industrial relations during the year were very cordial and there were no industrial disputes.

## THREATS, RISKS & CONCERNS

**Freight Risks:** The charter income is subject to freight rate risks and therefore the Company, at group level, follows the policy of mixture of short period and long period time charter contracts with first class charters to mitigate volatility in freight rates.

**Interest Rate Risk:** With a view to avoid uncertainty in the interest rate, the necessary forward cover is taken at regular intervals wherever necessary.

**Forex Risk:** As major portion of the Group's revenues is generated from international business in the US Dollar terms, the same creates a natural hedge against foreign exchange exposures. The Company reviews Rupee - US Dollar parity on regular basis to protect itself from currency fluctuation risks.

At the Company standalone level, there is very limited forex risk for the Company.

**Counter Party Risks:** The Company engages into charter contracts with the reputed charters to avoid the risks to the freight earnings.

**Government Policies:** The Company regularly reviews the changes in the applicable government policies affecting operations of the Company.

**Human Resources:** There is a scarcity of floating staff. In view of outsourcing of crew management, the Company gets the benefit of having efficient and cost effective floating staff from the Ship Manager's pool.

## Ratios:

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

- (i) Debtors Turnover : Not Applicable
- (ii) Inventory Turnover : Not Applicable
- (iii) Interest Coverage Ratio : Not Applicable
- (iv) Current Ratio : 8.92
- (v) Debt Equity Ratio : Not Applicable
- (vi) Operating Profit Margin (%) : Not Applicable
- (vii) Net Profit Margin (%) or sector-specific equivalent ratios, as applicable : Not Applicable

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

## 3. DIVIDEND

Considering the liquidity and the cash flow position of the Company, the Board of Directors did not recommend any dividend for the financial year under review.

## 4. RESERVES

During the financial year under review, the Company was not required to transfer any amount to any reserves.

## 5. SHARE CAPITAL

The paid-up equity shares capital of the Company as on 31st March, 2023 was INR 3,630.84 lakhs comprising of 36,308,425 shares of INR 10/- each. During the year under review, there has been no change in the capital structure of the Company.

## 6. SUBSIDIARIES

The Company has only one subsidiary company viz. Chowgule Steamships Overseas Limited (CSOL). CSOL sold in June, 2021 only ship which it had in its fleet. Considering negative net worth CSOL's financials have been prepared not on going concern basis. Due to financial constraints CSOL cannot purchase ship and therefore will not have revenue from operation.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of the subsidiary in the prescribed format AOC-1 is attached as **Annexure 1**

The Company will make available these documents/details upon request by any member of the Company. However, pursuant to Accounting Standard AS-21 of the Companies (Accounting Standards) Rules 2016, Consolidated Financial Statements presented

# Annual Report 2022-23

by the Company include the financial information of its subsidiary. The Company does not have any other joint venture/associate company in which it has significant influence.

## 7. INSURANCE

The Company has sufficient insurance cover.

## 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Jitendra Patil has tendered his resignation from the post of Company Secretary & Compliance Officer of the Company with effect from May 23rd, 2022. On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on 05 August, 2022, has considered and approved appointment of Ms. Rinky Gupta, as a Company Secretary and Compliance Officer of the Company pursuant to the provisions of Section 203 of the Companies Act 2013 and Compliance Officer under Regulation 6(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She shall also act as Nodal Officer under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 w.e.f. 05 August, 2022

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of Non-Executive Directors and Executive Directors. The evaluation process inter-alia considers attendance of the Directors at the Board and the Committee meetings, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

The Board proposed its members in this Annual General meeting to change the designation of Mr. Vijay Chowgule from Non- Executive Non-Independent Director to Whole time Director (Promoter). Also, in order to comply with the Corporate Governance Regulations and to enhance the functioning of the Board the Board of Directors had proposed the appointment of Mr. Mangesh Sawant as Non-Executive Independent Director. Both the appointments which were proposed in the 59th Annual General Meeting, the Notice of which is an integral part of the Annual Report. Both the said appointments were recommended by the Nomination and Remuneration Committee in their meeting held on August 25, 2022. Such appointments were approved by members in the 59th Annual General Meeting held during the year

Further the Board of Directors in their meeting held on August 25, 2022, on recommendation of Nomination and Remuneration Committee through their meeting held on even date have appointed Mr. Vikram Deshpande as Chief Financial Officer of the Company.

## 9. CORPORATE GOVERNANCE

In terms of the listing agreement with the BSE Ltd., the Corporate Governance Report is annexed hereto and forms a part of this Report.

## 10. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all the Board Members and Senior Management of the Company. The said Code has been hosted on the website of the Company. All the Board Members and Senior Management have affirmed compliance to the Code.

## 11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees.

- a) Observations of Board Evaluation carried out for the year - There were no observations in the Board Evaluation carried for the year
- b) Previous year's observations and actions taken - There were no observations of the Board evaluation for the last financial year
- c) Proposed actions based on current year observations - Not applicable

The manner in which the evaluation has been carried out has been given in the Corporate Governance Report.

## 12. REMUNERATION POLICY

The Board has, on recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration Policy is annexed herewith.



## 13. MEETINGS

During the year 5 Board Meetings and 5 Audit Committee Meetings were convened and held. The details of the same are given in the Corporate Governance Report which is part of this report. The intervening gap between the Meetings was within the period prescribed under the Act.

## 14. AUDIT COMMITTEE

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director. The details of the composition of the Audit Committee are given in the Corporate Governance Report which is part of this report. During the year all the recommendation of the Audit Committee were accepted by the Board.

## 15. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee (SRC) is in line with the Section 178 of the Act read with Regulation 20 of SEBI Listing Regulations.

## 16. NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee (NRC) is in line with the Section 178 of the Act read with Regulation 19 of SEBI Listing Regulations. The details of meetings and their attendance are included in the Corporate Governance Report.

## 17. CORPORATE SOCIAL RESPONSIBILITY

As the Company does not full fill criteria laid down in Section 135 of the Companies Act, 2013 the provisions of Corporate Social Responsibility are not applicable to the Company.

## 18. EXTRACT OF ANNUAL RETURN

In accordance with Section 134 (3) (a) of the Companies Act 2013, annual return form is available on the Company's website [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in) in the 'Investor Information' section.

## 19. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, hereby state and confirm that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same.
- b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and the profit of the Company for that period.
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual accounts have been prepared on a 'going concern' basis.
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 20. AUDITORS

### Statutory Auditors

Pursuant to the Section 139 of Companies Act, 2013 and other applicable rules there under, M/s. M. N. Chokshi & Co. LLP, Chartered Accountants (Firm Registration No. FRN 101899W/W100812) were appointed as Statutory Auditor of the Company for 5 consecutive financial years commencing from conclusion of 59th Annual General Meeting to conclusion of the 64th Annual General Meeting. i.e. to audit the accounts for the period commencing from 2022-2023 until 2026-2027.

Accordingly, M/s. M. N. Chokshi & Co. LLP, Chartered Accountants (Firm Registration No. FRN 101899W/W100812) shall continue to be the Statutory Auditors of the Company for F.Y 2023-2024.

The notes on financial statement referred to in Auditors Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse comment.

# Annual Report 2022-23

## Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Board at their Board Meeting to be held on 5th August, 2022 have proposed appointment of Mr. Pranay Vaidya from Dipesh Pranay and Co. LLP as Secretarial Auditors of the Company for the Financial Year 2022-2023. A secretarial audit report in Form No.MR-3 given by the secretarial auditor has been provided in an annexure which forms part of the Directors Report.

Secretarial and statutory auditors observation(s) in audit report and directors' explanation thereto

Sr.No.	Observations	Comments
(i) and (ii)	The Company has delayed or defaulted in filing forms with the Ministry of Corporate. And The Company has delayed in filing form certain Board Resolutions with the Registrar of Companies pursuant to the provisions of Section 117(3) read with Section 179(3) of the Companies Act, 2013.	The delay caused was due to technical issues and glitches on the MCA website. The Company is compliant in informing the same to the Bombay Stock Exchange and had no intentions to withhold the information
(iii)	The company was in default from appointing a Whole Time Director or a Chief Financial Officer, however on August 25, 2022 Mr. Vikram Deshapande was appointed as Chief Financial Officer and on September 27, 2022 Mr. Vijay Chowgule was appointed as Whole time Director of the Company.	On August 25, 2022 Mr. Vikram Deshapande was appointed as Chief Financial Officer and on September 27, 2022 Mr. Vijay Chowgule was appointed as Whole time Director of the Company.
(iv)	The Company has not passed Resolutions in compliance of Section 188 of the Companies Act 2013 regarding Related Party transactions in excess of the limits specified in the section	The said transaction and offer was made to the company to earn revenue by leasing its land to a related party just after the 59th Annual General Meeting. Considering the operational viability, it was not possible for the company to conduct the General Body meeting or pass a postal ballot resolution considering the cost involved in the same at the same time the Company had to grab the opportunity to earn revenue and hence the management decided to get the approval at the first general meeting after the said event. The company has placed the same before the shareholders for their in the Notice convening the 60th Annual General Meeting to be held in 2023.
(v)	The Company has waived interest of ₹ 192.13 ( in Lakhs ) on loans given, based on request received from respective borrowers, not complying with section 186(7) of the Companies Act, 2013 during the financial year 2022-23.	The aforesaid waiver of interest is not prejudicial to the interest of Chowgule Steamships limited for the following reason. Chowgule Steamships limited has lent money to Angre Port Private Limited in FY 2021-22 of Rs. 15,00,00,000/- with view to reduce its external debt burden. This step was taken as the existing debt burden beyond the sustainable levels. Since then, the operations of Angre Port Private Limited which were choked on account of interest commitments are consistently improving. However, the same have not been improved to that level to sustain interest burden of inter corporate loans. In case APPL is forced to pay interest on these Inter corporate loans there is a strong possibility of operations of Angre Port Private Limited slipping back to red. This will bring the existing principal amount also into danger. Therefore, we have adopted the policy of reducing the principal rather than paying interest. Hence in our opinion interest waiver is not prejudicial to the interest of Chowgule Steamships Limited.
(vi)	No loans were granted to persons referred to in section 185 of the Companies Act, 2013 during the year, subject to our reservations on our opinion on the similar compliance with respect to outstanding balances of such loans.	The company has placed the same before the shareholders for their approval in the Notice convening the 60th Annual General Meeting to be held in 2023.



Sr.No.	Observations	Comments
(vii)	The composition of Board of Directors was not in lines with Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 until September 27, 2022.	On August 25, 2022 Mr. Vikram Deshapande was appointed as Chief Financial Officer and on September 27, 2022 Mr. Vijay Chowgule was appointed as Whole time Director of the Company. The Company has also appointed Mr. Mangesh Sawant as an Independent Director on September 27, 2022.
(viii)	The Company has entered into transactions with the Related parties which is not in lines with Regulation 23 of SEBI (Listing Obligation Disclosure Requirements) Regulations 2015.	The said transaction and offer was made to the company to earn revenue by leasing its land to a related party just after the 59th Annual General Meeting. Considering the operational viability, it was not possible for the company to conduct the General Body meeting or pass a postal ballot resolution considering the cost involved in the same at the same time the Company had to grab the opportunity to earn revenue and hence the management decided to get the approval at the first general meeting after the said event. The company has placed the same before the shareholders for their in the Notice convening the 60th Annual General Meeting to be held in 2023.
(ix)	There was delay in filing Secretarial Compliance Report in compliance of Regulation 24 A	The Company filed the said report and has paid the requisite fines for the same

## 21. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

There have been no material changes and commitments which have occurred between the end of financial year and the date of this report which can have impact on financial position of the Company.

## 22. LOANS, INVESTMENT AND GUARANTEES ETC

During the year under review, the Company has not advanced any loans or made any investments. The balance of Outstanding loans and advances are depicted in Note No. 5 and Note No. 40 of the Standalone Financial Statements forming integral part of the balance sheet

## 23. CONVERSATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNING AND OUTGO

In accordance with the requirements of Rule 8 (A) of the Companies (Accounts) Rules 2014, a statement annexed hereto gives the particulars as required under the said rules and forms part of this Report (**Annexure 2**).

## 24. STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The information required under section 197 of the Act read with Rule 5(1)(i) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is enclosed as "**Annexure - 3**" to this report. The Company do not have employees drawing remuneration in excess of limits prescribed under Section 197 read with rules framed thereunder.

**25.** The Company has formulated a policy on materiality of Related Party Transactions for dealing with such transactions in line with the requirements of Listing Regulations. The policy on Related Party Transactions is available on the Company's website viz. [chowgulesteamships.co.in](http://chowgulesteamships.co.in). The details of Related party Transaction as required as is Annexed to this Directors Report.

**26.** The Risk Management Policy of the Company evaluates various risks surrounding the business of the Company and its subsidiaries and seeks to review and upgrade its risk management process. The Board of Directors formulates strategies and takes necessary steps

## 27. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future. During the year under review the company has received notices intimating penalties from the stock exchanges for contravention of certain regulations of SEBI (LODR) Regulations 2015. The company has paid the penalties as levied by the authorities.

## 28. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

# Annual Report 2022-23

## **29. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

Company has established a Vigil Mechanism for enabling the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for: -

- (a) Adequate safeguards against victimization of persons who use the Vigil Mechanism; and
- (b) Direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Audit Committee of the Board has been entrusted with the responsibility of overseeing the Vigil Mechanism.

The Whistle Blower Policy is available on the website of the Company viz [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in)

## **30. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company as an organization is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company ensures that there is healthy and safe atmosphere for every employee at the workplace. There was no case pertaining to any harassment filed during the year.

## **31. DEPOSITS (SECTION 73 OF THE COMPANIES ACT 2013):**

The Company has not accepted any deposits during the period under review.

## **32. SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) as well as the Report on Board of Directors (SS-4) issued by The Institute of Company Secretaries of India, have been duly followed by the Company.

## **33. INSIDER TRADING:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has constituted a comprehensive Code, which lays down guide lines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company.

The said policy can be viewed on our website: [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in)

## **34. GENERAL:**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- b. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- c. No fraud has been reported by the Auditors to the Audit Committee or the Board.
- d. There are no shares lying in demat suspense account/unclaimed suspense account. Hence no disclosure is required to be given for the same

## **35. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the year under review there were no application made or any proceedings were pending under insolvency and Bankruptcy Code, 2016.

## **36. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE-TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:**

During the year under review there were no instances of One-Time Settlements.

## **37. ACKNOWLEDGEMENTS:**

Directors place on record their appreciation for the continuing support and co-operation from the customers, vendors, dealers, distributors, resellers, bankers, shareholders, State Industries electricity and other Government departments.

The Directors also take this opportunity to thank the employees for their dedicated service throughout the year in mitigating these risks.

**For Chowgule Steamships Limited**

**Vijay Chowgule  
Chairman**

DIN: 00018903

Place : Mumbai

Date : 12<sup>th</sup> May, 2023

## CORPORATE GOVERNANCE REPORT

### COMPLIANCE OF REGULATIONS 17 TO 27 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015

#### 1. CORPORATE GOVERNANCE PHILOSOPHY

Chowgule Steamships Limited (CSL) believes that good corporate governance is essential to achieve long term corporate goals and to enhance shareholder value. Your Company believes in functioning in a transparent manner and believes in proper accountability, auditing, disclosure and reporting. CSL's operations and accounts are audited at two levels – Internal Audit and Statutory Audit. CSL continues to follow procedures and practices in conformity with the Principles of Corporate Governance as enunciated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Board has also laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company.

#### 2. BOARD OF DIRECTORS

a) Composition/Category of Directors as at March 31, 2023

- (i) Promoter Directors Executive Director: 1  
Non-Executive Directors: 2
- (ii) Non- Promoter Directors Executive Director: NIL  
Non-Executive Directors: NIL
- (iii) Independent Non-Executive Directors: 3\*

\*Mr. Sadashiv Shet, who was an Independent Director of the Company had expired on March 22, 2023 following which the Company had appointed Mr. Deepak Jadhav as an Additional Independent Director.

b) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2023 have been made by the Directors. None of the Directors are related to each other except Mr. Vijay Chowgule and Prof. Rohini Chowgule, who are brother and sister & Mr. Ramesh Chowgule is cousin of Mr. Vijay Chowgule & Prof. (Dr.) Rohini Chowgule.

c) Attendance of each Director at the Board meetings:

In all, five Board Meetings were held during the financial year 2022-23 on 10.05.2022, 05.08.2022, 25.08.2022, 11.11.2022 and 03.02.2023. The attendance of the Directors at the Board Meetings held during 2022-23 and at the last Annual General Meeting is as under:

Name of the Director	Category	No. of Board Meetings attended during 2022-23	Attendance of AGM held on 27 <sup>th</sup> September, 2022	No. of other Directorships (As on 31.03.2023) in listed Cos. ##	No. of Committee Positions in Mandatory Committee	
					Member	Chairman
Mr. Vijay Chowgule	Executive - Non Independent Director	5	Present	2	1	0
Mr. Ramesh Chowgule	Non-Executive - Non Independent Director	3	Present	2	0	0
Mr. Amit Khandelwal	Non-Executive - Independent Director	5	Present	1	1	1
Mr. Mangesh Sawant	Non-Executive - Independent Director	2	Present	1	3	0
Dr. Rohini Chowgule	Non-Executive - Non Independent Director	5	Present	1	2	0
Mr. Sadashiv Shet	Non-Executive - Independent Director	5	Present	3	5	4

## Excludes Directorships in Private Limited Company, Foreign companies & CSL

Mr. Mangesh Sawant was appointed as Independent Directors in the 59<sup>th</sup> Annual General Meeting of the Company held on September 27, 2022 for a term of Five years i.e. September 27<sup>th</sup> 2022 up to September 26<sup>th</sup> 2027. It may be noted that Mr. Sadashiv Shet and Mr. Amit Khandelwal were appointed as Additional Independent Director on January 16, 2021 in a Board Meeting



# Annual Report 2022-23

There was a change in designation of Mr. Vijay Chowgule from non-executive Director to executive Director which was approved by the members in the 59th Annual General Meeting of the Company held on September 27, 2022, membership / chairmanship of only audit and stakeholder relationship committees have been considered.

Mr. Sadashiv Vasudev Shet (DIN: 02227102) was Independent Director of the Company till March 22, 2023. He played crucial leadership roles through which the company immensely benefitted. Mr. Sadashiv Vasudev Shet's (DIN: 02227102) sudden and unexpected passing away will be an irreparable loss to the Company and all the directors and employees of the company convey deep sympathy, sorrow and condolences to his family.

Mr. Deepak Jadhav was appointed as an Additional Director on May 12, 2023 whose appointment was effective from July 07, 2023.

d) Certification from Company Secretary in Practice

Mr. Pranay Vaidya, Practicing Company Secretary, has issued certificate as required under the Listing Regulations, confirming that none of the Directors of the Board of Company has been debarred or disqualified from being appointed or continuing as Director of the Companies by the SEBI / Ministry of Corporate affairs or any such statutory authority. The certificate is enclosed in this section as annexure.

e) CEO/CFO Certification

The Chairman has issued a certificate pursuant to the provisions of the Listing Regulations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The provisions of corporate social responsibility are applicable to the Company however due to occurrence of net losses for preceding three years, contribution towards CSR activities during the year is Nil.

The declaration given by the Chairman confirming affirmation to Code of Conduct by the Board of Directors and Senior Management is given separately as part of the Board of Directors' Report.

f) Key Board qualifications, expertise and attributes

The Chowgule Board comprises of qualified members who bring in the required skills, competence and expertise that allows them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Chowgule Board is in compliance with the highest standard of Corporate Governance.

The Board has identified the following skills/expertise/competencies fundamental for effective functioning of the Company which are currently available with the Board:

Financial	Leadership of financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial report processes or experience in actively supervising auditors or person performing similar functions.
Strategy and Planning	Appreciation of long term trends, strategy choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and maintaining accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Sales and Marketing	Experience in developing strategies to grow sales and market share and equity, and enhance enterprise reputation

The Board of Directors as on 31st March, 2023:

Sr No	Name of the Director	Designation	Area of Expertise
1	Vijay Chowgule	Executive Director	1. Strategy and Planning 2. Governance 3. Financial
2	Ramesh Chowgule	Non-Executive Non Independent Director	1. Strategy and Planning 2. Sales and Marketing
3	Dr. Rohini Chowgule	Non-Executive Non-Independent Director	1. Strategy and Planning 2. Governance
4	Amit Khandelwal	Non-Executive Independent Director	1. Financial 2. Strategy and Planning 3. Governance
5	Mangesh Sawant	Non-Executive Independent Director	1. Strategy and Planning 2. Governance 3. Financial



# Chowgule Steamships Limited

g) Details of Equity shares of the Company held by the Directors as on 31st March, 2023 are given below:

The Chowgule Board comprises of qualified members who bring in the required skills, competence and expertise that allows them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Chowgule Board is in compliance with the highest standard of Corporate Governance.

Name of the Director	Number of equity shares
Mr. Vijay Chowgule	17,96,262
Mr. Ramesh Chowgule	31,500
Dr. Rohini Chowgule	6,65,266
Mr. Mangesh Sawant	133
Mr. Amit Khandelwal	NIL

h) Familiarization Programmes for Board Members

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company including Finance, Sales, overview of business operations of subsidiaries. The details of such familiarization programmes for the Independent Directors are available on the website of the Company i.e. [chowgulesteamship.co.in](http://chowgulesteamship.co.in).

### 3. COMMITTEES OF THE BOARD

With a view to have better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

#### a) Audit Committee

With a view to have better governance and accountability, the Board has constituted an Audit Committee in line with the provisions of Regulation 18 of SEBI Listing Regulation and Section 177 of the Companies Act, 2013.

Composition and Attendance of Members of Audit Committee at the Meetings held during the year

Names	Designation	Category of Director	No. of meeting attended
Amit Khandelwal	Chairperson	Non-Executive - Independent Director	5
Sadashiv Vasudev Shet	Member	Non-Executive - Independent Director	5
Rohini Vishwasrao Chowgule	Member	Non-Executive - Non Independent Director	5
Mangesh Sawant	Member	Non-Executive - Non Independent Director	2

**The Audit Committee meetings were held on 10.05.2022, 05.08.2022, 25.08.2022, 11.11.2022 and 03.02.2023**

Necessary quorum was present at the above meetings

The Company Secretary acts as the Secretary to the Audit Committee. The Statutory Auditors along with its representative have attended all four meetings. At all the Audit Committee meetings a detailed report of the Internal Auditors was presented to the Chairman of the Committee.

The brief terms of reference of Audit Committee are as under:

#### Terms of Reference – Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the listed entity'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 auditors of the listed entity;
3. Approval of payment to statutory auditors for any other 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:
  - a. matters required to be 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 the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;

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Major accounting entries involving estimates based on the exercise of judgment by management

- a. significant adjustments made in the financial statements arising out of audit findings;
  - b. compliance with listing and other legal requirements relating to financial statements;
  - c. disclosure of any related party transactions;
  - d. modified opinion(s) 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the listed entity with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the listed entity, 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 chief financial officer 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.
  21. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision
  22. Review the following information:
    - a. Management discussion and analysis of financial condition and results of operations;
    - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - c. Management letters/letters of internal control weaknesses issued by the statutory auditors;
    - d. Internal audit reports relating to internal control weaknesses; and
    - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
    - f. Statement of deviations:
      - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
      - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).



## **Committee governance**

The Committee is comprised of independent directors and Non-Executive Director and fulfills the requirements of :

- Section 149 and 177 of the Companies Act, 2013
- Regulation 18 of the Listing Regulations

The Committee, to carry out its responsibilities efficiently and transparently, relies on the Management's financial expertise and that of the internal and the Statutory Auditors. The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The Statutory Auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

## **b) Nomination And Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee as required under section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **1. Terms of Reference**

- a) Formulate criteria for determining qualifications, positive attributes and independence of Directors and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel, and other personnel.
- b) Identifying and assessing potential individuals with reference to their expertise, skills, qualifications, attributes and personal and professional standing for appointment/re-appointment as Directors/Independent Directors/Key managerial Personnel in the Company.
- c) Support the Board of Directors for formulating policies for evaluation of performance of Directors.
- d) Recommend to the board all remuneration, in whatever form, payable to the Executive Directors, Non-Executive Directors and Senior Managerial Personnel.
- e) Devising a policy on diversity of board of Directors to ensure a larger, varied talent pool is available for deliberations.
- f) Quorum – The quorum for a meeting of the Nomination and Remuneration Committee shall be at least 1/3rd of total members or two members of which at least one should be an Independent Director member, whichever is higher.
- g) Meetings- At least one meeting of the Nomination and Remuneration Committee should be held in a year.

### **2. Objectives and responsibilities of the Committee**

The main objectives and responsibilities of the nomination and remuneration committee of the Board is to:

- i. Assist the Board in discharging its responsibilities relating to compensation of the Company's directors, Key Managerial Personnel (KMP) and senior management
- ii. Evaluate and approve the adequacy of the compensation plans, policies, programs and succession plans for the Company's executive directors, KMP and senior management
- iii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and for performance evaluation of directors on the Board
- iv. Oversee the Company's nomination process for the KMP and senior management and identify, screen and review individuals qualified to serve as directors, KMP and senior management consistent with the criteria approved by the Board
- v. Recommend the appointment and removal of directors, for approval at the AGM
- vi. Evaluate the performance of the Board and review the evaluation's implementation and compliance
- vii. Leadership development and succession planning
- viii. Develop and maintain corporate governance policies applicable to the Company
- ix. Devise a policy on Board diversity

### **3. Committee Governance**

The Committee is comprised of combination of independent directors and Non-Executive Directors and fulfills the requirements of:

- Section 178 of the Companies Act, 2013
- Regulation 19 of the Listing Regulations

# Annual Report 2022-23

The Committee, to carry out its responsibilities efficiently and transparently, relies on the Management's financial expertise and that of the internal and the Statutory Auditors. The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The Statutory Auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

4. Attendance of Members of Nomination and Remuneration Committee at the Meetings held during the year

Names	Designation	Category of Director	No. of meeting attended
Amit Khandelwal	Chairperson	Non-Executive - Independent Director	2
Sadashiv Vasudev Shet	Member	Non-Executive - Independent Director	2
Rohini Vishwasrao Chowgule	Member	Non-Executive - Non Independent Director	2
Mangesh Sawant	Member	Non-Executive - Non Independent Director	0

During the year the NRC met on two occasions i.e. 30.07.2022 & 25.08.2022

5. The remuneration paid to the Directors for the year ended 31st March, 2023 : NIL  
6. Details of sitting fees paid/to be paid to the Non-Executive Independent Directors for the period under review are as under:

#### A. Non-Executive Directors

The Non-Executive Directors are entitled for payment of sitting fees and reimbursement of expenses for attending each meeting of the Board of Directors, its Committees and other such meetings. The sitting fee payable shall not exceed the fees prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

#### B. Details of sitting fees paid to Directors

Name of the Director	Sitting fess in INR
Vijay Chowgule	75,000
Ramesh Chowgule Laxmanrao	20,000
Rohini Vishwasrao Chowgule	95,000
Sadashiv Vasudev Shet	95,000
Amit Khandelwal	90,000
Mangesh Sawant	30,000

There were no other pecuniary relationships or transactions with any of the Non-executive Directors of the Company.

#### C) Stakeholders' Relationship Or Shareholders' / Investors' Grievance Committee

Stakeholder Relationship Committee has been constituted as required under Section 178 (5) of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations.

1. Purpose of the Committee

The purpose of the Committee is to assist the Board and the Company to oversee the various aspects of interests of stakeholders of the Company. The term 'stakeholder' includes shareholders and other security holders. The Committee performs the functions as required by Section 178 of the Companies Act, 2013 and rules framed thereunder, Regulation 20 of the Listing Regulations and other regulations and laws, as applicable.

2. Terms of Reference of Stakeholders Relationship Committee/Shareholders' / Investors' Grievances Committee

- Resolving the grievances of security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely payment.
- To monitor the redressal of shareholders' grievances and to look into various aspects of interests of shareholders, debenture holders and other security holders.
- To consider and approve issue of share certificates on requests for duplicate certificates, consolidation of folios etc.



# Chowgule Steamships Limited

- g) To do all such acts, deeds, matters and things as may be necessary or expedient for performing any of the above acts.
  - h) At least one meeting of the Committee should be held in a year.
3. Objective and responsibilities of the company.  
The primary objectives of the company are to
- (a) Consider and resolve the security holders' concerns or complaints
  - (b) Monitor and review the investor service standards of the Company
  - (c) Take steps to develop an understanding of the views of shareholders about the Company, either through direct interaction, analysts' briefings or survey of shareholders
  - (d) Oversee and review the engagement and communication plan with shareholders and ensure that the views and concerns of the shareholders are highlighted to the Board at the appropriate time and that steps are taken to address such concerns

4. Composition and Attendance of Members at the Meetings held during the year

Names	Designation	Category of Director	No. of meeting attended
Sadashiv Vasudev Shet	Chairperson	Non-Executive - Independent Director	2
Vijay Vishwasrao Chowgule	Member	Non-Executive - Non Independent Director	2
Rohini Vishwasrao Chowgule	Member	Non-Executive - Non Independent Director	2
Mangesh Sawant	Member	Non-Executive - Non Independent Director	0

- a. During the year two meetings of the Stakeholders Relationship Committee was held on 05.08.2022 and 03.02.2023
- b. Name and Designation of Compliance Officer – Ms Rinky Gupta  
Mr. Jitendra Patil resigned on 23/05/2022 and pursuant to the recommendations of nomination and remuneration Committee, Ms. Rinky Gupta was appointed as Company Secretary and Compliance Officer of Chowgule Steamships Limited w.e.f. 05/08/2022
- c. Details of investors complaints received and redressed during the year 2022-23 are as follows:

Opening Bal.	Received During the year	Resolved during the year	Closing Balance
0	4	4	0

**d) Independent Directors**

- a) Formal Letter of Appointment to Independent Directors:  
The Company has issued a formal letter of appointment to all Independent Directors in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment of Independent Directors is uploaded on the website of the company.
- b) Independent Directors' Meeting  
During the year, the Independent Directors of the Company met on February 03, 2023 inter alia, to:
  - 1. review the performance of non-independent directors of the Company;
  - 2. review the performance of the Board as a whole
  - 3. review the performance of the Chairperson of the company,
  - 4. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties
- c) Performance Evaluation Criteria for Independent Directors:  
The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.
- d) It is confirmed by the Board of Directors that the Mr. Sadashiv Shet (upto March 22, 2023), Mr. Amit Khandelwal and Mr. Mangesh Sawant who are Independent Directors fulfil the conditions specified in the regulations pertaining to Corporate Governance and are independent of the management.  
Also, none of the Independent Directors resigned during the period under review.

# Annual Report 2022-23

**Recommendations of the Committees:** There has been no instance that the Board of Directors have not accepted the recommendations of the committee.

## 4) DISCLOSURES

### 1. Related Party Transaction

All Related Party Transactions are entered in to at arm's length price and are in compliance with the applicable provisions of the Companies Act, 2013 (Act) and the Listing Agreement with the Stock Exchange. There have been no materially significant related party transactions entered into by the Company with the promoters, Directors and Key Managerial Personnel, which may have potential conflict with the interest of the Company at large.

In accordance with the requirements of listing agreement, the Company has inter alia formulated a policy on related party transaction and material subsidiaries. The said Policy is available on the Company's website. viz. <http://www.chowgulesteamships.co.in>

### 2. Strictures and Penalties

Considering certain Non Compliances. The BSE has levied penalties which are duly paid.

### 3. The company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied the access to the Chairman of the Audit Committee.

### 4. There was no non-compliance by the Company of any of the regulations pertaining to the capital market during the previous three years. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company as it does not have any women employees. Hence, disclosures pertaining to this are not given.

### 5. The Company has complied with the requirements of Regulations 17 to 27 and Regulation 46 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and other applicable provisions relating to the Corporate Governance. During the year 2022-23, information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Company has not adopted discretionary requirement as specified in Part E of Schedule II of the LODR.

### 6. M/s. M. N. Choksi & Co. LLP, Chartered Accountants (Firm Registration No. FRN 101899W/W100812) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors fees and other fees paid to auditors and its network firms by the Company is as given below:

Particulars	₹ In Lakhs
Audit and review fees	4.00
Re-imbusement of out-of-pocket expenses	0.02
Other fees	0.80
<b>TOTAL</b>	<b>4.82</b>

### 7. Loans and Advances to companies in which Directors are interested:

During the year under review the Company has not advanced any Loan to companies or persons in whom Directors are interested.

## 5. SUBSIDIARY COMPANIES

The provisions to the extent applicable as required under regulation 24 of the Listing Regulations with reference to subsidiary companies were duly complied. The Company monitors the performance of wholly owned unlisted subsidiary companies.

The Company's Audit Committee reviews the Financial Statement of the Subsidiaries, including the Investments made by the Subsidiaries. The Minutes/resolutions of the Board Meetings, along with the report of significant transactions and arrangements of the unlisted foreign subsidiaries of the Company are placed before the Board of Directors of the Company.

## 6) GENERAL BODY MEETING

### A. Location and time, where last three AGMs were held

Location	Date	Time
2nd Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802	27th September 2022	10.00 a.m.
Gabmar Appartments, Vasco Da Gama, South Goa, Goa 403803.	30th December, 2021	11.00 a.m.
Chowgule House, Mormugao Harbour, Goa 403803	29th September, 2020	03.00 p.m.



# Chowgule Steamships Limited

## B. Special Resolutions Passed

1. Special Resolution passed at the last Annual General Meeting held on 27th September 2022
  - a) To Approve change in Designation of Mr. Vijay Chowgule (Din: 00018903) from Non-Executive and Non-independent Director to Whole Time Director of the Company
  - b) To Appoint Mr. Mangesh Sawant (Din: 00007197), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from September 27th 2022 up to September 26th 2027
2. Special Resolution passed at the last Annual General Meeting held on 30/12/2021
  - a) Appointment of Mr. Vijay Chowgule as Non-Executive And Non-Independent Director
  - b) Appointment of Mr. Ramesh Chowgule as Non-Executive And Non-Independent Director
  - c) Appointment of Mr. Sadashiv Shet as Non-Executive And Independent Director for the first term of 5 Consecutive Years.
  - d) Appointment of Mr. Amit Khandelwal as Non-Executive And Independent Director for the first term of 5 Consecutive Years.
  - e) To Change the registered office of the Company outside the local limits of the city, but within the same state and within the jurisdiction of same Registrar of Companies.
3. Special Resolution passed at the last Annual General Meeting held on 29th September, 2020 was:
  - a) To designate Mr. Aditya Chowgule (DIN: 07739364) as a Managing Director and Chief Financial Officer (CFO) of the Company for the period of Five Years w.e.f 22nd October, 2019 without remuneration
  - b) To approve and ratify the contract and/or arrangements entered with Chowgule And Company Private Limited for obtaining an unsecured loan from time to time up to US \$ 4 Million or equivalent thereof in Indian currency.

C. Details of Special resolutions passed through Postal Ballot during the year : None

D. Details of special resolution proposed to be conducted through Postal Ballot. : None

E. Procedure for Postal Ballot : Not Applicable

## 7. MEANS OF COMMUNICATION

The quarterly/annual financial results are published in the Free Press Journal, Navshakti, Gomantak & Gomantak Times. The results are also hosted on the Company's Web Site: [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in) & [www.bseindia.com](http://www.bseindia.com) The Management Discussion and Analysis is a part of this Annual Report.

## 8. GENERAL SHAREHOLDER INFORMATION

a.	Annual General Meeting	11 <sup>th</sup> August, 2023 2 <sup>nd</sup> Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802
b.	Financial Year	1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023
c.	Dividend Payment date (subject to shareholder approval)	–
d.	Listing shares on Stock Exchange	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
e.	Stock Code	501833
f.	ISIN	INE490A01015
g.	Listing Fees (2022-23)	Duly paid
h.	Corporate Identification Number (CIN) of the Company	L63090GA1963PLC000002
i.	Plant Location	Not Applicable
j.	Address for Correspondence	
	i. Registrar and Share transfer Agent	Link Intime India Pvt. Ltd, C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Email : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
	ii. Details of Compliance Officer	Ms. Rinky Gupta 9, Mansi, 04th Floor Near Tilak Garden, Gaondevi, Thane West, Thane 400 402 Email: <a href="mailto:compliance@chowgulesteamships.co.in">compliance@chowgulesteamships.co.in</a>



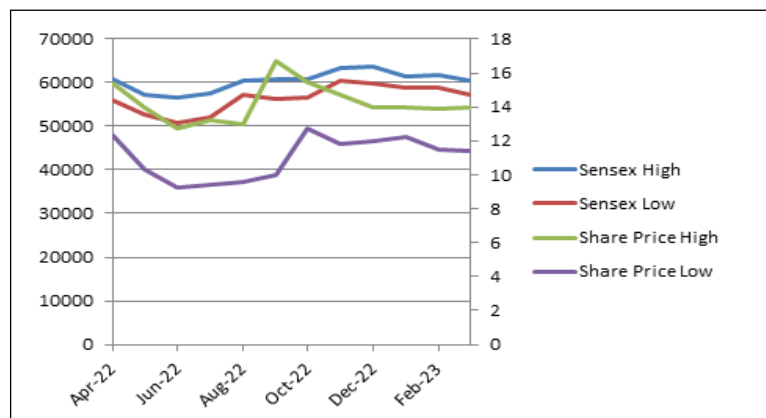
# Annual Report 2022-23

k.	Details of Security Suspended	None
l.	Outstanding GDRs/Warrants/ADRs/Convertible Instruments, conversion dates and likely impact on equity	None
m.	Foreign Exchange Risk & Hedging Activities	Point no. 37.5 of Financial Statements
n.	E-mail id designated by the Company for Investor	compliance@chowgulesteamships.co.in
o.	Credit Ratings for debt instruments/fixed deposit scheme	Not Applicable
p.	Share Transfer System	The Company's shares are under compulsory dematerialized list hence the shares traded on the stock exchange are transferable through depository system. Shares in physical form are processed for transfer by the share transfer agent viz. Link Intime India Pvt Ltd (Earlier known as Intime Spectrum Registry Limited) and are approved by the share transfer committee. The share transfers are processed within a period of 15 days from the date of its receipt.
q.	Details of Demat Suspense Account/Unclaimed Suspense Account	Not Applicable
r.	Book Closure	Saturday, August 5, 2023 to Friday August 11, 2023 (both days inclusive)
s.	E Voting	Tuesday 8, 2023 (09:00 A.M. onwards) to Thursday August 10, 2023 (up-to 05:00 P.M.) onwards
t.	Cut Off for E voting	Friday, August 4, 2023

## 9. MARKET CLOSING PRICE DATA DURING APRIL 2022 TO MARCH 2023 (BSE)

Date	BSE INDEX		BSE PRICE	
	High	Low	High	Low
Apr-22	60,845.10	56,009.07	15.40	12.35
May-22	57,184.21	52,632.48	13.95	10.33
Jun-22	56,432.65	50,921.22	12.70	9.27
Jul-22	57,619.27	52,094.25	13.24	9.41
Aug-22	60,411.20	57,367.47	13.00	9.57
Sep-22	60,676.12	56,147.23	16.70	10.00
Oct-22	60,786.70	56,683.40	15.50	12.74
Nov-22	63,303.01	60,425.47	14.75	11.82
Dec-22	63,583.07	59,754.10	13.95	12.00
Jan-23	61,343.96	58,699.20	14.00	12.23
Feb-23	61,682.25	58,795.97	13.91	11.50
Mar-23	60,498.48	57,084.91	13.94	11.42

## 10. PERFORMANCE IN COMPARISON WITH SENSEX IS GIVEN BELOW:



**11. SHAREHOLDING AS ON 31ST MARCH, 2023**

## a) Distribution of Shareholding as on 31st March, 2023

Sr. No.	Category (Shares) From – To	Number of Shareholders	No. of Shares	% to Equity Capital
1	1 – 500	18917	20,85,677	5.74
2	501 – 1000	934	7,54,586	2.08
3	1001 – 2000	390	5,82,829	1.61
4	2001 – 3000	133	3,36,989	0.93
5	3001 – 4000	60	2,09,728	0.58
6	4001 – 5000	54	2,54,136	0.70
7	5001 – 10000	93	6,85,005	1.89
8	10001 and above	126	3,13,99,475	86.48
	<b>TOTAL</b>	<b>20,707</b>	<b>3,63,08,425</b>	<b>100.00</b>

## b) Shareholding Pattern as on 31st March, 2023

Sr. No.	Category of Shareholders	Total Holdings	Holding in %
1	Promoter & Promoter Group	45,02,743	12.4014
2	Mutual Fund	10,249	0.0282
3	Financial Institutions/Banks	6,190	0.0171
4	Insurance Companies	250	0.0007
5	UTI	174	0.0005
6	Individuals (Public)	89,30,356	24.5958
7	NBFCs registered with RBI	5,483	0.0151
8	Others	2,28,52,980	62.9412
	<b>TOTAL</b>	<b>3,63,08,425</b>	<b>100.00</b>

## c) Dematerialization of shares and Liquidity

89.02% of the Company's paid-up equity share capital has been dematerialized up to March 31, 2023. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form.

The details of shares in dematerialized form as on March 31, 2023 are as follows:

Depository	Number of shares	Percentage
CDSL	3,699,422	10.19
NSDL	28,623,409	78.83
Physical	3,985,594	10.98
<b>Total</b>	<b>36,308,425</b>	<b>100</b>

For and on behalf of the Board

**Mr. Vijay Chowgule**

Chairman

(DIN: 00018903)

Place: Mumbai

Date: May 12, 2023

# Annual Report 2022-23

## CERTIFICATE ON CORPORATE GOVERNANCE

### TO THE SHAREHOLDERS OF CHOWGULE STEAMSHIPS LIMITED

1. I, CS Pranay Vaidya, Company Secretary in Practice, the Secretarial Auditor of Chowgule Steamships Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the “Listing Regulations”).

### MANAGEMENT’S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### AUDITORS’ RESPONSIBILITY

3. My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### OPINION

5. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31st March 2023 except (1) Regulation 17 read with Regulation 25 wherein the Composition of the Board of Directors is not in Compliance until September 27, 2022 with the Regulations; (2) Regulation 23 wherein the approval of the shareholders have not been taken and (3) Regulation 24A wherein there was a delay in submitting Secretarial Compliance report.
6. I 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 **Dipesh Pranay & Co. LLP**

**CS Pranay Vaidya**

Practicing Company Secretary

CP No. 24339

Peer Review Number: 2424/2022

UDIN: A040530E000294542

Place: Mumbai

Date: May 12, 2023

**FORM NO. MR-3 SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,  
The Members,  
Chowgule Steamships Limited  
CIN: L63090GA1963PLC000002  
503, Gabmar Apartment  
Vasco, 403802

We have conducted Secretarial Audit of compliance with the applicable statutory provisions and adherence to good corporate practices by Chowgule Steamships Limited (hereinafter called 'the Company') for the Financial Year ended 31st March, 2023. 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's books and 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, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31st March, 2023 complied with 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 and papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - 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
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As informed to us there are no other sector specific laws which are applicable to the Company

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with BSE Limited

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except to the extent as mentioned below

- (i) The Company has delayed or defaulted in filing forms with the Ministry of Corporate Affairs.
- (ii) The Company has delayed in filing certain Board Resolutions with the Registrar of Companies pursuant to the provisions of Section 117(3) read with Section 179(3) of the Companies Act, 2013.
- (iii) The company was in default from appointing a Whole Time Director or a Chief Financial Officer, however on August 25, 2022 Mr. Vikram Deshapande was appointed as Chief Financial Officer and on September 27, 2022 Mr. Vijay Chowgule was appointed as Whole time Director of the Company.

## Annual Report 2022-23

- (iv) The Company has not passed Resolutions in compliance of Section 188 of the Companies Act 2013 regarding Related Party transactions in excess of the limits specified in the section
- (v) The Company has waived interest of ₹ 192.13 ( in Lakhs ) on loans given, based on request received from respective borrowers, not complying with section 186(7) of the Companies Act, 2013 during the financial year 2022-23
- (vi) No loans were granted to persons referred to in section 185 of the Companies Act, 2013 during the year, subject to our reservations on our opinion on the similar compliance with respect to outstanding balances of such loans.
- (vii) The composition of Board of Directors was not in lines with Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 until September 27, 2022
- (viii) The Company has entered into transactions with the Related parties which is not in lines with Regulation 23 of SEBI (Listing Obligation Disclosure Requirements) Regulations 2015.
- (ix) There was delay in filing Secretarial Compliance Report in compliance of Regulation 24 A

We further report that:

- (i) The Board of Directors of the Company is duly constituted subject to the observations noted above. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act;
- (ii) 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.
- (iii) All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as case may be. There are no dissenting members views captured during our review of the Minutes that were produced before us.
- (iv) The compliance of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this Audit since the same are subject to review by statutory financial audit and other designated professionals.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that the systems and processes in the Company needs to be strengthened commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Further, the Compliance Mechanism for SEBI Insider Trading Regulations needs to be strengthened.

We further report that

1. A Memorandum of Family Settlement (MOFS) dated 11.01.2021 has been executed between the members of the Chowgule Family (Promoters of the Company) to divide the businesses and other matters mentioned therein
2. The Company's wholly owned subsidiary viz, Chowgule Steamships Overseas Limited (CSOL) does not have revenue generating ability and has huge accumulated losses. Considering the fact, Company is not likely to recover its investments from its wholly owned subsidiary, a provision has been made for impairment of the said investments during the previous financial year.

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

For **Dipesh Pranay & Co. LLP**

**CS Pranay Vaidya**  
Practicing Company Secretary  
CP No. 24339  
Peer Review Number: 2424/2022  
UDIN: A040530E000294511

Place: Mumbai

Date: May 12, 2023



## ANNEXURE A

To,  
The Members,  
Chowgule Steamships Limited  
CIN: L63090GA1963PLC000002  
503, Gabmar Apartment  
Vasco, 403802

### MANAGEMENT'S RESPONSIBILITY

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### AUDITOR'S RESPONSIBILITY

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### DISCLAIMER

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Our report is limited to the extent of documents records and facts that were presented to us during the course of audit.

For **Dipesh Pranay & Co. LLP**

**CS Pranay Vaidya**  
Practicing Company Secretary  
CP No. 24339  
Peer Review Number: 2424/2022  
UDIN: A040530E000294511

Place: Mumbai  
Date: May 12, 2023

# Annual Report 2022-23

## FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil Not Applicable
2. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship (Entities in which Directors are able to exercise significant control)	Angre Port Pvt Ltd
b.	Nature of contracts/arrangements/transaction	Leasing of immovable property
c.	Duration of the contracts/arrangements/transaction	11 months
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Land given on lease for 11 months @ ₹ 7/- sq.ft. of 109350 sq.ft.
e.	Date of approval by the Board	11.11.2022
f.	Amount paid as advances, if any	Nil

For **Chowgule Steamships Limited**

**Vijay Chowgule**  
Chairman  
DIN: 00018903

Place: Mumbai  
Date: May 12, 2023



# Chowgule Steamships Limited

To,  
Board of Directors,  
**Chowgule Steamships Limited**

We, Mr. Vijay Vishwasrao Chowgule, Chairman and Mr. Vikram Deshpande, Chief Financial Officer of Chowgule Steamships Limited ('the Company'), to the best of our knowledge and belief certify that;

1. We have reviewed the financial statements and cash flow statement of the Company for the year ended 31st March, 2023 and that to the best of our knowledge and information,  
We state that:
  - a) These statements do not contain any materially untrue statement or omit to state a material fact or contains the statement that might be misleading.
  - b) 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.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal, or violate the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and Audit Committee that:
  - a) There is no significant change in internal control over financial reporting during the year;
  - b) There are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - c) There are no instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

We further declare that all board members and senior management have affirmed compliance with the code of conduct.

For **Chowgule Steamships Limited**

**Vijay Chowgule**

Chairman  
DIN 00018903

Place: Mumbai

Dated: 12th May, 2023

**Vikram Deshpande**

CFO

Place : Mumbai

Dated: 12th May, 2023



# Annual Report 2022-23

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
**Chowgule Steamships Limited**  
503, Gabmar Apartment  
Vasco, 403802

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Chowgule Steamships Limited having CIN L63090GA1963PLC000002 and having registered office at Chowgule House, Marmugao Harbour, Goa – 403 803, (hereinafter referred to as the Company) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(4) read with Schedule V Para C- sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identifications Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to us by the Company and its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
01	Mr. Vijay Chowgule	00018903	14/01/2021
02	Mr. Ramesh Chowgule	00018910	14/01/2021
03	Dr. Rohini Vishwasrao Chowgule	00019057	22/01/2009
04	Mr. Sadashiv Shet	02227102	16/01/2021
05	Mr. Amit Khandelwal	02479119	16/01/2021

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

For **Dipesh Pranay & Co. LLP**  
**Practicing Company Secretaries**

**CS Pranay Vaidya**  
CP No. 24339  
Peer Review Certificate No.: 2424/2022  
UDIN: A040530E000294498

Place: Mumbai  
Date: May 12, 2023



## ANNEXURE 1

### STATEMENT CONTAINING THE SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES AS ON 31ST MARCH, 2023

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014-AOC 1]

NAME OF THE SUBSIDIARY	CHOWGULE STEAMSHIPS OVERSEAS LTD (WOS) (100% subsidiary of CSL)	
	USD in Millions	(₹ in lakhs)
Capital	9.200	7,564.24
Reserves	(30.494)	(25,072.74)
Total Assets	0.246	202
Total Liabilities	3.040	2500
Details of Investments	–	–
Total Income	0.014	11.19
Profit/(Loss) before taxation	(0.188)	(151.27)
Provision for Tax	–	–
Profit/(Loss) after taxation	(0.188)	(151.27)
Proposed Dividend	–	–

#### Notes:

- For converting the figures given in foreign currency appearing in the accounts of the subsidiary companies into equivalent INR, USD 1 = 82.22 for Balance Sheet and INR, USD 1 = 80.39 for Profit and Loss Account.
- The consolidated financial statements are in compliance with applicable Accounting Standards in India.
- In compliance with the requirements of Clause 32 of the Listing Agreement, the consolidated financial statements are duly audited by the auditors.
- Full accounts of the aforesaid subsidiaries are available for inspection at the registered office of the Company and on request same will be made available to the shareholders of the holding Company and subsidiary Companies.

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: May 12, 2023

By order of the Board of Directors  
For Chowgule Steamships Limited

**VIJAY CHOWGULE**  
(DIN:00018903)  
Chairman

Place: Mumbai  
Date: May 12, 2023

## ANNEXURE 2

Statement regarding Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earnings & Outgo as required, pursuant to the Companies (Accounts) Rules 2014

Item Particulars	Comments
<b>A. Conservation of Energy</b>	
(i) the steps taken or impact on conservation of energy	The Company has operationally well maintained vessel. As a measure of conservation of energy and in compliance of maritime laws the Company would be placing orders for eco ships in future
(ii) the steps taken by the Company for utilising alternate sources of energy	Nil
(iii) capital investment on energy conservation equipment's	Nil
<b>B. Technology Absorption</b>	Not Applicable
(i) the efforts made towards technology absorption;	
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
a) the details of technology imported;	
b) the year of import;	
c) whether the technology been fully absorbed	
d) if not fully absorbed, areas where absorption has not	
e) taken place, and the reasons thereof; and	
f) the expenditure incurred on Research and Development	
<b>C. Foreign Exchange Earnings &amp; Outgo</b>	
(i) Used (including loan repayments, interest, etc.)	NA
(ii) Earned	NA

For and on behalf of the Board

**VIJAY CHOWGULE**  
Chairman  
(DIN: 00018903)

Place : Mumbai  
Date : May 12, 2023

### ANNEXURE 3

#### INFORMATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2022-23: The directors do not take remuneration other than sitting fees
- The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2022-23:

The percentage increase in the remuneration of Directors and Key Managerial Personnel(s) receiving remuneration during the Financial Year 2021-22 was as stated hereunder:

Sr. No.	Name of the Director/KMP	Remuneration during FY 2021-22 (in INR) in lacs	Remuneration during FY 2022-23 (in INR) in lacs	% change in remuneration in FY 2022-23 Increase/ (Decrease)
1	Mr. Vijay Chowgule	0	0	NA
2	Mr. Ramesh Chowgule	0	0	NA
3	Dr. Rohini Chowgule	0	0	NA
4	Mr. Amit Khandelwal	0	0	NA
5	Mr. Sadashiv Shet	0	0	NA
6	Mr. Mangesh Sawant	0	0	NA
7	Mr. Vikram Deshpande	12.82	15.75	22.85
8	Mr. Darshan Karekar / Ms. Rinky Gupta	1.96	1.98	1.02

All the directors were only paid sitting fees during the period under review.

- The percentage increase/(decrease) in the median remuneration of employees in the Financial Year 2022-23 was 9.05%.
4. The number of permanent employees on the rolls of Company as on March 31, 2023 was 7.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average percentile increase already made in the salaries of employees other than the managerial personnel in 75.96% however no comparison can be made since existing managerial personnel do not draw any remuneration.
- The key parameters for any variable component of remuneration availed by the directors: NA, since existing managerial personnel do not draw any remuneration.
- Remuneration paid to Directors, Key Managerial Personnel and other Employees during the Financial Year 2022-23 was as per the Nomination and Remuneration policy of the Company.

## REMUNERATION POLICY

The Remuneration Policy of Chowgule Steamships Limited (the "Company") is designed to attract the services of competent and appropriate personnel in different lines of activities of the Company and to retain them by offering growth opportunities and a healthy remuneration in lines with what is available in a competitive scenario. It is also designed to attract and retain quality talent that gives the Company a unique competitive advantage.

### **Guiding principles:**

While inducting directors on the Board, the guiding principle is to attract prominent members of the society who are conversant with certain key aspects of the Industry wherein their expertise and guidance would benefit the Company. When determining the remuneration policy and arrangements for Managing Directors, Executive Directors and the Whole time Directors the Remuneration Committee considers the suitability of the persons and then aligns the remuneration package and employment terms with reference to the competition, market condition, cost of living etc. as appropriate.

### **Directors:**

When considering the appointment and remuneration of the Managing Director, Executive Director and the Whole Time Directors the Nomination & Remuneration Committee (NRC) considers pay and employment conditions in the industry, merit and seniority of the person. Their remuneration comprises a fixed salary, bonus (if any) and retirement benefit as per statute. The Independent Directors are paid remuneration in the form of sitting fees and/or conveyance for attending Board and Committee meetings as fixed by the Board of Directors from time to time, subject to statutory provisions.

### **The Policy:**

The policy ensures that the remuneration is as particularly based on the merits of the candidate. The policy ensures remuneration is market led. This policy shall act as an effective instrument to enhance the performance and potential of an individual and shall provide superior quality of work life and personal life balance. This policy shall ensure to enforce the values and culture of the company and comply with the regulatory norms and provisions.

### **Reward principles and objectives:**

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity, independence etc.

### **Remuneration of Managing Director, Executive Director, the Whole Time Director, Key managerial Personnel and the Senior Management:**

1. The Managing Director, Executive Director, the Whole Time Director shall be recommended by the Nomination and Remuneration Committee and appointed by the Board subject to the approval of the shareholders, if required.
2. Remuneration of Managing Director, Executive Director, the Whole Time Director, Key managerial Personnel and the Senior Management is determined and recommended by the Nomination and remuneration Committee and approved by the Board of Directors of the Company. Further remuneration of the Managing Director, Executive Director and the Whole Time Director are also subject to the approval of the shareholders.
3. Remuneration shall be reviewed and revised as per the provisions of the applicable laws or when such revision is warranted by the Nomination and Remuneration committee and the Board of Directors. The revision may also be subject to the market conditions and the business environment.
4. Apart for the remuneration and perquisites the Managing Director, Executive Director, the Whole Time Director Key Managerial Personnel and the Senior Management are also eligible to the bonus linked to their individual performance and the overall performance of the company. They are also eligible for the Employee Stock options or such other equivalent schemes.
5. Pursuant to the provisions of the Companies act the Managing Director; Executive Directors and the Whole Time Directors are also eligible for sitting fees and conveyance for attending the Board and committee meetings as may be determined by the Board of Directors.

### **Remuneration to the Non-Executive Directors and Independent Directors**

Remuneration to The Non-Executive Directors is subject to the provisions of the Companies Act 2013 read with Rules and Schedules made there under and the provisions of the Listing Obligation and Disclosure requirements and other applicable laws. Pursuant to the provisions of the Companies act the Non-Executive Directors are also eligible for sitting fees and conveyance for attending the Board and committee meetings as may be determined by the Board of Directors. The Independent Directors are eligible for sitting fees and conveyance for attending the Board and committee meetings as may be determined by the Board of Directors subject to the provisions of applicable laws.



## **Disclosure of Information**

Information on the total remuneration of members of the Company's Board of Directors and senior management may be disclosed in the Company's annual financial statements, as per statutory requirements

## **Approval of the Remuneration Policy**

This Remuneration Policy shall apply to all future members of Company's Board of Directors and Key Managerial Persons.

Any departure from the policy shall be recorded and reasoned in the Board's minutes

Dissemination: The Company's Remuneration Policy shall be published on its website.

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## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
CHOWGULE STEAMSHIPS LIMITED

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying standalone IndAS financial statements of **Chowgule Steamships Limited** ("the Company"), which comprise the Balance Sheet as at **31-Mar-2023**, and the Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement for the year then ended, and notes to Standalone IndAS financial statements, including a summary of significant 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 IndAS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31-Mar-2023**, and **Profit**, changes in equity and its cash flows 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone IndAS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone IndAS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone IndAS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone IndAS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S No	Key Audit Matter	Auditor's Response
1	<b>Transactions with Related Parties</b> The company in its course of operations has entered into several transactions with related parties. The identification of these related parties, transactions entered into with them and the determination of arm's length price involves significant judgement and estimates. Refer Note 34 forming part of Standalone IndAS financial statements	<b>Principal Audit Approach</b> Our Audit approach included the following- <ul style="list-style-type: none"><li>• Confirming the regulatory requirements for the identification of related parties and reporting of transactions with these related parties.</li><li>• Evaluation and testing of the design of internal controls and the secretarial process followed for identification of related parties, transactions with them.</li><li>• Evaluation management judgements regarding determination of arm's length price for transactions with related parties.</li><li>• Review of relevant agreements/contracts, evaluate the business rationale for the related party transaction and evaluating whether such evidence is consistent with management's explanations.</li></ul>
2	<b>Evaluation of uncertain tax positions</b> The company has uncertain tax positions including matters under long litigations Refer Note 26 forming part of Standalone IndAS financial statements	<b>Principal Audit Approach</b> Our Audit approach included the following- <ul style="list-style-type: none"><li>• Obtained the status of all the direct and indirect tax litigations including pending assessments and demands from the company.</li><li>• Analyzed the managements underlying assumptions in estimating the tax provisions and the possible outcome of the disputes.</li></ul>

**INFORMATION OTHER THAN THE STANDALONE INDAS FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Board of Directors is responsible for the preparation of the Other Information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone IndAS financial statements and our Auditor's Report thereon. The Directors report including its annexures and corporate governance and shareholders information is expected to be made available to us after the date of this Auditors Report.

Our opinion on the standalone IndAS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone IndAS 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 IndAS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE INDAS FINANCIAL STATEMENTS -**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone IndAS financial statements that give a true and fair view of the financial position, financial performance, Changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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

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

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE INDAS FINANCIAL STATEMENTS**

Our responsibility is to express an opinion on these standalone IndAS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone IndAS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone IndAS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone IndAS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IndAS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone IndAS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone IndAS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone IndAS financial statements.

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



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

- Identify and assess the risks of material misstatement of the Standalone IndAS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone IndAS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone IndAS financial statements, including the disclosures, and whether the Standalone IndAS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone IndAS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Materiality is the magnitude of misstatements in the standalone IndAS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone IndAS financial statements may be influenced. We consider quantitative factors in-

- planning the scope of our audit work and in evaluating the results of our work; and,
- to evaluate the effect of any identified misstatements in the standalone IndAS financial statements.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS –

### 1. As required by section 143(3) of the Act, we report that: -

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) There being no branch of the company, this clause is not applicable.
- (d) The Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
- (e) In our opinion, the aforesaid standalone IndAS financial statements comply with the Accounting Standards specified under section 133 of The Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) In our opinion, the following matters may have an adverse effect on the functioning of the Company.
  - Note No 5 forming part of the standalone IndAS financial statements, regarding the waiver of Interest of ₹ 192.13 (in Lakhs) on loans given, based on request received from respective borrowers, not complying with section 186(7) of the Companies Act, 2013.



# Chowgule Steamships Limited

- Note No 5 forming part of the standalone IndAS financial statements, regarding no loans granted to persons referred to in section 185 of the Companies Act, 2013 during the year, subject to our reservations on our opinion on the similar compliance with respect to outstanding balances of such loans.
  - Note No 34 forming part of the standalone IndAS financial statements, regarding Related Party transactions in excess of the limits specified in the section 188 of the Companies Act, 2013, subject to necessary compliances.
- (g) On the basis of written representations received from the directors as on 31-Mar-2023, and taken on record by the Board of Directors, none of the directors is disqualified as on 31-Mar-2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
- (h) There are no such material qualifications, reservations or adverse remarks, other than those mentioned in our Report under Companies (Auditor's Report) Order 2020 attached herewith as **Annexure 'B'**.
- (i) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 'A'**.
- 2.** 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) Pending Litigations**
- The Company has disclosed the impact of pending litigations on its financial position in its Standalone IndAS financial statements – Refer Note 26 forming part of the Standalone IndAS financial statements;
- (b) Foreseeable Losses**
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) IEPF**
- As per the information and explanation given to us, no amount is required to be transferred to the Investor Education Protection Fund by the company.
- (d) Specified Bank Notes**
- This clause has been omitted vide notification - G.S.R. 205(E) dated 24-Mar-2021.
- (e) Advances, Loans and Investments**
- (i) The Management has represented that, to the best of its knowledge and belief, as per note no 41(i) forming part of standalone IndAS financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The Management has represented, that, to the best of its knowledge and belief, as per note no 41(ii) forming part of standalone IndAS financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;
- (iii) Based on the audit procedures that have been 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) of Rule 11(e), as provided above, contain any material misstatement.
- (f) Dividend**
- As per the information and explanation given to us and based on our examination of the books of accounts, the Company has not declared or paid any dividend during the year.
- (g) Audit Trail**
- As per the information and explanation given to us, in respect of financial years commencing on or after 01-Apr-2023, the Company is supposed to use such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has to be operated throughout the year for all transactions recorded in the software

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and the audit trail feature should not be tampered with and the audit trail should be preserved by the company as per the statutory requirements for record retention. Hence reporting is not applicable for the current financial year.

**3. With respect to the matter to be included in the Auditor's Report under Sec 197(16) of the Companies Act, 2013.**

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 read with Schedule V of the Act.

**4. In our opinion, as required by the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as "the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, and on the basis of such checks of the books and documents of the company as we considered appropriate, and according to the information and explanations given to us during the course of our Audit, we give in the Annexure 'B' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Company**

For **M. N. Choksi & Co. LLP**  
**Chartered Accountants**  
FRN 101899W/W100812

**CA M. N. Choksi**  
**Designated Partner**  
Membership Number 041224  
UDIN: 23041224BGSUZC9483

Place: Thane  
Dated: 12-May-2023

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITORS REPORT**

**(REFERRED TO IN PARAGRAPH 1(I) UNDER ' REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT OF OUR REPORT OF EVEN DATE)**

### **REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

We were engaged to audit the internal financial controls over financial reporting of **Chowgule Steamships Limited** ("the Company") as of **31-Mar-2023** in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITORS' RESPONSIBILITY**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 standalone financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

# Annual Report 2022-23

## OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, **except for strengthening of process of financial closure at the year end**, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M. N. Choksi & Co. LLP**  
**Chartered Accountants**  
FRN 101899W/W100812

**CA M. N. Choksi**  
**Designated Partner**

Membership Number 041224  
UDIN: 23041224BGSUZC9483

Place: Thane  
Dated: 12-May-2023

## ANNEXURE 'B' TO THE INDEPENDENT AUDITORS REPORT

(REFERRED TO IN PARAGRAPH 4 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT OF OUR REPORT OF EVEN DATE)

### REPORT UNDER COMPANIES (AUDITORS' REPORT) ORDER, 2020

To the members of  
**Chowgule Steamships Limited**

on the **Standalone Financial Statements for the year ended 31-Mar-2023.**

#### (i) **Property, Plant and Equipment and Intangible Assets:-**

##### (a) **Records**

- (A) According to the information and explanations given to us and on the basis of the records examined by us, 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) **Physical Verification**

1. The Property, Plant and Equipment have been physically verified during the year by the management in accordance with a regular programme of verification, which in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals.
2. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

##### (c) **Immovable Properties**

According to the information and explanations given to us and on the basis of the records examined by us and based on the examination of the registered sale deeds/transfer deeds/conveyance deeds provided to us, we report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

##### (d) **Revaluation**

1. According to the information and explanations given to us and on the basis of records examined by us, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use of asset).
2. The company does not have any intangible assets hence there is no question of their revaluation.



# Chowgule Steamships Limited

## (e) Benami Property

According to the information and explanations given to us and on the basis of records examined by us, no proceedings have been initiated during the year or are pending against the Company as at **31-Mar-2023** for holding any benami property under the Prohibition of Benami Transactions Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

## (ii) Inventory:-

According to the information and explanations given to us and on the basis of the records examined by us, the Company does not have any inventory and hence reporting under clause (3)(ii)(a) and (b) of the Order is not applicable.

## (iii) Loans, Investments, Guarantees, Security : -

According to the information and explanations given to us and based on the records examined by us the company has not made investment in, provided any guarantee or security to companies, firms, limited liability partnerships and other parties.

According to the information and explanations given to us and on the basis of the records examined by us, the company has granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships and other parties.

- (a) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates and others is as follows –

	Guarantees	Securities	Loans ₹ in Lakhs	Advances
<b>Aggregate Amounts</b>				
1. Subsidiaries				
2. Joint Venture				
3. Associate			1500	
4. Others			1258	
<b>Balance Outstanding</b>				
1. Subsidiaries				
2. Joint Venture				
3. Associate			1300	
4. Others			1257	

- (b) According to the information and explanations given to us and on the basis of the records examined by us, and in our opinion, the Company has not made investments, provided any guarantee or security to companies, firms, limited liability partnerships and other parties, hence reporting under clause 3(iii)(b), is not applicable to that extent.

According to the information and explanations given to us and on the basis of the records examined by us, the loans and advances so granted are repayable on demand and interest bearing, however no specific terms and conditions of repayment of principal and interest have been specified. As per the note no 5 forming part of the standalone financial statements the interest to the extent of ₹ 192.13 lakhs (Previous Year ₹ 56.23 lakhs) has been waived during the year, based on request received from respective borrowers, not complying with section 186(7).

- (c) In respect of the loans and advances in the nature of loans granted, according to the information and explanations given to us and on the basis of the records examined by us, the schedule of repayment of principal and payment of interest has not been stipulated. The interest for the year has been waived. Since the schedule of repayment of principal and payment of interest has not been stipulated, we are unable to comment on the regularity of the repayments of the principal amount and the interest thereof.
- (d) According to the information and explanations given to us and on the basis of the records examined by us, in the absence of specific terms and conditions of repayment of principal we are unable to give our opinion on whether the loans so granted are overdue for more than ninety days.
- (e) According to the information and explanations given to us and on the basis of the records examined by us, in the absence of specific terms and conditions of repayment of principal we are unable to give our opinion on whether the loans have been renewed or extended or fresh loans granted to settle the overdue of existing loans of the same parties.
- (f) According to the information and explanations given to us and on the basis of the records examined by us, the company has granted loans or advances in the nature of loans that are either repayable on demand and without specifying any terms or period of repayment, referred to in Note No 5 forming part of the standalone financial statements -

# Annual Report 2022-23

S No	Type of Borrower	Outstanding ₹ in Lakhs	% to Total Loans and Advances
	<b>Total Loans ₹</b>	<b>2557</b>	<b>100%</b>
1	Promoters	0	0%
2	Directors	0	0%
3	Key Managerial Personnel (KMP)	0	0%
4	Related Parties	1300	51%
5	Others	1257	49%

## (iv) Loans, Investments, Guarantees and Securities :-

According to the information and explanations given to us and on the basis of the records examined by us, the Company has not made Investments or provided Guarantees and Security under the provisions of Section 185 and 186 of The Companies Act, 2013 and hence reporting under Clause 3 (iv) is not applicable to that extent.

According to the information and explanations given to us and on the basis of the records examined by us, the Company has granted Loans under contravention of the provisions of Section 185 and 186 of The Companies Act, 2013 as per the following details –

- During the year the company has not granted any loan under section 185 of the Companies Act, 2013, however we are unable to give our opinion in respect of the similar compliance in respect of the outstanding balances of such loans.
- Interest on the loans granted has been waived during the year, as per note no 5 forming part of the standalone financial statements, not complying with the provisions of section 186(7) of the Companies Act, 2013.

## (v) Deposits:-

The Company has not accepted any deposits or amounts which are deemed to be deposits as per the provisions of the Companies Act, 2013, hence reporting under clause 3(v) is not applicable.

## (vi) Cost Records:-

To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, in respect of the business activities carried out by the company. Hence reporting under 3(vi) of the Order is not applicable to the Company.

## (vii) Statutory Dues: -

- (a) According to the information and explanations given to us and on the basis of the records examined by us, the company has generally been regular in depositing undisputed statutory dues, including Goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, applicable to it, with the appropriate authorities.

There were no arrears of such Statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of the records examined by us, there are no disputed statutory dues as mentioned in clause 3(vii)(a), which have not been deposited on account of disputes as on the last day of the financial period, except those specified below less amount paid under protest, as per Note No. 26 forming part of standalone financial statements: -

S. No.	Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount in dispute (₹ in Lakhs)	Amount Unpaid (₹ in Lakhs)
1	Sales Tax, Tamil Nadu	Sales Tax	High Court	F Y 1995-96	*237	190

\* ₹ 47.40 Lakhs paid as deposit

## (viii) Unrecorded Income:-

According to the information and explanations given to us, the Company did not have any 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.



# Chowgule Steamships Limited

## **(ix) Repayment:-**

According to the information and explanations given to us and on the basis of the records examined by us, the company has not obtained loans or borrowings from any lender and hence question of default in repayment of its dues or in payment of interest thereon does not arise. Accordingly, the clause 3 (ix) of the order is not applicable.

## **(x) IPO/FPO/Preferential Allotment/Private Placement: -**

According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the clause 3 (x) of the Order is not applicable.

## **(xi) Fraud :-**

- (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company and no material fraud on the company has been noticed or reported during the year.
- (b) We, the auditors of the Company, have not filed any report with the Central Government under section 143 (12) of the Companies Act, 2013 in the ADT-4 Form as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014.
- (c) As represented to us, by the management, the Company has not received any whistle-blower complaint during the year and upto the date of this report.

## **(xii) Nidhi Company :-**

In our opinion, and according to the information and explanations provided to us, the company is not a Nidhi Company hence this clause 3 (xii) of the Order is not applicable.

## **(xiii) Related Parties :-**

In our opinion and according to the information and explanations provided to us, the company is in compliance with section 177 of the Companies Act, 2013.

According to the information and explanations provided to us and on the basis of our records examined by us, in our opinion the company has entered into transactions beyond the limits specified under section 188 of the Companies Act, 2013, subject to necessary compliances.

The details of the related party transactions have been disclosed in the financial statements as note no 34 forming part of the standalone financial statements.

## **(xiv) Internal Audit : -**

- (a) The company has an internal audit system commensurate with the size and nature of its business, however there is a need to increase the scope of the coverage and to setup a process for prompt implementation of the recommendations thereof.
- (b) The reports of the Internal Auditors for the period under audit were considered in determining the nature, timing and extent of our audit procedures.

## **(xv) Non Cash Transactions: -**

According to the information and explanations provided to us and on the basis of the records examined by us, the company has not entered into any non - cash transactions with its directors or persons connected with them, as provided in the section 192 of the Companies Act, 2013.

## **(xvi) RBI Registration/NBFC/CIC: -**

- (a) According to the information and explanations provided to us and on the basis of the records examined by us, the company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a) is not applicable to the company.
- (b) According to the information and explanations provided to us and on the basis of the records examined by us, the company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Hence reporting under clause 3(xvi)(a) is not applicable to the company.
- (c) According to the information and explanations provided to us and on the basis of the records examined by us, the company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence reporting under clause 3(xvi)(c) is not applicable to the company.
- (d) According to the information and explanations provided to us and on the basis of the records examined by us, in our opinion, the company is not a part of the Group having one or more core investment company (CIC). Hence reporting under clause 3(xvi)(d) is not applicable to the company.



# Annual Report 2022-23

## **(xvii) Cash Losses:-**

The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence reporting under clause 3(xvii) of the Order is not applicable

## **(xviii) Resignation by Statutory Auditors:-**

During the financial year under reporting there is a change in the auditors where the previous auditors have completed their term and new auditors have been appointed.

We have taken into consideration the issues, objections and concerns raised by the outgoing auditors.

## **(xix) Going Concern:-**

On the basis of the financial ratios disclosed in Note No 38 forming part of the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, and more particularly our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

## **(xx) Corporate Social Responsibility:-**

The provisions of the section 135 of the Companies Act, 2013 are not applicable to the company, hence reporting under clause 3(xx) of the Order is not applicable.

## **(xxi) Consolidated Financial Statements :-**

This is the report on the standalone financial statements of the company hence the reporting under clause 3(xxi) of the Order is not applicable.

For **M. N. Choksi & Co. LLP**  
**Chartered Accountants**  
FRN 101899W/W100812

**CA M. N. Choksi**  
**Designated Partner**  
Membership Number 041224  
UDIN: 23041224BGSUZC9483

Place: Thane

Dated: 12-May-2023

**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023**

	Note No.	As at 31st March 2023	₹ in lakhs As at 31st March 2022
<b>I ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	3.1	376.83	399.79
(b) Capital work-in-progress		—	—
(c) Investment property	3.2	266.28	292.02
(d) Goodwill		—	—
(e) Other intangible assets		—	—
(f) Intangible assets under development		—	—
(g) Biological assets other than bearer plants		—	—
(h) Financial assets		—	—
i) Investments	4	—	—
ii) receivables		—	—
iii) Loans	5	2,554.88	2,750.00
iv) Other financial assets	6	10.75	10.45
(i) Deferred tax assets(net)		—	—
(j) Other non-current assets	7	97.69	97.99
		<u>3,306.43</u>	<u>3,550.25</u>
<b>2 Current Assets</b>			
(a) Inventories		—	—
(b) Financial assets		—	—
i) Investments	8	687.98	666.98
ii) Trade receivables	9	18.59	3.24
iii) Cash and cash equivalents	10.1	2.69	10.86
iv) Bank balances other than (iii) above	10.2	—	—
v) Loans	11	1.79	—
vi) Other financial assets	12	285.86	—
(c) Current tax assets (net)	13	21.04	—
(d) Other current assets	14	1.81	0.93
		<u>1,019.76</u>	<u>682.01</u>
		<u>4,326.19</u>	<u>4,232.26</u>
<b>TOTAL ASSETS</b>			
<b>II EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	15	3,630.84	3,630.84
(b) Other equity	16	(47.46)	(82.86)
		<u>3,583.38</u>	<u>3,547.98</u>
<b>LIABILITIES</b>			
<b>1 Non-current Liabilities</b>			
(a) Financial liabilities		—	—
i) Borrowings		—	—
ia) Lease liabilities		—	—
ii) Trade payables		—	—
a) Total outstanding dues of micro and small enterprises		—	—
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		—	—
iii) Other financial liabilities	17	617.34	627.32
(b) Provisions	18	4.57	7.84
(c) Deferred tax liabilities (net)	19	—	—
(d) Other non-current liabilities	20	6.63	10.71
		<u>628.54</u>	<u>645.87</u>
<b>2 Current Liabilities</b>			
(a) Financial liabilities		—	—
i) Borrowings		—	—
ia) Lease liabilities		—	—
ii) Trade payables		—	—
a) Total Outstanding dues of micro and small enterprises	21	—	—
b) Total Outstanding dues of creditors other than micro enterprises and small enterprises	21	6.43	3.06
iii) Other financial liabilities	22	89.50	4.81
(b) Other current liabilities	23	14.62	24.56
(c) Provisions	24	3.72	0.51
(d) Current tax liabilities (net)	25	—	5.47
		<u>114.27</u>	<u>38.41</u>
		<u>4,326.19</u>	<u>4,232.26</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			

See accompanying notes to the financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**

Partner  
Membership No. 041224  
UDIN: 23041224BGSUZC9483  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)

Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)

Chief Financial Officer  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)

Director  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

# Annual Report 2022-23

## STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

		₹ in lakhs	
	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>I. Revenue from operations</b>		–	–
<b>II. Other income</b>	27	285.86	412.07
<b>III. Total income</b>	(I + II)	285.86	412.07
<b>IV. Expenses:</b>			
Cost of materials consumed		–	–
Purchases of Stock-in-trade		–	–
Changes in inventories of finished goods, Stock-in-trade and work-in-progress		–	–
Employee benefits expense	28	72.05	77.89
Finance costs	29	51.74	47.75
Depreciation and amortisation expense	30	50.27	55.22
Other expenses	31	156.39	97.02
<b>Total expenses</b>	(IV)	330.45	277.88
<b>V. Profit before exceptional items and tax</b>	(III-IV)	(44.59)	134.19
<b>VI. Exceptional items</b>	32	–	9,549.59
<b>VII. Profit/(Loss) before tax</b>	(V-VI)	(44.59)	(9,415.40)
<b>VIII. Tax expense:</b>			
Current tax		2.62	4.19
Prior year taxes		(82.61)	–
Deferred tax	19	–	(91.51)
<b>TOTAL</b>		(79.99)	(87.32)
<b>IX. Profit/(Loss) for the year from continuing operations</b>	(VII-VIII)	35.40	(9,328.08)
<b>X. Profit/(Loss) from discontinued operations</b>		–	–
<b>XI. Tax expense of discontinued operations</b>		–	–
<b>XII. Profit/(Loss) from discontinued operations (after tax)</b>	(X-XI)	–	–
<b>XIII. Profit/(Loss) for the year</b>	(IX+XII)	35.40	(9,328.08)
<b>XIV. Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
– Remeasurement of Defined Benefit plan		–	0.08
(ii) Income tax relating to items that will not be reclassified to profit or loss		–	–
<b>TOTAL</b>		–	0.08
B (i) Items that will be reclassified to profit or loss		–	–
(ii) Income tax relating to items that will be reclassified to profit or loss		–	–
<b>TOTAL</b>		–	–
<b>XV. Total comprehensive income for the year (comprising loss and other comprehensive income for the year)</b>	(XIII+XIV)	35.40	(9,328.00)
<b>XVI. Earnings per equity share (for continuing operation):</b>			
(i) Basic	36	0.10	(25.69)
(ii) Diluted	36	0.10	(25.69)
<b>XVII. Earnings per equity share (for discontinued operation):</b>			
(i) Basic		–	–
(ii) Diluted		–	–
<b>XVIII. Earnings per equity share (for discontinued and continuing operation):</b>			
(i) Basic	36	0.10	(25.69)
(ii) Diluted	36	0.10	(25.69)

See accompanying notes to the financial statements

In terms of our report attached

For **M. N. Choksi & Co. LLP**

Chartered Accountants  
FRN 101899W/W100812

**MANISH N CHOKSI**

Partner  
Membership No. 041224  
UDIN: 23041224BGSUZC9483  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)

Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)

Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors

**VIJAY CHOWGULE** (DIN:00018903)

Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)

Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023**
**A. Equity share capital**
**Balance as at 31st March, 2023**

₹ in lakhs

Balance at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31st March, 2023
3,630.84	–	–	–	3,630.84

**Balance as at 31st March, 2022**

₹ in lakhs

Balance at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance as at 31st March, 2022
3,630.84	–	–	–	3,630.84

**B. Other equity**
**Balance as at 31st March, 2023**

₹ in lakhs

	Reserve and surplus						Total
	Capital Reserve	Securities Premium	Capital redemption reserve	General reserve	Retained Earnings	Other items of Other Comprehensive Income	
<b>Balance at 1st April, 2022</b>	11.96	2,922.01	30.00	4,117.52	(7,172.78)	8.43	(82.86)
Changes in accounting policy or prior period errors	–	–	–	–	–	–	–
Restated balance at 1st April, 2022	11.96	2,922.01	30.00	4,117.52	(7,172.78)	8.43	(82.86)
Total Comprehensive Income for the current year	–	–	–	–	35.40	–	35.40
Dividends	–	–	–	–	–	–	–
Transfer to retained earnings	–	–	–	–	–	–	–
Any other change (to be specified)	–	–	–	–	–	–	–
<b>Balance as at 31st March, 2023</b>	11.96	2,922.01	30.00	4,117.52	(7,137.38)	8.43	(47.46)

**Balance as at 31st March, 2022**

₹ in lakhs

	Reserve and surplus						Total
	Capital Reserve	Securities Premium	Capital redemption reserve	General reserve	Retained Earnings	Other items of Other Comprehensive Income	
<b>Balance at 1st April, 2021</b>	11.96	2,922.01	30.00	4,117.52	2,155.30	8.35	9,245.14
Changes in accounting policy or prior period errors	–	–	–	–	–	–	–
Restated balance at 1st April, 2021	11.96	2,922.01	30.00	4,117.52	2,155.30	8.35	9,245.14
Total Comprehensive Income for the current year	–	–	–	–	(9,328.08)	0.08	(9,328.00)
Dividends	–	–	–	–	–	–	–
Transfer to retained earnings	–	–	–	–	–	–	–
Any other change (to be specified)	–	–	–	–	–	–	–
<b>Balance as at 31st March, 2022</b>	11.96	2,922.01	30.00	4,117.52	(7,172.78)	8.43	(82.86)

See accompanying notes to the financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
UDIN: 23041224BGSUZC9483  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

# Annual Report 2022-23

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

	₹ in lakhs	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) for the year	35.40	(9,328.08)
<b>Adjustments for:</b>		
Depreciation	50.27	55.22
Income tax expenses	79.99	(87.32)
Provision for employee benefits	(0.07)	(12.22)
Sundry Balance Written Off	-	0.75
Provision for impairment on investment in subsidiaries	-	9,549.59
Foreign exchange translation differences	(0.06)	(38.88)
Interest income	(7.80)	(141.25)
Rent paid	0.29	0.02
Rent income	(257.31)	(212.02)
Gain arising on financial assets designated as at FVTPL	(20.30)	(19.42)
Finance cost	51.74	47.75
<b>Operating loss before working capital changes</b>	<b>(227.83)</b>	<b>(185.87)</b>
<b>Adjustments for changes in Working Capital</b>		
Decrease/(Increase) Other current assets	18.39	12.56
(Decrease)/Increase Other current liabilities	(17.71)	8.77
(Decrease)/Increase Trade payables	3.37	(0.58)
<b>Cash generated from operations</b>	<b>(211.33)</b>	<b>(165.12)</b>
Less: net income tax refund /(paid)	83.43	27.31
<b>Net cash flow used in operating activities (A)</b>	<b>(127.90)</b>	<b>(137.81)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for property, plant and equipment	(1.57)	(1.49)
Repayment of loan by subsidiary	-	3,030.74
Rental income from operating lease	213.33	183.12
Loan to Employee	(6.34)	-
Sale of current investments	285.00	2,750.99
Repayment of Loans by/(loans given to) Related party	200.00	(1,500.00)
Fixed Deposit kept with the bank	(285.00)	-
Deposit with Others	-	(1,250.00)
Purchase of current investments	(285.69)	(3,071.50)
<b>Net cash flow from investing activities (B)</b>	<b>119.73</b>	<b>141.86</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>Net cash flow used in financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(8.17)</b>	<b>4.05</b>
Cash and cash equivalents - opening balance	10.86	6.81
<b>Cash and cash equivalents - closing balance</b>	<b>2.69</b>	<b>10.86</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>		
Cash on hand and balances with Banks	2.69	10.86
Effect of exchange rate changes on the balance held in foreign currency	-	-
<b>Cash and cash equivalents as restated</b>	<b>2.69</b>	<b>10.86</b>

Notes :

- The statement of cash flow is prepared in accordance with the format prescribed as per Ind-AS 7
- In Part-A of the 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 brackets indicate cash outflows.

See accompanying notes to the financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN: 101899W/W/100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
UDIN: 23041224BGSUZC9483  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

Chowgule Steamships Limited (CSL) (“the Company”) is a public limited company incorporated and domiciled in India, whose shares are publically traded on Bombay Stock Exchange. CSL is a shipping company for seaborne transportation of bulk cargo which presently having no vessels. The Company is looking at the appropriate opportunity to acquire vessels. CSL is principally engaged in the carriage of goods by sea and is committed to serve its customers to their satisfaction and mutual optimum benefits.

The Company has its registered office at 4<sup>th</sup> floor, Gabmar Apartments, Vasco Da Gama Goa 403802 and the principal place of business is 9 Mansi, 4<sup>th</sup> Floor, Near Gaondevi Maidan, Ram Maruti Road, Cross lane No 1, Naupada, Thane 400602.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Statement of compliance:

##### A. Basis of preparation and Presentation

These financial statements are prepared in accordance with Indian Accounting Standards (herein after referred to as “Ind AS”) notified under Section 133 of the Companies Act, 2013 (“Act”) read with Companies (Indian Accounting Standards) Rules, 2015 as amended; and the 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 lakhs.

##### B. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities are measured at fair value.
- Defined benefit plans where plan assets measured at fair value.

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participations at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 2.2 Use of estimates:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the accounts and reported amounts of income and expenses during the year. 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.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below. Critical accounting judgments and the key sources of estimation or uncertainty in applying the Company’s accounting policies arise in relation to property, plant and equipment, impairment of assets, current asset provisions, deferred tax, retirement benefits and provisions. The detailed accounting policies, including underlying judgments and methods of estimations for each of these items are discussed below.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 2.3 Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

Based on the nature of activities of the Company and the time between the acquisition of assets for processing and their realization 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.

### 2.4 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. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

#### Depreciation:

Depreciation is recognized to write off the cost of assets (other than freehold land) less their residual values over their useful lives. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives. The estimated useful lives, residual values and depreciation method are determined and reviewed at the end of each year, with the effect of any changes in estimate accounted for on a prospective basis. When significant parts of PPE are required to be replaced at intervals, company depreciates them separately based on their specific useful lives.

Depreciation on PPE is provided as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of the following category of PPE in whose case the life of the items of PPE has been assessed 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.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Depreciation on Property, plant and equipment has been provided on the basis as indicated below.

<u>Assets</u>	<u>Basis</u>
Vessel	Straight line method
Other assets	Written down value method

Estimated useful lives of the Property, plant and equipment are as follows:

Vessel	25 years
Buildings	60 years
Furniture and fixtures	10 years
Office equipment	3-6 years
Vehicles	8 years
Computers	3 years

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

Advances paid towards acquisition of property, plant and equipment outstanding at the year-end are classified as capital advances under other non-current assets.

### **Assets classified as held for sale**

An item of Property Plant and Equipment is classified as held for sale at the time when the Management is committed to sell/dispose off the asset based on agreements entered into with the customer, and the asset is expected to be sold, disposed off within one year from the date of classification. Assets classified as held for sale are measured at lower of cost and net realisable value.

### **2.5 Investment property**

Investment Property is property (land or building or a part of building) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost, including transaction costs, Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company depreciates building component of investment property over 30 years from the date of original purchase.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of depreciation.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use.

### **2.6 Investment in subsidiaries**

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

### **2.7 Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### **2.8 Leasing:**

#### **Leases :**

The Company accounts for its leases in accordance with Ind AS 116.

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. 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. The Company reassesses a lease only if the terms and conditions of the contract are changed. In case of a lease that, at the commencement date, has a lease term of 12 months or less or in case of low value assets, the



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Company recognises 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 Company's leases mainly consist of lands and buildings taken on lease for its showrooms/workshops.

### Initial measurement

At the commencement date, a lessee shall measure the right-of-use asset at cost and measure 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 the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

### Subsequent measurement

Right-of-use assets:

After the commencement date, the Company measures the right-of-use asset by applying a cost model:

- (a) Cost less any accumulated depreciation and any accumulated impairment losses; and
- (b) adjusted for any remeasurement of the lease liability

If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, the lessee shall depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the lessee shall depreciate the right-of-use asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. Ind AS 36, Impairment of Assets, is applied to determine whether the right-of-use asset is impaired and to account for any impairment loss identified.

### Lease liability

After the commencement date, the Company measures 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 or to reflect revised in-substance fixed lease payments

## 2.9 Impairment of Non Financial Assets:

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that the carrying amounts of those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of asset (or cash-generating unit) is estimated to be less than carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### **2.10 Foreign Currency transactions and translation:**

The financial statements of the Company are presented in INR, which is the functional currency of the company.

In preparing the financial statements of the Company, transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period. Exchange differences arising on retranslation of non-monetary items carried at fair value are included in statement of profit and loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income.

### **2.11 Borrowing costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

### **2.12 Employee benefits:**

#### **2.12.1 Short term**

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company. These benefits include compensated absences such as paid annual leave.

#### **2.12.2 Retirement benefit costs**

The Company has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Company and in the case of some defined contribution plans are financed by the Company along with its employees.

##### **2.12.2.1 Defined-contribution plans**

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund and superannuation fund. The Company's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment covers.

##### **2.12.2.2 Defined-benefit plans**

For defined benefit retirement plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The service cost, net interest on the net defined benefit liability/(asset) is treated as a net expense within employment cost. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

##### **2.12.3 Other long-term employee benefits**

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

### **2.13 Taxation:**

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

#### **2.13.1 Current Tax**

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### **2.13.2 Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 losses and allowances can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax assets include unused tax credit on account of Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, unused tax credit are recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### **2.14 Cash and cash equivalents:**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in Balance Sheet.

### **2.15 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 Company are segregated based on the available information.

### **2.16 Provisions:**

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

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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 arising 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 Financial Statements.

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

### 2.17 Revenue recognition:

The Company earns revenues from contracts with customers from Charter Hire Earnings, demurrage and freight earnings.

#### 2.17.1 Determining the timing of satisfaction of performance obligations:

The Company recognises revenue when the entity satisfies the performance obligation by transferring promised goods or services to a customer. An asset is transferred when the customer obtains control of that asset. The typical timing of payment coincides with the issue of invoice for satisfaction of performance obligations or are within the normal credit period extended by the Company. The contract assets as at the year end pertain to the balance receivables in case of revenues of the Company.

Nature of income	Timing for satisfaction of performance obligation
Charter Hire Earnings, demurrage and freight earnings.	Time Charter Hire earnings represent the value of charter hire earnings, demurrage, freight earnings and are accounted on accrual basis. Freight earnings are recognised on a pro-rata basis for voyages in progress at balance sheet date after loading of the cargo is completed. 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.

Revenue is net of trade discounts and exclude Goods and Service Taxes (GST) or duties collected on behalf of the government.

#### Determining the transaction price and the amounts allocated to performance obligations

The transaction price is normally fixed as per the terms of contract and there are no significant judgements involved in allocating the same to the performance obligations as the prices are standalone for separate performance obligations.

As a practical expedient, the Company has not disclosed the information for a transaction price allocated to performance obligation which are unsatisfied as of the end of the reporting period for performance obligation which is part of a contract that has an original expected duration of one year or less.

#### Trade receivables and contract balances:

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as Customer advances.

#### 2.17.2 Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably)

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 2.17.3 Rental income

The Company's policy for recognition of revenue from operating leases is described in note 2.8 above

### 2.17.4 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.

### 2.17.5 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.

### 2.18 Operating Expenses

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

### 2.19 Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liability, as appropriate, on initial recognition. The transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 2.20 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

### 2.21 Financial assets:

Purchases or sales of financial assets which 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.

All recognised financial assets are subsequently measured in their entirety at their amortised cost or fair value, depending on the classification of the financial assets.

#### 2.21.1 Financial assets at amortised cost

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

#### 2.21.2 Financial assets at fair value through other comprehensive income

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **2.21.3 Financial assets at fair value through profit or loss**

Financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### **2.21.4 Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition. For financial instruments whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

### **2.21.5 Derecognition of financial assets**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

## **2.22 Financial liabilities and equity instruments:**

### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, issued debts are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expired.

## **2.23 Earnings per equity share:**

Basic earnings per equity share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the profit 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 dilutive potential equity shares attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

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. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

### **2.24 Segment Reporting**

Operating segments are defined as components of an enterprise for which available discrete financial information is evaluated based on the 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. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors.

### **2.25 Exceptional items:**

Exceptional items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with Ind AS.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**
**3.1 PROPERTY, PLANT AND EQUIPMENT**

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>Carrying amounts of</b>		
Free hold land (Refer note 1, 2 and 4)	237.77	244.78
Building		
Office Premises (Refer note 3)	128.51	144.89
Furniture and fixture	2.59	2.60
Vehicles	0.39	0.39
Office equipments	7.57	7.13
<b>TOTAL</b>	<b>376.83</b>	<b>399.79</b>

**As at 31st March 2023**

₹ in lakhs

	Free Hold Land	Free Hold Building Office Premises	Furniture and Fixture	Vehicles	Office Equipments	Total
<b>Deemed Cost</b>						
<b>Balance at 1st April, 2022</b>	244.78	333.03	9.27	0.40	24.53	612.01
Additions/Adjustments	–	–	–	–	1.57	1.57
Transfer to investment property	(7.01)	–	–	–	–	(7.01)
Disposals/Adjustments	–	(0.01)	(0.01)	–	0.01	(0.01)
<b>Balance as at 31st March, 2023</b>	<b>237.77</b>	<b>333.02</b>	<b>9.26</b>	<b>0.40</b>	<b>26.11</b>	<b>606.56</b>
<b>Accumulated depreciation and impairment</b>						
<b>Balance at 1st April, 2022</b>	–	188.14	6.67	0.01	17.40	212.22
Depreciation expenses	–	16.37	–	–	1.14	17.51
Disposals/Adjustments	–	–	–	–	–	–
<b>Balance as at 31st March, 2023</b>	<b>–</b>	<b>204.51</b>	<b>6.67</b>	<b>0.01</b>	<b>18.54</b>	<b>229.73</b>
<b>Carrying value of assets</b>						
<b>Balance at 1st April, 2022</b>	244.78	144.89	2.60	0.39	7.13	399.79
Additions/Adjustments	–	–	–	–	1.57	1.57
Depreciation expenses	–	(16.37)	–	–	(1.14)	(17.51)
Transfer to investment property	(7.01)	–	–	–	–	(7.01)
Disposals/Adjustments	–	(0.01)	(0.01)	–	0.01	(0.01)
<b>Balance as at 31st March, 2023</b>	<b>237.77</b>	<b>128.51</b>	<b>2.59</b>	<b>0.39</b>	<b>7.57</b>	<b>376.83</b>



# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

As at 31st March 2022

₹ in lakhs

	Free Hold Land	Free Hold Building Office Premises	Furniture and Fixture	Vehicles	Office Equipments	Total
<b>Deemed Cost</b>						
<b>Balance at 1st April, 2021</b>	244.78	333.03	9.27	0.40	23.04	610.52
Additions/Adjustments	–	–	–	–	1.49	1.49
Disposals/Adjustments	–	–	–	–	–	–
<b>Balance at 31st March, 2022</b>	<u>244.78</u>	<u>333.03</u>	<u>9.27</u>	<u>0.40</u>	<u>24.53</u>	<u>612.01</u>
<b>Accumulated depreciation and impairment</b>						
<b>Balance at 1st April, 2021</b>	–	169.85	6.67	0.01	17.05	193.58
Depreciation expenses	–	18.29	–	–	0.35	18.64
Disposals/Adjustments	–	–	–	–	–	–
<b>Balance at 31st March, 2022</b>	<u>–</u>	<u>188.14</u>	<u>6.67</u>	<u>0.01</u>	<u>17.40</u>	<u>212.22</u>
<b>Carrying value of assets</b>						
<b>Balance at 1st April, 2021</b>	244.78	163.18	2.60	0.39	5.99	416.94
Additions/Adjustments	–	–	–	–	1.49	1.49
Depreciation expenses	–	(18.29)	–	–	(0.35)	(18.64)
Disposals/Adjustments	–	–	–	–	–	–
<b>Balance at 31st March, 2022</b>	<u>244.78</u>	<u>144.89</u>	<u>2.60</u>	<u>0.39</u>	<u>7.13</u>	<u>399.79</u>

- The Company has not revalued its property plant and equipments during the year.
- The Company has assessed recoverable value of its property plant and equipments by estimating its value in use. Based on the said assessment it has been concluded that there is no impairment in the value of property plant and equipment as at 31st March, 2023
- Office premises are on land which is on a long term lease from Government, includes cost of 5 shares of ₹ 50 each fully paid in Bakhtawar Commercial Premises Co-operative Society Limited.
- Title deeds of all immovable Property are held in the name of the Company.

### 3.2 INVESTMENT PROPERTY

(AT COST)

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>Carrying amounts of</b>		
Free hold land (Given on lease)		
Free hold Land (See foot note 1, 2, 3, 4 & 6)	9.27	2.26
Building (Given on lease)		
Office premises (See foot note 4 & 5)	257.01	289.76
<b>TOTAL</b>	<u>266.28</u>	<u>292.02</u>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**
**As at 31st March 2023**

₹ in lakhs

	Free hold land	Building Office premises	Total
<b>Deemed Cost</b>			
<b>Balance at 1st April, 2022</b>	2.26	666.04	668.30
Additions/Adjustments	–	–	–
Transfer from property plant and equipment	7.01	–	7.01
Disposals/Adjustments	–	–	–
<b>Balance as at 31st March, 2023</b>	<u>9.27</u>	<u>666.04</u>	<u>675.31</u>
<b>Accumulated depreciation and impairment</b>			
<b>Balance at 1st April, 2022</b>	–	376.28	376.28
Additions/Adjustments	–	–	–
Depreciation expenses	–	32.75	32.75
Disposals/Adjustments	–	–	–
<b>Balance as at 31st March, 2023</b>	<u>–</u>	<u>409.03</u>	<u>409.03</u>
<b>Carrying value of assets</b>			
<b>Balance at 1st April, 2022</b>	2.26	289.76	292.02
Additions/Adjustments	–	–	–
Transfer from property plant and equipment	7.01	–	7.01
Depreciation expenses	–	(32.75)	(32.75)
Disposals/Adjustments	–	–	–
<b>Balance as at 31st March, 2023</b>	<u>9.27</u>	<u>257.01</u>	<u>266.28</u>

**As at 31st March 2022**

	Free hold land	Building Office premises	Total
<b>Deemed Cost</b>			
<b>Balance at 1st April, 2021</b>	2.26	666.04	668.30
Additions/Adjustments	–	–	–
Disposals/Adjustments	–	–	–
<b>Balance at 31st March, 2022</b>	<u>2.26</u>	<u>666.04</u>	<u>668.30</u>
<b>Accumulated depreciation and impairment</b>			
<b>Balance at 1st April, 2021</b>	–	339.70	339.70
Additions/Adjustments	–	–	–
Depreciation expenses	–	36.58	36.58
Disposals/Adjustments	–	–	–
<b>Balance at 31st March, 2022</b>	<u>–</u>	<u>376.28</u>	<u>376.28</u>
<b>Carrying value of assets</b>			
<b>Balance at 1st April, 2021</b>	2.26	326.34	328.60
Additions/Adjustments	–	–	–
Depreciation expenses	–	(36.58)	(36.58)
Disposals/Adjustments	–	–	–
<b>Balance at 31st March, 2022</b>	<u>2.26</u>	<u>289.76</u>	<u>292.02</u>

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Foot notes:

- 1 The Company has not revalued its investment property during the year.
- 2 Title deeds of all immovable Property are held in the name of the Company
- 3 The Company has no restriction on the realisability of its investment property and no contractual obligation to purchase, construct or develop Investment property or for repairs, maintenance and enhancements.
- 4 Disclosure requirements as per INDAS 40 for Investment property

Fair value of investment property	Land	Office premises
As at 31st March 2023 (₹ in Lakhs)	967.37	4,140.00

### Estimation of fair value

The Fair value of investment property have been determined based on prevailing market prices based on property websites and ready reckoner rates for land.

- 5 Office premises are on land which is on a long term lease from Government, includes cost of 5 shares of ₹ 50 each fully paid in Bakhtawar Commercial Premises Co-operative Society Limited.
- 6 Future minimum lease rent receipts from premises under operating lease for non cancellable period are as below:

	₹ in lakhs	
	Office premises	
	As at 31st March 2023	As at 31st March 2022
Not later than one year	–	208.17
Later than one year and not later than five years	–	–
<b>TOTAL</b>	<b>–</b>	<b>208.17</b>

## 4 INVESTMENTS

	No. of shares	₹ in lakhs	
		As at 31st March, 2023	As at 31st March, 2022
<b>Investments in subsidiary at cost (unquoted)</b>			
a) Equity			
Chowgule Steamships Overseas Limited (100% Wholly Owned Subsidiary)	9,200,000	4,191.79	4,191.79
(Equity Shares of USD 1 each fully paid)			
Less: Provision for impairment in the value of investment (Refer note 32)		(4,191.79)	(4,191.79)
b) Convertible redeemable preference shares (CRPS)			
Chowgule Steamships Overseas Limited – (CRPS of USD 1 each fully paid)	9,500,000	5,357.80	5,357.80
Less: Provision for impairment in the value of investment (Refer note 32)		(5,357.80)	(5,357.80)
<b>TOTAL</b>		<b>–</b>	<b>–</b>
Aggregate value of unquoted investments		–	–

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 5 LOANS

	As at 31st March, 2023	As at 31st March, 2022
Loans receivables considered good – secured (Refer to note 34)	–	–
Loans receivables considered good – unsecured (Refer foot notes below)		
Loan to related parties (Refer to note 34)	1,300.00	1,500.00
Loan to others (refer foot notes below) (Refer to note 11 & 12)	1,254.88	1,250.00
Loans receivables which have significant increase in credit risk	–	–
Loans receivables – credit impaired	–	–
<b>TOTAL</b>	<b>2,554.88</b>	<b>2,750.00</b>

#### Foot note :

- (i) During the year 2021-22 out of ₹ 1,500 lakhs loan given to related party an amount of ₹ 200 lakhs has been refunded by the related party. Loans to related party and loans to others are receivable on demand after one year. Interest is receivable @7% p.a. However during the year based on request received from the above parties an amount of ₹ 192.13 Lakhs (2022: ₹ 56.23 lakhs) has been waived.
- (ii) During the year out of the loan given to others, an amount of ₹ 7.84 lakhs has been given to employee, out of which an amount of ₹ 1.17 lakhs has been recovered from the employee. Interest is receivable @ 5.40% p.a. from the employee. The loan is receivable over a period of 5 years.
- (iii) During the year there are no loans granted to parties covered under Section 185 of the Companies Act, 2013.
- (iv) Loans and advances in the nature of loans granted to related parties and others that are receivable on demand after one year are as below:

#### As at 31st March 2023

Type of borrower	Amount of Loan or advance in the nature of loan outstanding	% to the total loans and advance in the nature of loan
1. Promoters	1,250.00	48.93
2. Directors	–	–
3. Key Management Personal	–	–
4. Related Parties	1,300.00	50.89
5 Others	4.88	0.18

#### As at 31st March 2022

Type of borrower	Amount of Loan or advance in the nature of loan outstanding	% to the total loans and advance in the nature of loan
1. Promoters	1,250.00	45.45
2. Directors	–	–
3. Key Management Personal	–	–
4. Related Parties	1,500.00	54.55
5 Others	–	–

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 6 OTHER FINANCIAL ASSETS

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Security deposits (Unsecured, considered good unless otherwise stated)	10.75	10.45
<b>TOTAL</b>	<b>10.75</b>	<b>10.45</b>

### 7 OTHER NON CURRENT ASSETS

	As at 31st March, 2023	As at 31st March, 2022
Advances other than capital advances		
1. Security deposits	-	-
2. Advances to related parties (giving details thereof); and	-	-
3. Other advances		
Unsecured, considered good unless otherwise stated	-	-
Advance payment of taxes (Refer note no 26)	49.73	49.73
Disputed sales tax deposit (Refer note no 26)	47.40	47.40
Advance rent paid	0.56	0.86
<b>TOTAL</b>	<b>97.69</b>	<b>97.99</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

₹ in lakhs

**8 INVESTMENTS**

	No. of shares / units	As at 31st March, 2023	No. of shares / units	As at 31st March, 2022
<b>Aggregate amount of quoted investments and market value thereof</b>				
<b>Equity shares (quoted) of ₹ 10 each fully paid up :</b>				
Mahindra Lifespace Developers Limited	48	0.17	48	0.19
ICICI Bank Limited (face value of ₹ 2 each fully paid up)	825	7.24	825	6.02
Global Offshore Services Limited	50	0.01	50	0.02
Essar Shipping Limited	233	0.02	233	0.02
GOL Offshore Limited #	30	–	30	–
The Great Eastern Shipping Company Limited	121	0.78	121	0.42
Shreyas Shipping and Logistics Limited	100	0.24	100	0.37
The Shipping Corporation of India Limited	75	0.07	75	0.09
<b>Equity shares (unquoted) of ₹10 each fully paid up :</b>				
Essar Ports Limited#	23	–	23	–
Varun Global Limited #	150	–	150	–
Varun Resources Limited#	600	–	600	–
Hazira Cargo Terminal Limited #	69	–	69	–
Salaya Bulk Terminal Limited #	23	–	23	–
Nayara Energy Limited #	349	–	349	–
<b>Aggregate amount of unquoted investments and market value thereof</b>				
HDFC Ultra Short Term Fund - Regular Growth	2,308,673	298.33	4,569,421	561.03
Aditya Birla Sun Life Short Term Fund - Growth-Reg Plan	189,455	75.98	189,455	72.53
ICICI Prudential All Seasons Bond Fund - Growth	90,137	27.82	90,137	26.29
Aditya Birla Sun Life Arbitrage Fund - Growth Reg Plan	92,164	20.88	–	–
DSP Nifty 50 Equal Weight Index Fund - Regular Plan- Growth	385,808	60.41	–	–
SBI Large & Midcap Fund-Regular Plan - Growth	27,085	104.12	–	–
ICICI Prudential Credit Risk Fund - Growth	173,564	45.96	–	–
SBI Dynamic Bond Fund Reg Plan - Growth	153,367	45.95	–	–
# Value less than ₹ 500				
<b>Aggregate amount of impairment in value of investments</b>		–		–
<b>TOTAL</b>		<b>687.98</b>		<b>666.98</b>
Aggregate book value of quoted investments		8.53		7.13
Aggregate market value of quoted investments		8.53		7.13
Aggregate carrying value of unquoted investments		679.45		659.85

**9 TRADE RECEIVABLES**

	As at 31st March, 2023	As at 31st March, 2022
Trade receivables considered good - secured	18.59	3.24
Trade receivables considered good - unsecured	–	–
Trade receivables which have significant increase in credit risk	–	–
Disputed trade receivables - credit impaired	–	–
Less : Provision for expected credit loss	–	–
<b>TOTAL</b>	<b>18.59</b>	<b>3.24</b>

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 9.1 Ageing of Trade Receivable

As at 31st March, 2023

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months past due	6 months to less than 1 year past due	1 year to less than 2 years past due	2 years to less than 3 years past due	more than 3 years past due	
(i) Undisputed trade receivables – considered good	–	18.59	–	–	–	18.59
(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	–	–	–	–	–	–
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–

As at 31st March, 2022

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months past due	6 months to less than 1 year past due	1 year to less than 2 years past due	2 years to less than 3 years past due	more than 3 years past due	
(i) Undisputed trade receivables – considered good	–	3.24	–	–	–	3.24
(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	–	–	–	–	–	–
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–

### 10 CASH AND BANK BALANCES

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>10.1</b> Cash and cash equivalents		
a) Balance with Banks in current accounts	2.69	10.71
b) Balance with Banks in foreign currency accounts	–	0.15
<b>10.2</b> Cash on hand	–	–
<b>TOTAL</b>	<b>2.69</b>	<b>10.86</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

₹ in lakhs

**11 LOANS**

	As at 31st March, 2023	As at 31st March, 2022
Loans receivables considered good - secured	-	-
Loans receivables considered good - unsecured		
Loan to related party		
Loan to Wholly Owned Subsidiary	-	-
Loan to Others (Refer to note 5 & 12)	1.79	-
With Significant increase in credit risk	-	-
Loans receivables which have significant increase in credit risk	-	-
Loans receivables - credit impaired	-	-
<b>TOTAL</b>	<b>1.79</b>	<b>-</b>

**12 OTHER FINANCIAL ASSETS**

	As at 31st March, 2023	As at 31st March, 2022
Accrued interest (Refer note 5 & 11)	0.09	-
Short Term Fixed Deposits with Bank	285.77	-
<b>TOTAL</b>	<b>285.86</b>	<b>-</b>

**13 CURRENT TAX ASSETS (NET)**

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	(2.62)	-
Payment of taxes in advance	23.66	-
<b>TOTAL</b>	<b>21.04</b>	<b>-</b>

**14 OTHER CURRENT ASSETS**

	As at 31st March, 2023	As at 31st March, 2022
Prepaid expenses	1.81	0.93
Other receivables	-	-
<b>TOTAL</b>	<b>1.81</b>	<b>0.93</b>



# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in lakhs

### 15 EQUITY SHARE CAPITAL

	As at 31st March, 2023	As at 31st March, 2022
<b>AUTHORISED</b>		
i) 50,000,000 Equity shares of ₹ 10/- each	5,000.00	5,000.00
ii) 2,500,000 Redeemable Preference shares of ₹ 100/- each	2,500.00	2,500.00
	<u>7,500.00</u>	<u>7,500.00</u>
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
36,308,425 Equity shares of ₹ 10/- each fully paid up	3,630.84	3,630.84
<b>TOTAL</b>	<u>3,630.84</u>	<u>3,630.84</u>

- (I) Rights, preferences and restrictions attached to equity shares  
The Company has issued only one class of shares referred to as equity shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share. The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting except, in the case of interim dividend. The equity shares are not repayable except, in the case of a buy-back, reduction of capital or winding up. In the event of liquidation of the Company, members of the Company holding equity shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- (II) In last 5 years no classes of shares has been issued or bought back by the Company nor have any bonus issues been made by the Company.
- (III) Details of shares held by each shareholders holding more than 5% shares:

Name of the equity shareholders	Number of shares	
	As at 31st March, 2023	As at 31st March, 2022
Chowgule and Company Private Limited (substantial shareholder)	17,450,333	17,450,333
	48.06%	48.06%
Quail Investments Limited	2,260,843	2,260,843
	6.23%	6.23%

### Shareholding of Promoters

#### Shares held by promoters as on 31st March 2023

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
1	Chowgule and Company Private Limited	17450333	48.0614%	0.00%
2	Quail Investments Limited.	2260843	6.2268%	0.00%
3	Vijay Vishwasrao Chowgule	1796262	4.9472%	0.00%
4	Pratap B Shirke	947875	2.6106%	0.00%
5	Dr Rohini Vishwasrao Chowgule	665266	1.8323%	0.00%
6	Dolphin Investment Limited	305041	0.8401%	0.00%
7	Ashok Vishwasrao Chowgule	293761	0.8091%	0.00%
8	Pratap Baburao Shirke	287500	0.7918%	0.00%
9	Laxmanrao Dattaji Chowgule	271250	0.7471%	0.00%
10	Umaji Vishwasrao Chowgule	257971	0.7105%	0.00%
11	Padma Chowgule	228420	0.6291%	0.00%
12	Indirabai Laxmanrao Chowgule	173250	0.4772%	0.00%
13	Bharati Dilip Naik	119000	0.3277%	0.00%
14	Sarita Pratap Shirke	118285	0.3258%	0.00%

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**
**Shares held by promoters as on 31st March 2023**

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
15	Vidya Milind Vernekar	117000	0.3222%	0.00%
16	Sheela Yeshwantrao Chowgule	115000	0.3167%	0.00%
17	Suresh Laxmanrao Chowgule	89250	0.2458%	0.00%
18	Pratap Baburao Shirke	86850	0.2392%	0.00%
19	Sarita Pratap Shirke	71374	0.1966%	0.00%
20	Jaywant Yeshwantrao Chowgule	64750	0.1783%	0.00%
21	Dilip Laxmanrao Chowgule	61067	0.1682%	0.00%
22	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
23	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
24	Chowgule Suresh Laxmanrao	55125	0.1518%	0.00%
25	Yeshwantrao Dattaji Chowgule	46200	0.1272%	0.00%
26	Laxmanrao Dattaji Chowgule	34895	0.0961%	0.00%
27	Ramesh Laxmanrao Chowgule	31500	0.0868%	0.00%
28	Chowgule Real Estate and Construction Company Private Limited	0	0.0000%	-0.08%
29	Santosh Laxman Rao Chowgule	26172	0.0721%	0.00%
30	Ashok Vishwasrao Chowgule	24675	0.0680%	0.00%
31	Jagdeep Y Chowgule	16709	0.0460%	0.00%
32	Yeshwantrao D Chowgule	15750	0.0434%	0.00%
33	Chowgule Satish Laxmanrao	8567	0.0236%	0.00%
34	Daulatrao Y Chowgule	1400	0.0039%	0.00%
35	Ewart Ashton Lazarus	0	0.0000%	0.00%
36	Nishikant Shivajirao Chowgule	92	0.0003%	0.00%
<b>Total</b>		<b>26,161,433</b>	<b>72.0535%</b>	<b>-0.08%</b>

**Shares held by promoters as on 31st March 2022**

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
1	Chowgule and Company Private Limited	17450333	48.0614%	0.00%
2	Quail Investments Limited.	2260843	6.2268%	0.00%
3	Vijay Vishwasrao Chowgule	1796262	4.9472%	0.00%
4	Pratap B Shirke	947875	2.6106%	0.00%
5	Dr Rohini Vishwasrao Chowgule	665266	1.8323%	0.00%
6	Dolphin Investment Limited	305041	0.8401%	0.00%
7	Ashok Vishwasrao Chowgule	293761	0.8091%	0.00%
8	Pratap Baburao Shirke	287500	0.7918%	0.00%
9	Laxmanrao Dattaji Chowgule	271250	0.7471%	0.00%
10	Umaji Vishwasrao Chowgule	257971	0.7105%	0.00%
11	Padma Chowgule	228420	0.6291%	0.00%
12	Indirabai Laxmanrao Chowgule	173250	0.4772%	0.00%
13	Bharati Dilip Naik	119000	0.3277%	0.00%

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Shares held by promoters as on 31st March 2022

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
14	Sarita Pratap Shirke	118285	0.3258%	0.00%
15	Vidya Milind Vernekar	117000	0.3222%	0.00%
16	Sheela Yeshwantrao Chowgule	115000	0.3167%	0.00%
17	Suresh Laxmanrao Chowgule	89250	0.2458%	0.00%
18	Pratap Baburao Shirke	86850	0.2392%	0.00%
19	Sarita Pratap Shirke	71374	0.1966%	0.00%
20	Jaywant Yeshwantrao Chowgule	64750	0.1783%	0.00%
21	Dilip Laxmanrao Chowgule	61067	0.1682%	0.00%
22	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
23	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
24	Chowgule Suresh Laxmanrao	55125	0.1518%	0.00%
25	Yeshwantrao Dattaji Chowgule	46200	0.1272%	0.00%
26	Laxmanrao Dattaji Chowgule	34895	0.0961%	0.00%
27	Ramesh Laxmanrao Chowgule	31500	0.0868%	0.00%
28	Chowgule Real Estate and Construction Company Private Limited	27750	0.0764%	0.00%
29	Santosh Laxman Rao Chowgule	26172	0.0721%	0.00%
30	Ashok Vishwasrao Chowgule	24675	0.0680%	0.00%
31	Jagdeep Y Chowgule	16709	0.0460%	0.00%
32	Yeshwantrao D Chowgule	15750	0.0434%	0.00%
33	Chowgule Satish Laxmanrao	8567	0.0236%	0.00%
34	Daulatrao Y Chowgule	1400	0.0039%	0.00%
35	Ewart Ashton Lazarus	1313	0.0036%	0.00%
36	Nishikant Shivajirao Chowgule	92	0.0003%	0.00%
<b>Total</b>		<b>2,61,90,496</b>	<b>72.1335%</b>	<b>0.00%</b>

₹ in lakhs

### 16 OTHER EQUITY

	As at 31st March, 2023	As at 31st March, 2022
Balances at the end of year		
(a) Capital reserve	11.96	11.96
(b) Capital redemption reserve	30.00	30.00
(c) Securities premium reserve	2,922.01	2,922.01
(d) General reserve	4,117.52	4,117.52
(e) Retained earnings		
Balance at beginning of year	(7,164.35)	2,163.65
Add : Profit/(Loss) for the year	35.40	(9,328.00)
Balance at end of year	(7,128.95)	(7,164.35)
<b>TOTAL</b>	<b>(47.46)</b>	<b>(82.86)</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Foot Notes:

### Nature of reserves

#### Capital reserve:

Capital reserve includes profit on forfeiture of shares.

#### Capital redemption reserve:

Capital redemption reserve is created out of profits on redemption of preference share capital.

#### Securities premium reserve:

Amount received on issue of shares in excess of the par value has been classified as securities premium.

#### General reserve:

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

#### Retained earnings:

The amount that can be distributed by the Company as dividends to its equity shareholders is determined considering the requirements of the Companies Act, 2013.

## 17 OTHER FINANCIAL LIABILITIES

	₹ in lakhs	
	As at 31st March, 2023	As at 31st March, 2022
Security deposit (refer to note 22)	98.96	89.92
Payable on purchase of property, plant and equipment to related party (Refer note 22)	518.37	538.10
<b>TOTAL</b>	<b>617.33</b>	<b>627.32</b>

## 18 PROVISIONS

	₹ in lakhs	
	As at 31st March, 2023	As at 31st March, 2022
Provision for retirement benefits (Refer note 24 and 33)	4.57	7.84
<b>TOTAL</b>	<b>4.57</b>	<b>7.84</b>

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in lakhs

### 19 DEFERRED TAX ASSETS (NET)

	As at 31st March, 2023	As at 31st March, 2022
Deferred tax assets (refer foot note below)	120.60	143.89
Deferred tax liabilities	(120.60)	(143.89)
<b>TOTAL</b>	<b>—</b>	<b>—</b>

#### Foot note :

Deferred tax asset for the year 31st March, 2023 has been restricted to the extent of deferred tax liability.

Components of net deferred tax assets/(liabilities) as at the end of the year is as follows

#### 2022-23

Deferred tax assets/(liabilities) in relation to:	Opening balance	On transactions recognised in statement of profit and loss	On transactions recognised in other comprehensive income	Closing balance
Defined benefit obligations	2.68	(0.10)	—	2.58
Unused tax losses	141.21	(23.19)	—	118.02
Security deposits	(0.14)	0.01	—	(0.13)
Property, plant and equipment	(102.43)	13.91	—	(88.52)
Trade payable for property, plant and equipment	(32.33)	9.48	—	(22.85)
Investments	(8.99)	(0.11)	—	(9.10)
<b>TOTAL</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

#### 2021-22

Deferred tax assets/(liabilities) in relation to:	Opening balance	On transactions recognised in statement of profit and loss	On transactions recognised in other comprehensive income	Closing balance
Allowance for doubtful receivables	10.49	(10.49)	—	—
Defined benefit obligations	5.21	(2.53)	—	2.68
Unused tax losses	57.06	84.15	—	141.21
Security deposits	(0.06)	(0.08)	—	(0.14)
Property, plant and equipment	(115.09)	12.66	—	(102.43)
Trade payable for property, plant and equipment	(43.17)	10.84	—	(32.33)
Investments	(5.95)	(3.04)	—	(8.99)
<b>TOTAL</b>	<b>(91.51)</b>	<b>91.51</b>	<b>—</b>	<b>—</b>

#### Reconciliation of income tax expense and the accounting profit with Company's domestic tax rate:

	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit/(Loss) before tax	(44.59)	(9,415.40)
Enacted tax rates in India	26.00%	26.00%
Computed expected tax expense	(11.59)	(2,448.00)
Effect of previously unrecognized deferred tax assets	—	2,480.78
Effect of prior period taxes	(82.61)	(84.15)
Others	14.21	(35.95)
<b>Income tax expense recognised in statement of profit and loss</b>	<b>(79.99)</b>	<b>(87.32)</b>

Note: The Company has recognised Deferred tax Asset to the extent to Deferred tax Liability

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in lakhs

### 20 OTHER NON CURRENT LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Advance rent received (refer note 23)	6.63	10.71
<b>TOTAL</b>	<b>6.63</b>	<b>10.71</b>

### 21 TRADE PAYABLES

	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro enterprises and small enterprises (Refer foot notes below)	–	–
Total outstanding dues of other than micro enterprises and small enterprises:	6.43	3.06
<b>TOTAL</b>	<b>6.43</b>	<b>3.06</b>

#### Foot notes:

The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

	As at 31st March, 2023	As at 31st March, 2022
Details relating to Micro, Small and Medium enterprises (MSME)		
a) Amount remaining unpaid to any supplier at the end of the year:		
– Principal	–	–
– Interest	–	–
b) The amount of interest paid by the buyer as per Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006), along with the amount of the payment made to the suppliers beyond the appointed day during each accounting year	–	–
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	–	–
d) The amount of interest accrued and remaining unpaid at the end of each accounting year	–	–
e) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	–	–
Note: (The above information is given on the basis of intimation received by the Company.)		
<b>TOTAL</b>	<b>–</b>	<b>–</b>

The above disclosure is compiled based on information available with the Company regarding status of trade payables into MSME and others. This has been relied upon by the auditors.

# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in lakhs

### As at 31st March 2023

Foot notes:

The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	–	–	–	–	–
(ii) Others	0.50	0.50	0.50	4.94	6.43
(iii) Disputed dues – MSME	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–

### As at 31st March 2022

Foot notes:

The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	–	–	–	–	–
(ii) Others	0.50	0.50	0.50	1.56	3.06
(iii) Disputed dues – MSME	–	–	–	–	–
(iv) Disputed dues – Others	–	–	–	–	–

## 22 OTHER FINANCIAL LIABILITIES

Other Loans - Unsecured

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Security deposit (Refer note 17)	92.96	4.81
Payable on purchase of property, plant and equipment to related party (Refer note 17)	66.54	–
<b>TOTAL</b>	<b>89.50</b>	<b>4.81</b>

## 23 OTHER CURRENT LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Advance rent received (Refer note 20)	4.07	5.02
Other payables : Statutory dues	1.45	5.19
Provision for other expenses	9.10	14.35
<b>TOTAL</b>	<b>14.62</b>	<b>24.56</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

₹ in lakhs

**24 PROVISIONS**

	As at 31st March, 2023	As at 31st March, 2022
Provision for retirement benefits (Refer note 18 & 33)	3.68	1.23
Provision for employee benefits (Refer note 33)	0.04	(0.72)
<b>TOTAL</b>	<b>3.72</b>	<b>0.51</b>

**25 CURRENT TAX LIABILITIES (NET)**

	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	-	84.66
Payment of taxes in advance	-	(79.19)
<b>TOTAL</b>	<b>-</b>	<b>5.47</b>

**26 CONTINGENT LIABILITIES**

	As at 31st March, 2023	As at 31st March, 2022
<b>a. Claims against the company not acknowledged as debt;</b>		
<b>Sales tax demand not provided for: (Refer note no. 7)</b>	237.00	237.00
The Company has contested the above claims against the Order of the Appellate Assistant Commissioner, Chennai, confirming the Order of the Commercial Tax Officer for the Assessment Year 1995-96 in respect of charter hire of the vessel, 'm.v. Maratha Prudence'. The Company had already deposited ₹ 47.40 lakhs (including refunds withheld by the authorities) and executed a bond of ₹ 218.04 lakhs in respect of the said claim. The Company does not expect any liability to devolve on it in respect of the above and therefore no provision is held.		
<b>b. Income tax demand not provided for: (Refer note no. 7)</b>		
The company has filed appeal in respect of the same.	32.72	32.72
Note : Future cash outflows in respect of the above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities.		
The Company believes the probability of the assessments in accordance with Ind AS 12 in these cases is nil, accordingly no provision is made in books of accounts		



# Annual Report 2022-23

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

₹ in lakhs

### 27 OTHER INCOME

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Interest income earned on financial assets that are not designated as at fair value through profit or loss:</b>		
Interest on Loans/Fixed Deposit	1.52	130.68
Operating lease rental income	257.31	212.02
Interest on income tax refund	6.28	10.57
Dividend income	0.06	0.18
Net gain arising on financial assets designated as at FVTPL (Refer foot note)	20.30	19.42
Sundry receipts	0.38	0.11
Foreign Exchange Fluctuation (Net)	0.01	38.91
Expenses no longer payable written back	-	0.18
<b>TOTAL</b>	<b>285.86</b>	<b>412.07</b>

Foot note:

The amount represents a net gain on financial assets designated as at FVTPL which are measured at fair value and comprises a gain on fair valuation of ₹ 13.54 lakhs (2022 Gain : ₹ 12.10 lakhs).

### 28 EMPLOYEE BENEFITS EXPENSES

	Year ended 31st March 2023	Year ended 31st March 2022
Salaries, wages and other benefits	62.56	67.94
Contributions to provident and other funds		
Superannuation Contribution	0.28	4.91
Gratuity (L I C Contribution)	4.52	(0.52)
Contribution to Provident Fund @12%	4.51	5.11
Staff welfare expenses	0.18	0.45
<b>TOTAL</b>	<b>72.05</b>	<b>77.89</b>

### 29 FINANCE COSTS

	Year ended 31st March 2023	Year ended 31st March 2022
Interest on loan from related party (Refer to note 17, 22 and 34)	46.81	43.06
Interest on others	4.93	4.69
<b>TOTAL</b>	<b>51.74</b>	<b>47.75</b>

### 30 DEPRECIATION AND AMORTISATION EXPENSES

	Year ended 31st March 2023	Year ended 31st March 2022
Depreciation on property, plant and equipment and Investment property pertaining to continuing operations (Refer note no 3.1 and 3.2)	50.27	55.22
<b>TOTAL</b>	<b>50.27</b>	<b>55.22</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

₹ in lakhs

**31 OTHER EXPENSES**

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Operating expenses</b>		
Manning cost	0.47	3.82
Handling and transport	–	0.99
<b>Other Expenses</b>		
Power and fuel	3.22	1.60
Legal and professional expenses	27.95	10.78
Postage, telephone, telexes etc.	1.38	2.17
Rent	12.03	1.49
Insurance	1.89	1.44
Brokerage and agency fees	–	1.20
Rates and taxes	12.21	11.97
Auditors' remuneration		
For statutory audit	2.00	6.30
For other services	2.82	2.80
Directors' sitting fees	4.05	3.45
Sundry balance written - off	–	0.75
Travelling expenses (including foreign travelling)	13.18	2.53
Repairs to building	23.91	22.02
Subscriptions	5.89	6.09
Miscellaneous expenses	45.39	17.62
<b>TOTAL</b>	<b>156.39</b>	<b>97.02</b>

**32 EXCEPTIONAL ITEMS**

	Year ended 31st March 2023	Year ended 31st March 2022
Provision for Impairment in Investment of Wholly Owned Subsidiary (refer foot note) (refer note no. 4)	–	9,549.59
<b>TOTAL</b>	<b>–</b>	<b>9,549.59</b>

**Note:**

- In the previous year, the Company's wholly owned subsidiary viz, Chowgule Steamships Overseas Limited (CSOL) has sold all the vessels and closed its step down subsidiaries. CSOL does not have revenue generating ability and has huge accumulated losses. Therefore, its financial statements have not been prepared on a going concern basis. Considering the fact, Chowgule Steamships Limited is not likely to recover its investments from its wholly owned subsidiary, a provision has been made for impairment of the said investments in these financial statements.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 33 EMPLOYEE BENEFIT PLANS

#### a) Defined Contribution plans

##### Provident Fund :

The Company makes contributions to Provident Fund which is defined contribution plan for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The fund is administered by the Trustees. The contributions payable by the Company are at rates specified in the rules of the schemes. The Company has recognised amount in the statement of profit and loss under the head "Employee Benefit Expenses" as mentioned in the following table.

##### Superannuation Fund :

All eligible employees are entitled to benefits under superannuation, a defined contribution plan. The company makes yearly contribution until retirement or resignation of the employee. The company recognises such contributions an expense. The Company has no further obligation beyond yearly contribution.

The Company has recognised the following amounts in the Statement of Profit and Loss as contribution under defined contribution plans

	2022-23	2021-22
i) Provident fund	4.51	5.11
ii) Superannuation fund	0.28	4.91

(₹ in lakhs)

#### b) Defined benefit plan

The Company makes annual contributions to the Chowgule Steamships Limited Shore Employees Gratuity Fund (Income tax approved irrevocable trust), which in-turn, has taken group gratuity cum Life assurance scheme of the Life Insurance Corporation of India, which is a funded defined benefit plan for qualifying employees. This scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per the Company's gratuity scheme. Vesting occurs upon completion of five years of service.

The Company offers its employees defined benefit plan in the form of a gratuity scheme (a lump sum amount). For gratuity scheme the Company contributes funds to Gratuity Trust, which is irrevocable. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. These plans typically expose the Company to actuarial risk such as: investment risk, interest rate risk, longevity risk and salary risk

##### Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

##### Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially off set by an increase in the plan assets.

##### Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.

##### Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal actuarial assumptions are as follows:

	2022-23	2021-22
i) Discount rate at 31st March	7.19%	7.24%
ii) Rate of increase in compensation	5.00% p.a.	5.00% p.a.
iii) Attrition rate	0.50% p.a.	0.50% p.a.
vi) Mortality table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Foot notes:

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimate of future salary increase considered, takes into account the inflation, seniority, promotion, increments and other relevant factors, such as supply and demand in the employment market.
- The fair value of the plan assets are based on the LIC Fund balance position as at the Balance Sheet date. The composition and the categories of plan assets are unavailable with the Company.
- The expected rate of return on plan assets is based on the average long-term rate of return expected on investment of funds during the estimated term of obligation.

### Amounts recognised in statement of profit and loss in respect of these defined benefits plans are as follows:

	2022-23	2021-22
	(₹ in lakhs)	
<b>Service Cost</b>		
Current Service Cost	1.78	1.88
Past Service Cost and (gain) / loss from settlements	–	–
Adjustment to opening balance	–	–
Net Interest expense	0.38	(0.03)
<b>Components of defined benefit costs recognised in the Statement of profit and loss</b>	<b>2.16</b>	<b>1.85</b>
<b>Remeasurement on the net defined benefit liability :</b>		
Return on the plan assets (excluding amount included in net interest expenses)	1.33	1.56
Actuarial (Gains)/losses arising from changes in demographic assumptions	–	–
Actuarial (Gains)/losses arising from changes in financial assumptions	–	(0.88)
Actuarial (Gains)/losses arising from experience adjustments	–	(0.80)
Others (describe)	–	–
Adjustments for restrictions on the defined benefit asset	–	–
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.32</b>	<b>(0.12)</b>
<b>Total</b>	<b>3.49</b>	<b>1.73</b>

The current service cost and the net interest expense for the year are included in the "Employee benefits expense" line item in the statement of profit and loss. The remeasurement of the net defined liability is included in other comprehensive income.

### The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plan is as follows :

	2022-23	2021-22
	(₹ in lakhs)	
Present value of funded defined benefit obligations	17.66	23.67
Fair value of plan assets	13.98	22.44
Funded status [ Deficit/(Surplus) ]	3.68	1.23
Restrictions on assets recognised	–	–
<b>Net liability arising from defined benefit obligation</b>	<b>3.68</b>	<b>1.23</b>

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## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### Movements in the present value of the defined benefit obligations are as follows:

(₹ in lakhs)

	2022-23	2021-22
Opening defined benefit obligations	24.58	22.86
Current service cost	1.78	1.88
Interest Cost	1.71	1.52
Remeasurement (gains)/loss:		
Actuarial (Gains)/losses arising from changes in demographic assumptions	–	–
Actuarial (Gains)/losses arising from changes in financial assumptions	–	(0.88)
Actuarial (Gains)/losses arising from experience adjustments	–	(0.80)
Benefits paid	–	–
Closing defined benefit obligation	28.07	24.58

### Movements in fair value of the plan assets are as follows:

	2022-23	2021-22
Opening fair value of plan assets	22.44	20.93
Adjustment to opening fair value of plan asset	2.38	1.42
Interest income	1.33	1.56
Remeasurement gain/(loss):		
Return on plan assets (excluding amounts included in net interest expenses)	(1.33)	(1.56)
Contribution from the employer	0.09	0.09
Benefits paid	–	–
Closing defined benefit obligation	24.91	22.44

### Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in lakhs)

		Present Value of Obligation (PVO)	
		2022-23	2021-22
Discount rate (DR)	PVO DR + 1%	16.61	23.40
	PVO DR - 1%	18.83	26.28
Expected Salary escalation rate	PVO ER + 1%	18.84	26.29
	PVO ER - 1%	16.59	23.00

### Expected payout

Year	Expected outgo first	Expected outgo second	Expected outgo third	Expected outgo fourth	Expected outgo fifth	Expected outgo six to tenth
PVO payouts (₹ in lakhs)	0.14	0.16	9.61	0.08	0.09	7.32

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

Experience adjustments	(₹ in lakhs)				
	2018-19	2019-20	2020-21	2021-22	2022-23
Present value of the obligation	190.17	21.05	22.85	23.68	17.66
Fair value of the plan assets	175.41	13.05	20.93	22.44	13.98
Surplus/(Deficit)	(14.75)	(8.00)	(1.92)	(1.23)	(3.68)

### 34 RELATED PARTY DISCLOSURES

Related party disclosures, as required by Ind AS 24 "Related Party Disclosures" are given below

#### I List of Related Parties (as identified and certified by the Management)

##### a. Substantial Investor

Name of the Company	Country of Incorporation	% Holding	
		31st March, 2023	31st March, 2022
Chowgule and Company Private Limited	India	48.06%	48.06%

##### b. Subsidiaries:

Name of the Company	Country of Incorporation	% Holding	
		31st March, 2023	31st March, 2022
Chowgule Steamships Overseas Limited (CSOL)	Guernsey	100%	100%

##### c. Key Managerial Personnel:

Mr. Jitendra Patil (till 24.05.2022)	: Company Secretary
Ms. Rinky Gupta (from 05.08.2022)	: Company Secretary
Mr. Vikram Deshpande (from 25.08.2022)	: General Manager and Chief Financial Officer

##### d. Relatives of Key Management Personnel (with whom the Company has transactions)

None

##### e. Entities in which Directors are able to exercise significant control:

- a. Chowgule ABP Coatings (India) Private Limited
- b. Keltech Energies Limited
- c. Chowgule Construction Technologies Private Limited
- d. Chowgule Construction Chemicals Private Limited
- e. Kolhapur Oxygen and Acetylene Private Limited
- f. Angre Port Private Limited
- g. Chowgule Shipbuilding Private Limited
- h. Chowgule Industries Private Limited

##### f. Other - Related Parties

Mr. Vijay Chowgule - Non-Executive Director - upto 25.08.2022 thereafter Whole Time Director  
 Mr. Ramesh Chowgule - Non-Executive Director  
 Dr. Rohini Chowgule - Non-Executive Director  
 Mr. Mangesh Sawant - Independent Director (Appointed on 25.08.2022)  
 Mr. Amit Khandelwal - Independent Director  
 Mr. Sadashiv Shet - Independent Director (Deceased on 22.03.2023)

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## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### II Related Party Transactions:

(₹ in lakhs)

Nature of Transaction	Subsidiary Companies		Enterprises over which Key Management Personnel exercise significant control		Enterprises over which Directors/Relative of Directors/Key Management Personnel/Relative of Key Management Personnel exercise significant influence		Total	
	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022
<b>Transactions during the year</b>								
Angre Port Private Limited								
Lease Rent	–	–	35.46	–	–	–	35.46	–
Lease rent Deposit	–	–	22.96	–	–	–	22.96	–
Loan Given /(Refund of loan)	–	–	(200.00)	1,500.00	–	–	(200.00)	1,500.00
<b>Interest Income</b>								
Chowgule Steamship Overseas Limited	–	130.68	–	–	–	–	–	130.68
<b>Reimbursement of Expenses</b>								
Chowgule Industries Private Limited	–	–	–	–	–	0.28	–	0.28
<b>Investment in Subsidiaries as on 31.03.2023</b>								
Chowgule Steamships Overseas Limited	9,549.59	9,549.59	–	–	–	–	–	9,549.59
Less : Provision for impairment in value of investment	(9,549.59)	(9,549.59)	–	–	–	–	–	(9,549.59)
<b>Outstanding Balances as on 31.03.2023</b>								
Angre Port Private Limited								
Loans	–	–	1,300.00	1,500.00	–	–	1,300.00	1,500.00
Lease Rent	–	–	7.65	–	–	–	7.65	–
Lease Rent Deposit	–	–	22.96	–	–	–	22.96	–
<b>Trade and Other Payables</b>								
Chowgule and Company Private Limited	–	–	666.54	666.54	–	–	666.54	666.54

### III Compensation to key management personnel

The remuneration of key management personnel during the year was as follows :

(₹ in lakhs)

	31st March, 2023	31st March, 2022
Short-term employee benefits	13.69	1.88
Post employment benefits (refer note 33)	–	–
Termination benefits	–	–
Share-based payments	–	–
<b>Total Compensation paid to Key Management Personnel</b>	<b>13.69</b>	<b>1.88</b>

### IV Sitting fees paid to Non Executive Directors

Director Sitting fees	4.05	3.45
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### 35 SEGMENT REPORTING

The Company treats 'Shipping' as single reportable segment. All other activities of the company revolve around its main business. Therefore there are no separate reportable segment. Given the nature of the business there are no geographic segments.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 36 AS PER IND AS 33 ON 'EARNINGS PER SHARE' (BASIC AND DILUTED), THE EARNING PER SHARE OF THE COMPANY IS AS UNDER

	2022-23	2021-22
a. Profit/(Loss) for the year (₹ in lakhs)	35.40	(9,328.08)
b. Weighted average number of equity shares outstanding during the financial year (in nos.)	36,308,425	36,308,425
c. Basic and diluted earnings per equity share (for continuing operation) (in ₹)	0.10	(25.69)
d. Basic and diluted earnings per equity share (for discontinued operation) (in ₹)	–	–
e. Basic and diluted earnings per equity share (for continuing and discontinued operation) (in ₹)	0.10	(25.69)

### 37 FINANCIAL INSTRUMENTS

#### 37.1 Capital Management

The company manages its capital to ensure that the company will be able to continue as a going concern while maximising the return to stakeholder through the optimisation of the debt and equity balance.

The capital structure of the company consists of net debt (borrowings and off set by cash and bank balance) and total equity of the company.

The Company's Board of directors review the capital structure of the company on an annual basis. As part of the review, the audit committee considers the cost of capital and the risks associated with each class of capital. The gearing ratio at March 31, 2023 is 0 (2022: 0) (see below).

#### 37.1.1 Gearing Ratio

The gearing ratio at the end of the reporting period was as follows:

	As at 31st March 2023	As at 31st March 2022
Debt (Refer Foot note (i) Below)	–	–
Cash and Bank balances	(2.69)	(10.86)
Net debt	(2.69)	(10.86)
Equity (Refer Foot note (ii) Below)	3,583.38	3,547.98
Net debt to equity ratio	–	–

Notes:

- (i) Debt is defined as Long-term borrowings and Non-Current maturities of long term borrowings  
(ii) Equity is defined as Equity Share Capital and Other Equity (Refer to note no 15 and 16)

#### 37.2 Categories of financial instruments

	As at 31st March, 2023	As at 31st March, 2022
<b>Financial Assets</b>		
<b>Measured at Amortised cost</b>		
(a) Cash and bank balances	2.69	10.86
(b) Other financial assets at amortised cost		
(i) Other financial assets	296.60	10.45
(ii) Other loans/deposits	2,554.88	2,750.00
(iii) Trade receivables	18.59	3.24
<b>Measured at fair value through profit or loss</b>		
(a) Investments	687.98	666.98
<b>TOTAL</b>	<b>3,560.74</b>	<b>3,441.53</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

	As at 31st March, 2023	As at 31st March, 2022
<b>Financial Liabilities</b>		
<b>Measured at Amortised cost</b>		
(i) Other Financial liabilities	706.84	632.13
(ii) Borrowings	–	–
(iii) Trade Payables	6.43	3.06
<b>TOTAL</b>	<b>713.27</b>	<b>635.19</b>

The above excludes investment in subsidiary.

In respect of financial instruments, measured at amortised cost, the fair value approximates the amortised cost.

### 37.3 Financial Risk Management Objectives

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that generates directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. It is the Company's policy that no trading in derivatives for speculative purposes is undertaken.

### 37.4 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Financial instruments affected by market risk include loans and borrowings, deposits, trade and other receivables and investments.

### 37.5 Foreign currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities and lendings when transactions are denominated in a different currency from the Company's functional currency.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. The Company's policy is not to hedge transactions and to buy and sell currency at spot rate where applicable. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	2022-23		2021-22	
	(₹ in lakhs)	USD in Million	(₹ in lakhs)	USD in Million
<b>Other current assets</b>	–	–	–	–
Other financial assets (Including interest)	–	–	–	–
Cash and cash equivalents	–	#	0.15	#

Note : USD = US Dollar

# Value less than USD 10,000

### Sensitivity analysis

The Group has not disclosed foreign currency sensitivity analysis. Since the exposure is not significant.

### 37.6 Interest risk

Interest risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of the changes in the market rate risk, the Company performs a comprehensive corporate interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

The Company's exposure to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 37.7 Price risk

The Company is affected by the price volatility. The Company's operating activities comprise of employment of ships on time charter contracts. Due to the cyclical nature of shipping industry, the revenue from shipping operations are subjected to price risk. To mitigate the impact of price risk the Company adopts mixture of short, medium and long term employment contract for its fleet.

### 37.8 Credit risk management

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers taking into account the financial conditions, current economic trends and analysis of historical bad debts and ageing of accounts receivable.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date on initial recognition. Financial assets are written off when there is no reasonable expectation of recovery. When loans or receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in statement of profit and loss. The Companies operations involves employment of the vessels on time charter contracts where receivables are collected periodically in advance and therefore credit risk is minimal.

### 37.9 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term, medium - term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### 37.9.1 Expected maturity for non-derivative financial liability

The following table details the company's remaining contractual maturity for the non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the company may be required to pay. The table includes both interest and principal cash flows.

	₹ in lakhs					
	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	Carrying Amount
<b>March 31, 2023</b>						
<b>Non-interest bearing</b>						
Trade payables		6.43	–	–	6.43	6.43
Other financial liabilities		22.96	–	–	22.96	22.96
Security deposit				1.00	1.00	1.00
<b>Fixed interest rate instruments</b>						
Payable on purchase of property, plant and equipment	8.70%	66.54	600.00	–	666.54	584.91
Security deposit	5.30%	99.36	–	–	99.36	95.36
Security deposit	5.40%	–	–	10.00	10.00	2.60

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

						₹ in lakhs
	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	Carrying Amount
<b>March 31, 2022</b>						
<b>Non-interest bearing</b>						
Trade payables		3.06	–	–	3.06	3.06
Security deposit		–	–	1.00	1.00	1.00
<b>Fixed interest rate instruments</b>						
Payable on purchase of property, plant and equipment	8.70%	–	666.54	–	666.54	538.10
Security deposit	5.30%	–	99.36	–	99.36	90.56
Security deposit	5.40%	–	–	10.00	10.00	2.47
<b>Borrowings</b>						
Other financial liabilities	5.30%	4.81	–	–	4.81	4.81

### 37.9.2 Expected maturity for non-derivative financial assets

The following table details the company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial asset is necessary in order to understand the company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

						₹ in lakhs
	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	Carrying Amount
<b>March 31, 2023</b>						
<b>Non-interest bearing</b>						
Other financial assets		296.60	–	–	296.60	296.60
Investments		687.98	–	–	687.98	687.98
Cash and Bank balance		2.69	–	–	2.69	2.69
Trade receivable		18.59	–	–	18.59	18.59
<b>Fixed interest rate instruments</b>						
Financial Assets - Deposits with Others	7.00%	–	1,254.88	–	1,254.88	1,254.88
Financial Assets - Loan to Related Parties	7.00%	–	1,300.00	–	1,300.00	1,300.00
<b>March 31, 2022</b>						
	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	Carrying Amount
<b>Non-interest bearing</b>						
Other financial assets		10.45	–	–	10.45	10.45
Investments		666.98	–	–	666.98	666.98
Cash and Bank balance		10.86	–	–	10.86	10.86
Trade receivable		3.24	–	–	3.24	3.24
<b>Fixed interest rate instruments</b>						
Financial Assets - Deposit with others	7.00%	1,250.00	–	–	1,250.00	1,250.00
Financial Assets - Loan to Related Parties	7.00%	1,500.00	–	–	1,500.00	1,500.00

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

The amount included above for variable interest instruments for both non-derivatives financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

The Company does not enjoy working capital facility. The Company expects to meet its obligations from operating cash flows and proceeds of maturing financial assets.

### 37.9.3 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Companies financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at **31st March 2023**

₹ in lakhs

	Fair value measurement using			Total
	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial Assets</b>				
<b>Measured at Amortised cost</b>				
(a) Cash and bank balances	–	–	2.69	2.69
(b) Other financial assets at amortised cost				
(i) Other Financial assets	–	–	296.60	296.60
(ii) Other deposits/loans	–	–	2,554.88	2,554.88
<b>Measured at fair value through profit or loss</b>				
(a) Investments in equity shares (quoted)	8.53	–	–	8.53
(b) Investments in mutual funds (unquoted)	679.45	–	–	679.45
<b>Financial Liabilities</b>				
<b>Financial Liabilities held at amortised cost:</b>				
(i) Other Financial liabilities	–	–	706.84	706.84
(ii) Trade Payables	–	–	6.43	6.43

There have been no transfers amount Level 1, Level 2 and Level 3 during the year.

The following table provides the fair value measurement hierarchy of the Companies financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at **31st March 2022:**

₹ in lakhs

	Fair value measurement using			Total
	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial Assets</b>				
<b>Measured at Amortised cost</b>				
(a) Cash and bank balances	–	–	10.86	10.86
(b) Other financial assets at amortised cost				
(i) Other Financial assets	–	–	10.45	10.45
(ii) Other deposits/loans	–	–	2,750.00	2,750.00
<b>Measured at fair value through profit or loss</b>				
(a) Investments in equity shares (quoted)	7.13	–	–	7.13
(b) Investments in mutual funds (unquoted)	659.85	–	–	659.85
<b>Financial Liabilities</b>				
<b>Financial Liabilities held at amortised cost:</b>				
(ii) Other Financial liabilities	–	–	632.13	632.13
(iii) Trade Payables	–	–	3.06	3.06

There have been no transfers of amount between Level 1, Level 2 and Level 3 during the year.

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## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 38 RATIO ANALYSIS

Particulars	Numerator	Denominator	As at 31st March 2023	As at 31st March 2022	Variance	Remarks
Current Ratio	Current Assets	Current Liabilities	8.92	17.75	-49.73%	refer foot note 1
Debt-Equity Ratio	Total Debt	Shareholder's Equity	Not Applicable	Not Applicable	Not Applicable	
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	Not Applicable	Not Applicable	Not Applicable	
Return on Equity	Net Profits after taxes	Average Shareholder's Equity	0.00	-0.28	0.28	refer foot note 2
Inventory Turnover Ratio	Sales	Average Inventory	Not Applicable	Not Applicable	Not Applicable	
Trade Receivable Turnover Ratio	Net Credit Sales	Average Accounts Receivable	Not Applicable	Not Applicable	Not Applicable	
Trade Payable Turnover Ratio	Purchases of services and other expenses	Average Accounts Payables	Not Applicable	Not Applicable	Not Applicable	
Net Capital Turnover Ratio	Revenue	Working Capital	Not Applicable	Not Applicable	Not Applicable	
Net Profit Ratio	Net Profit	Net Sales	Not Applicable	Not Applicable	Not Applicable	
Return on Capital Employed	Earnings Before Interest and Taxes	Capital Employed	0.03	2.67	-264.03%	refer foot note 2
Return on Investment		(Opening Investment + Closing Investment)/2	0.00	0.00	0.00%	

1) Refund of loan from wholly owned subsidiary has resulted in improvement in current ratio.

2) Provision for impairment in value of investment has adverse impact on ratio.

### 39 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company has not incurred any expenditure towards Corporate Social Responsibility, as the provision of section 135 of the Companies Act, 2013 is not applicable to the Company.

### 40 DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Details of loans given, Investments made, Guarantee and Security provided and outstanding, covered under section 186 of the Companies Act, 2013

(₹ in Lakhs)

Name of the Company	Particulars of the Transactions	Purpose	31-03-23	31-03-22
Angre Port Private Limited	Loan granted	General Corporate Purpose	1,300.00	1,500.00
Dolphin Investment Limited	Loan granted	General Corporate Purpose	1,250.00	1,250.00
<b>Total</b>			<b>2,550.00</b>	<b>2,750.00</b>

- 41 i) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ii) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- 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,

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

### 42 BENAMI PROPERTY

There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions Prohibition Act, 1988 and the rules made thereunder.

### 43 WILFUL DEFAULTER

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender

### 44 STRUCK OFF COMPANIES

The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

### 45 REGISTRATION OF CHARGES

The Company has certain open charges against the loans which have been repaid in the previous years. The necessary compliances with respect to release of charge from bankers and corresponding updation with ROC is in process.

### 46 LAYERS

The Company has complied with the number of the layers prescribed under clause 87 of the section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

### 47 SCHEME OF ARRANGEMENTS

There is no scheme of Arrangements approved for the company in terms of section 230 to 237 of the Companies Act, 2013.

### 48 INTERMEDIARY

**48.1** The Company has not advanced or loaned or invested any funds through the intermediary for the ultimate beneficiary.

**48.2** The Company has not received any fund to be advanced or loaned or invested for advancing or lending or investing as an intermediary for the ultimate beneficiary.

### 49 UNDISCLOSED INCOME

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year.

### 50 CRYPTO CURRENCY

The Company has neither traded nor invested in crypto currency or virtual currency during the financial year.

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In terms of our report attached

For **M. N. Choksi & Co. LLP**

Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**

Partner  
Membership No. 041224  
UDIN: 23041224BGSUJZC9483

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA**

(PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE**

(PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors

**VIJAY CHOWGULE**

(DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT**

(DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

# Annual Report 2022-23

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF CHOWGULE STEAMSHIPS LIMITED

#### INTRODUCTION – REPORT ON CONSOLIDATED INDAS FINANCIAL STATEMENTS -

#### OPINION

We have audited the accompanying Consolidated IndAS financial statements of **Chowgule Steamships Limited** (“the Holding Company”) and its subsidiary (the Holding Company and the Subsidiary together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at **31-Mar-2023**, and the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the year then ended, and notes to Consolidated IndAS financial statements, including a summary of significant 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 Consolidated IndAS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at **31-Mar-2023**, and Consolidated Loss, Consolidated changes in equity and its Consolidated cash flows 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated IndAS financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated IndAS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

The net worth of the group as at 31-Mar-2023 is negative. The group has sold all its operational assets in its subsidiaries. Further the financial statements of the subsidiary are prepared on the liquidation basis on account of huge accumulated losses and Management’s intention to liquidate the subsidiary. These factors indicate the existence of material uncertainty which may cause significant doubt on the group’s ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated IndAS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated IndAS 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 section of this report, we have determined the matters described below to be the key audit matters to be communicated in our report.

S No	Key Audit Matter	Auditor’s Response
1	<p><b>Transactions with Related Parties</b></p> <p>The Group in its course of operations has entered into several transactions with related parties.</p> <p>The identification of these related parties, transactions entered into with them and the determination of arm’s length price involves significant judgement and estimates.</p> <p>Refer Note 34 forming part of Consolidated IndAS financial statements</p>	<p><b>Principal Audit Approach</b></p> <p>Our Audit approach included the following-</p> <ul style="list-style-type: none"><li>• Confirming the regulatory requirements for the identification of related parties and reporting of transactions with these related parties.</li><li>• Evaluation and testing of the design of internal controls and the secretarial process followed for identification of related parties, transactions with them.</li><li>• Evaluation management judgements regarding determination of arm’s length price for transactions with related parties.</li><li>• Review of relevant agreements/contracts, evaluate the business rationale for the related party transaction and evaluating whether such evidence is consistent with management’s explanations.</li></ul>

S No	Key Audit Matter	Auditor's Response
2	<p><b>Evaluation of uncertain tax positions</b></p> <p>The Group has uncertain tax positions including matters under long litigations</p> <p>Refer Note 26 forming part of Consolidated IndAS financial statements</p>	<p><b>Principal Audit Approach</b></p> <p>Our Audit approach included the following-</p> <ul style="list-style-type: none"> <li>• Obtained the status of all the direct and indirect tax litigations including pending assessments and demands from the company.</li> <li>• Analyzed the managements underlying assumptions in estimating the tax provisions and the possible outcome of the disputes.</li> </ul>

### **INFORMATION OTHER THAN THE CONSOLIDATED INDAS 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 the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated IndAS financial statements and our Auditor's Report thereon. The Directors report including it's annexures and corporate governance and shareholders information is expected to be made available to us after the date of this Auditors Report.

Our opinion on the Consolidated IndAS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated IndAS 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 IndAS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED INDAS FINANCIAL STATEMENTS -**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated IndAS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated Changes in Equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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 IndAS 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 Consolidated IndAS financial statements by the directors of the Holding Company, as aforesaid.

In preparing the Consolidated IndAS financial statements, management is 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 management either intends to liquidate the respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED INDAS FINANCIAL STATEMENTS**

Our responsibility is to express an opinion on these Consolidated IndAS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Consolidated IndAS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated IndAS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated IndAS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated IndAS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the Consolidated IndAS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Group's Directors, as well as evaluating the overall presentation of the Consolidated IndAS financial statements.



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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated IndAS financial statements.

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

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

- Identify and assess the risks of material misstatement of the Consolidated IndAS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 Consolidated IndAS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated IndAS financial statements, including the disclosures, and whether the Consolidated IndAS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated IndAS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Materiality is the magnitude of misstatements in the Consolidated IndAS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated IndAS financial statements may be influenced. We consider quantitative factors in-

- planning the scope of our audit work and in evaluating the results of our work; and,
- to evaluate the effect of any identified misstatements in the Consolidated IndAS financial statements.

## OTHER MATTERS

We did not audit the financial statements of one of the subsidiary which reflect total assets of ₹ 202.00 lakhs as at 31-Mar-2023, total revenues of ₹ 11.19 lakhs, total profit/(loss) after tax of ₹ (151.27) lakhs total comprehensive income/(loss) of ₹ (151.27) lakhs and net cash outflows of ₹ (425.38) lakhs for the year then ended as considered in the Consolidated IndAS financial statements.

These financial statements of the subsidiary has been audited by other auditors whose reports have been furnished to us by the management of the holding company and our opinion on the consolidated IndAS financial statements, in so far as related to the amounts and disclosures included in respect of the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated IndAS financial statements above and our report on the 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 reports of the other auditors.



## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS –

### 1. As required by section 143(3) of the Act, we report that: -

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Group so far as appears from our examination of those books.
- (c) There being no branch of the Group Companies, this clause is not applicable.
- (d) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
- (e) In our opinion, the aforesaid Consolidated IndAS financial statements comply with the Accounting Standards specified under section 133 of The Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) In our opinion, the following matters may have an adverse effect on the functioning of the Group.
  - Note No 4 forming part of the consolidated IndAS financial statements, regarding the waiver of Interest of ₹ 192.13 (in Lakhs) on loans given, based on request received from respective borrowers, not complying with section 186(7) of the Companies Act, 2013.
  - Note No 4 forming part of the consolidated IndAS financial statements, regarding no loans granted to persons referred to in section 185 of the Companies Act, 2013 during the year, subject to our reservations on our opinion on the similar compliance with respect to outstanding balances of such loans.
  - Note No 36 forming part of the consolidated IndAS financial statements, regarding Related Party transactions in excess of the limits specified in the section 188 of the Companies Act, 2013, subject to necessary compliances.
- (g) On the basis of written representations received from the directors of the as on 31-Mar-2023, and taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31-Mar-2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
- (h) There are no such material qualifications, reservations or adverse remarks, other than those mentioned in our Report under Companies (Auditor's Report) Order 2020 attached herewith as **Annexure 'B'**.
- (i) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure 'A'**.

### 2. 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) Pending Litigations

The Group has disclosed the impact of pending litigations on its financial position in its Consolidated IndAS financial statements – Refer Note 28 forming part of the Consolidated IndAS financial statements;

#### (b) Foreseeable Losses

The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

#### (c) IEPF

As per the information and explanation given to us, no amount is required to be transferred to the Investor Education Protection Fund by the Holding company.

#### (d) Specified Bank Notes

This clause has been omitted vide notification - G.S.R. 205(E) dated 24-Mar-2021.

#### (e) Advances, Loans and Investments

- (i) The Management has represented that, to the best of its knowledge and belief, as per note no 45(i) forming part of Consolidated IndAS financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

# Annual Report 2022-23

- (ii) The Management has represented, that, to the best of its knowledge and belief, as per note no 45(ii) forming part of Consolidated IndAS financial statements, no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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;
- (iii) Based on the audit procedures that have been 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) of Rule 11(e), as provided above, contain any material misstatement.

**(f) Dividend**

As per the information and explanation given to us and based on our examination of the books of accounts, the Holding Company has not declared or paid any dividend during the year.

**(g) Audit Trail**

As per the information and explanation given to us, in respect of financial years commencing on or after 01-Apr-2023, the Group is supposed to use such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has to be operated throughout the year for all transactions recorded in the software and the audit trail feature should not be tampered with and the audit trail should be preserved by the company as per the statutory requirements for record retention. Hence reporting is not applicable for the current financial year.

**3. With respect to the matter to be included in the Auditor's Report under Sec 197(16) of the Companies Act, 2013.**

In our opinion and according to the information and explanations given to us, the remuneration paid by the Group to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 read with Schedule V of the Act.

- 4.** In our opinion, as required by the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as "the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, and on the basis of such checks of the books and documents of the company as we considered appropriate, and according to the information and explanations given to us during the course of our Audit, we give in the **Annexure 'B'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Group.

For **M. N. Choksi & Co. LLP**

**Chartered Accountants**

FRN 101899W/W100812

**CA M. N. Choksi**

**Designated Partner**

Membership Number 041224

UDIN: 23041224BGSUZD6788

Place: Thane

Dated: 12-May-2023

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITORS REPORT**

**(REFERRED TO IN PARAGRAPH 1(I) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT OF OUR REPORT OF EVEN DATE)**

### **REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

#### **Consolidated Financial Statements**

#### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We were engaged to audit the internal financial controls over financial reporting of **Chowgule Steamships Limited** ("the Holding Company") as of **31-Mar-2023** in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date, which include the financial statements of a subsidiary company which have been audited by other auditors whose reports have been furnished to us by the management of the holding company and our opinion in so far as relates to the said subsidiaries is based solely on the reports of the other auditors.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Holding company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **AUDITORS' RESPONSIBILITY**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated 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 Holding Company's internal financial controls system over financial reporting.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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.

# Annual Report 2022-23

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

## **OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company has, **except for strengthening of process of financial closure at the year end**, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31-Mar-2023**, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M. N. Choksi & Co. LLP**

**Chartered Accountants**

FRN 101899W/W100812

**CA M. N. Choksi**

**Designated Partner**

Membership Number 041224

UDIN: 23041224BGSUZD6788

Place: Thane

Dated: 12-May-2023

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## **ANNEXURE 'B' TO THE INDEPENDENT AUDITORS REPORT**

**(REFERRED TO IN PARAGRAPH 4 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENT OF OUR REPORT OF EVEN DATE)**

### **REPORT UNDER COMPANIES (AUDITORS' REPORT) ORDER, 2020**

To the members of

**Chowgule Steamships Limited**

**on the Consolidated Financial Statements for the year ended 31-Mar-2023.**

#### **(i) Property, Plant and Equipment and Intangible Assets :-**

##### **(a) Records**

(A) According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Holding Company does not have any intangible assets.

##### **(b) Physical Verification**

1. The Property, Plant and Equipment have been physically verified during the year by the management in accordance with a regular programme of verification, which in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals.

2. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

##### **(c) Immovable Properties**

According to the information and explanations given to us and on the basis of the records examined by us and based on the examination of the registered sale deeds/transfer deeds / conveyance deeds provided to us, we report that, the title deeds, comprising of all the immovable properties of land and buildings which are freehold (other than properties where the Holding Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Holding Company.



**(d) Revaluation**

1. According to the information and explanations given to us and on the basis of records examined by us, the Holding Company has not revalued any of its Property, Plant and Equipment (including right-of-use of asset).
2. The Holding Company does not have any intangible assets hence there is no question of their revaluation.

**(e) Benami Property**

According to the information and explanations given to us and on the basis of records examined by us, no proceedings have been initiated during the year or are pending against the Holding Company as at **31-Mar-2023** for holding any benami property under the Prohibition of Benami Transactions Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

**(ii) Inventory:-**

According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company does not have any inventory and hence reporting under clause (3)(ii)(a) and (b) of the Order is not applicable.

**(iii) Loans, Investments, Guarantees, Security : -**

According to the information and explanations given to us and based on the records examined by us the Holding Company has not made investment in, provided any guarantee or security to companies, firms, limited liability partnerships and other parties.

According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships and other parties.

- (a) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates and others is as follows –

	Guarantees	Securities	Loans ₹ in Lakhs	Advances
<b>Aggregate Amounts</b>				
1. Subsidiaries				
2. Joint Venture				
3. Associate			1500	
4. Others			1258	
<b>Balance Outstanding</b>				
1. Subsidiaries				
2. Joint Venture				
3. Associate			1300	
4. Others			1257	

- (b) According to the information and explanations given to us and on the basis of the records examined by us, and in our opinion, the Holding Company has not made investments, provided any guarantee or security to companies, firms, limited liability partnerships and other parties, hence reporting under clause 3(iii)(b), is not applicable to that extent.

According to the information and explanations given to us and on the basis of the records examined by us, the loans and advances so granted are repayable on demand and interest bearing, however no specific terms and conditions of repayment of principal and interest have been specified. As per the note no 4 forming part of the standalone financial statements the interest to the extent of ₹ 192.13 lakhs (Previous Year ₹ 56.23 lakhs) has been waived during the year, based on request received from respective borrowers, not complying with section 186(7).

- (c) In respect of the loans and advances in the nature of loans granted, according to the information and explanations given to us and on the basis of the records examined by us, the schedule of repayment of principal and payment of interest has not been stipulated. The interest for the year has been waived. Since the schedule of repayment of principal and payment of interest has not been stipulated, we are unable to comment on the regularity of the repayments of the principal amount and the interest thereof.
- (d) According to the information and explanations given to us and on the basis of the records examined by us, in the absence of specific terms and conditions of repayment of principal we are unable to give our opinion on whether the loans so granted are overdue for more than ninety days.
- (e) According to the information and explanations given to us and on the basis of the records examined by us, in the absence of specific terms and conditions of repayment of principal we are unable to give our opinion on whether the loans have been renewed or extended or fresh loans granted to settle the overdue of existing loans of the same parties.

# Annual Report 2022-23

- (f) According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has granted loans or advances in the nature of loans that are either repayable on demand and without specifying any terms or period of repayment, referred to in Note No 4 forming part of the Consolidated financial statements -

S No	Type of Borrower	Outstanding ₹ in Lakhs	% to Total Loans and Advances
	<b>Total Loans ₹</b>	<b>2557</b>	<b>100%</b>
1	Promoters	0	0%
2	Directors	0	0%
3	Key Managerial Personnel (KMP)	0	0%
4	Related Parties	1300	51%
5	Others	1257	49%

## (iv) Loans, Investments, Guarantees and Securities:-

According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has not made Investments or provided Guarantees and Security under the provisions of Section 185 and 186 of The Companies Act, 2013 and hence reporting under Clause 3 (iv) is not applicable to that extent.

According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has granted Loans under contravention of the provisions of Section 185 and 186 of The Companies Act, 2013 as per the following details -

- During the year the company has not granted any loan under section 185 of the Companies Act, 2013, however we are unable to give our opinion in respect of the similar compliance in respect of the outstanding balances of such loans.
- Interest on the loans granted has been waived during the year, as per note no 4 forming part of the consolidated financial statements, not complying with the provisions of section 186(7) of the Companies Act, 2013.

## (v) Deposits:-

The Holding Company has not accepted any deposits or amounts which are deemed to be deposits as per the provisions of the Companies Act, 2013, hence reporting under clause 3(v) is not applicable.

## (vi) Cost Records:-

To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, in respect of the business activities carried out by the Holding Company. Hence reporting under 3(vi) of the Order is not applicable to the Holding Company.

## (vii) Statutory Dues: -

- (a) According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has generally been regular in depositing undisputed statutory dues, including Goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, applicable to it, with the appropriate authorities.

There were no arrears of such Statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of the records examined by us, there are no disputed statutory dues as mentioned in clause 3(vii)(a), which have not been deposited on account of disputes as on the last day of the financial period, except those specified below less amount paid under protest, as per Note No 28 forming part of Consolidated financial statements: -

S No.	Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount in dispute (₹ in Lakhs)	Amount Unpaid (₹ in Lakhs)
1	Sales Tax, Tamil Nadu	Sales Tax	High Court	F Y 1995-96	*237	190

\* ₹ 47.40 Lakhs paid as deposit

## (viii) Unrecorded Income:-

According to the information and explanations given to us, the Holding Company did not have any 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.



**(ix) Repayment:-**

According to the information and explanations given to us and on the basis of the records examined by us, the Holding Company has not obtained loans or borrowings from any lender and hence question of default in repayment of its dues or in payment of interest thereon does not arise. Accordingly, the clause 3 (ix) of the order is not applicable.

**(x) IPO/FPO/Preferential Allotment/Private Placement: -**

According to the information and explanations given to us, the Holding Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the clause 3 (x) of the Order is not applicable.

**(xi) Fraud :-**

- (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Holding Company and no material fraud on the Holding Company has been noticed or reported during the year.
- (b) We, the auditors of the Holding Company, have not filed any report with the Central Government under section 143 (12) of the Companies Act, 2013 in the ADT-4 Form as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014.
- (c) As represented to us, by the management, the Holding Company has not received any whistle-blower complaint during the year and upto the date of this report.

**(xii) Nidhi Holding Company :-**

In our opinion, and according to the information and explanations provided to us, the Holding Company is not a Nidhi Holding Company hence this clause 3 (xii) of the Order is not applicable.

**(xiii) Related Parties :-**

In our opinion and according to the information and explanations provided to us, the Holding Company is in compliance with section 177 of the Companies Act, 2013.

According to the information and explanations provided to us and on the basis of our records examined by us, in our opinion the company has entered into transactions beyond the limits specified under section 188 of the Companies Act, 2013, subject to necessary compliances.

The details of the related party transactions have been disclosed in the consolidated financial statements as note no 36 forming part of the consolidated financial statements.

**(xiv) Internal Audit : -**

- (a) The Holding Company has an internal audit system commensurate with the size and nature of its business, however there is a need to increase the scope of the coverage and to setup a process for prompt implementation of the recommendations thereof.
- (b) The reports of the Internal Auditors for the period under audit were considered in determining the nature, timing and extent of our audit procedures.

**(xv) Non Cash Transactions: -**

According to the information and explanations provided to us and on the basis of the records examined by us, the Holding Company has not entered into any non - cash transactions with its directors or persons connected with them, as provided in the section 192 of the Companies Act, 2013.

**(xvi) RBI Registration/NBFC/CIC: -**

- (a) According to the information and explanations provided to us and on the basis of the records examined by us, the Holding Company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a) is not applicable to the Holding Company.
- (b) According to the information and explanations provided to us and on the basis of the records examined by us, the Holding Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Hence reporting under clause 3(xvi)(a) is not applicable to the Holding Company.
- (c) According to the information and explanations provided to us and on the basis of the records examined by us, the Holding Company is not a core investment Holding Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence reporting under clause 3(xvi)(c) is not applicable to the Holding Company.
- (d) According to the information and explanations provided to us and on the basis of the records examined by us, in our opinion, the Holding Company is not a part of the Group having one or more core investment Holding Company (CIC). Hence reporting under clause 3(xvi)(d) is not applicable to the Holding Company.



# Annual Report 2022-23

## **(xvii) Cash Losses:-**

The Holding Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence reporting under clause 3(xvii) of the Order is not applicable

## **(xviii) Resignation by Statutory Auditors:-**

During the financial year under reporting there is a change in the auditors where the previous auditors have completed their term and new auditors have been appointed.

We have taken into consideration the issues, objections and concerns raised by the outgoing auditors.

## **(xix) Going Concern:-**

On the basis of the financial ratios disclosed in Note No 40 forming part of the consolidated financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the consolidated financial statements, and more particularly our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Holding 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 Holding Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Holding Company as and when they fall due.

**The financial statements of the Subsidiary are prepared on the basis of NOT Going Concern.**

## **(xx) Corporate Social Responsibility:-**

The provisions of the section 135 of the Companies Act, 2013 are not applicable to the Holding Company, hence reporting under clause 3(xx) of the Order is not applicable.

## **(xxi) Consolidated Financial Statements :-**

The report under the Companies (Auditor's Report) Order, 2020 has not been issued for the Subsidiary hence there are no details to be reported.

For **M. N. Choksi & Co. LLP**

**Chartered Accountants**

FRN 101899W/W100812

**CA M. N. Choksi**  
**Designated Partner**

Membership Number 041224

UDIN: 23041224BGSUZD6788

Place: Thane

Dated: 12-May-2023

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023**

		Note No.	As at 31st March 2023	₹ in lakhs As at 31st March 2022
<b>I ASSETS</b>				
<b>1 Non-current assets</b>				
(a)	Property, plant and equipment	3.1	376.83	399.79
(b)	Capital work-in-progress		—	—
(c)	Investment property	3.2	266.98	292.02
(d)	Goodwill		—	—
(e)	Other Intangible assets		—	—
(f)	Intangible assets under development		—	—
(g)	Biological assets other than bearer plants		—	—
(h)	Financial assets		—	—
i)	Investments		—	—
ii)	Trade receivables		—	—
iii)	Loans	4	2,554.88	2,750.00
iv)	Other financial assets	5	10.75	10.45
(j)	Deferred tax assets (net)		—	—
(j)	Other non-current assets	6	97.69	97.99
			<u>3,306.43</u>	<u>3,550.25</u>
<b>2 Current assets</b>				
(a)	Inventories		—	—
(b)	Financial assets		—	—
i)	Investments	7	687.98	666.98
ii)	Trade receivables	8	18.59	3.24
iii)	Cash and cash equivalents	9.1	195.17	583.71
iv)	Bank balances other than (iii) above	9.2	—	—
v)	Loans	10	1.79	—
vi)	Other financial assets	11	295.38	—
(c)	Current Tax Assets (net)	12	21.04	—
(d)	Other current assets	13	1.81	0.94
			<u>1,221.76</u>	<u>1,254.86</u>
			<u>4,528.19</u>	<u>4,805.11</u>
<b>TOTAL ASSETS</b>				
<b>II EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a)	Equity share capital	14	3,630.84	3,630.84
(b)	Other equity	15	(9,745.07)	(8,881.42)
			<u>(6,114.23)</u>	<u>(5,250.58)</u>
<b>Non - controlling interest</b>				
		16	7,399.80	6,822.64
			<u>1,285.57</u>	<u>1,572.06</u>
<b>LIABILITIES</b>				
<b>1 Non-current Liabilities</b>				
(a)	Financial liabilities		—	—
i)	Borrowings	17	—	1,413.33
ia)	Lease Liabilities		—	—
ii)	Trade payables		—	—
	Due to micro and small enterprises		—	—
	Due to others		—	—
iii)	Other financial liabilities	18	617.34	1,722.28
(b)	Provisions	19	4.57	7.84
(c)	Deferred tax liabilities (net)	20	—	—
(d)	Other non-current liabilities	21	6.63	10.71
			<u>628.54</u>	<u>3,154.16</u>
<b>2 Current liabilities</b>				
(a)	Financial liabilities		—	—
i)	Borrowings	22	1,245.12	—
ia)	Lease Liabilities		—	—
ii)	Trade payables		—	—
	Due to micro and small enterprises		—	—
	Due to others	23	6.43	3.06
iii)	Other financial liabilities	24	1,338.88	4.81
(b)	Other current liabilities	25	19.93	65.04
(c)	Provisions	26	3.72	0.51
(d)	Current tax liabilities (net)	27	—	5.47
			<u>2,614.08</u>	<u>78.89</u>
			<u>4,528.19</u>	<u>4,805.11</u>
<b>TOTAL EQUITY AND LIABILITIES</b>				

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
UDIN: 23041224BGSUZD6788  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

# Annual Report 2022-23

## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

	Note No.	Year ended 31st March, 2023	Year ended 31st March, 2022
₹ in lakhs			
<b>I. Revenue from operations</b>	29	–	3,511.66
<b>II. Other income</b>	30	297.03	3,455.77
<b>III. Total income</b>	<b>(I + II)</b>	297.03	6,967.43
<b>IV. Expenses:</b>			
Cost of materials consumed		–	–
Purchases of Stock-in-trade		–	–
Changes in inventories of Finished Goods, Work-in-progress and Stock-in-trade		–	–
Employee benefits expense	31	72.05	77.89
Finance costs	32	112.15	494.94
Depreciation and amortisation expense	33	50.27	498.63
Other expenses	34	258.45	1,249.11
<b>Total expenses</b>	<b>(IV)</b>	492.92	2,320.57
<b>V. Profit/(loss) before exceptional items and tax</b>	<b>(III-IV)</b>	(195.89)	4,646.86
<b>VI. Exceptional items</b>		–	–
<b>VII. Profit/(loss) before tax</b>	<b>(V-VI)</b>	(195.89)	4,646.86
<b>VIII. Tax expense:</b>			
Current tax		2.62	4.19
Prior year taxes		(82.61)	–
Deferred tax	20	–	(91.51)
<b>TOTAL</b>		<b>(79.99)</b>	<b>(87.32)</b>
<b>IX. Profit/(Loss) for the year from continuing operations</b>	<b>(VII-VIII)</b>	(115.90)	4,734.18
<b>X. Profit/(Loss) from discontinued operations</b>		–	–
<b>XI. Tax expense of discontinued operations</b>		–	–
<b>XII. Profit/(Loss) from discontinued operations (after tax)</b>	<b>(X-XI)</b>	–	–
<b>XIII. Profit/(Loss) from discontinued operations (after tax)</b>	<b>(X-XI)</b>	–	–
<b>XIII. Profit for the year</b>	<b>(IX+XII)</b>	(115.90)	4,734.18
<b>XIV. Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
– Remeasurement of Defined Benefit plan		–	0.08
(ii) Income tax relating to items that will not be reclassified to profit or loss		–	–
<b>TOTAL</b>		–	0.08
B (i) Items that will be reclassified to profit or loss			
– Investments carried at fair value through other comprehensive income		–	–
– Exchange differences on translation of financial statements of foreign operation		(747.75)	(290.75)
(ii) Income tax relating to items that will be reclassified to profit or loss		–	–
<b>TOTAL</b>		<b>(747.75)</b>	<b>(290.75)</b>
<b>XV. Total comprehensive income for the year (XIII+XIV) (comprising loss and other comprehensive income for the year)</b>		<b>(863.65)</b>	<b>4,443.51</b>
<b>XVI. Earnings per equity share (for continuing operation):</b>			
(i) Basic	38	(0.32)	13.04
(ii) Diluted	38	(0.32)	13.04
<b>XVII. Earnings per equity share (for discontinued operation):</b>			
(i) Basic		–	–
(ii) Diluted		–	–
<b>XVIII. Earnings per equity share (for discontinued and continuing operation):</b>			
(i) Basic	38	(0.32)	13.04
(ii) Diluted	38	(0.32)	13.04

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
UDIN: 23041224BGSUZD6788  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023**
**A. EQUITY SHARE CAPITAL**
**Balance as at 31st March, 2023**

₹ in lakhs

Balance at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Balance at 31st March, 2023
3,630.84	–	–	3,630.84

**Balance as at 31st March, 2022**

₹ in lakhs

Balance at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Balance at 31st March, 2022
3,630.84	–	–	3,630.84

**B OTHER EQUITY**
**Balance as at 31st March, 2023**

₹ in lakhs

	Reserves and Surplus							Total equity
	Capital Reserve	Securities Premium	Capital redemption reserve	General reserve	Retained Earnings	Foreign Currency Translation Difference	Other items of Other Comprehensive Income (specify nature)	
<b>Balance at 1st April, 2022</b>	11.96	2,922.01	30.00	4,117.52	(16,589.27)	617.93	8.43	(8,881.42)
Changes in accounting policy or prior period errors	–	–	–	–	–	–	–	–
Restated balance at 1st April, 2022	–	–	–	–	–	–	–	–
Total Comprehensive Income for the current year	–	–	–	–	(115.90)	(747.75)	–	(863.65)
Dividends	–	–	–	–	–	–	–	–
Transfer to retained earnings	–	–	–	–	–	–	–	–
Any other change (to be specified)	–	–	–	–	–	–	–	–
<b>Balance at 31st March, 2023</b>	<u>11.96</u>	<u>2,922.01</u>	<u>30.00</u>	<u>4,117.52</u>	<u>(16,705.17)</u>	<u>(129.82)</u>	<u>8.43</u>	<u>(9,745.07)</u>

**Balance as at 31st March, 2022**

₹ in lakhs

	Reserves and Surplus							Total equity
	Capital Reserve	Securities Premium	Capital redemption reserve	General reserve	Retained Earnings	Foreign Currency Translation Difference	Other items of Other Comprehensive Income (specify nature)	
<b>Balance at 1st April, 2021</b>	11.96	2,922.01	30.00	4,117.52	(21,323.45)	908.68	8.35	(13,324.93)
Changes in accounting policy or prior period errors	–	–	–	–	–	–	–	–
Restated balance at 1st April, 2021	–	–	–	–	–	–	–	–
Total Comprehensive Income for the current year	–	–	–	–	4,734.18	(290.75)	0.08	4,443.51
Dividends	–	–	–	–	–	–	–	–
Transfer to retained earnings	–	–	–	–	–	–	–	–
Any other change (to be specified)	–	–	–	–	–	–	–	–
<b>Balance at 31st March, 2022</b>	<u>11.96</u>	<u>2,922.01</u>	<u>30.00</u>	<u>4,117.52</u>	<u>(16,589.27)</u>	<u>617.93</u>	<u>8.43</u>	<u>(8,881.42)</u>

See accompanying notes to the consolidated financial statements

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W/W100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
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Date: 12<sup>th</sup> May, 2023

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Place: Mumbai  
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**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

# Annual Report 2022-23

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

	For the year ended 31st March, 2023	₹ in lakhs For the year ended 31st March, 2022
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) for the year	(115.90)	4,734.17
<b>Adjustments for:</b>		
Adjustments for:		
Depreciation	50.27	498.63
Income tax expenses	(79.99)	(87.32)
Provision for employee benefits	(0.07)	(12.22)
Foreign exchange translation differences	42.97	85.21
Interest income	(7.80)	(10.57)
Rent Paid	0.29	-
Rent income	(257.31)	(212.02)
Loss arising on financial assets designated as at FVTPL	(20.30)	(19.42)
Loss/(Profit) on sale of property plant and equipment	-	(3,020.24)
Finance cost	112.15	494.94
<b>Operating Profit/Loss before working capital changes</b>	<b>(275.69)</b>	<b>2,451.16</b>
<b>Changes in Working Capital</b>		
<b>Adjustments for:</b>		
Decrease/(Increase) in trade receivables	-	102.08
Decrease/(Increase) in other receivables	-	41.86
Decrease/(Increase) in other current assets	12.60	27.08
(Decrease)/Increase in other current liabilities	(44.21)	(25.04)
Decrease/(Increase) in inventories	-	45.33
(Decrease)/Increase in trade payables	3.37	(707.38)
<b>Cash generated from operations</b>	<b>(303.93)</b>	<b>1,935.09</b>
Less: Net Income Tax Refund/(paid)	83.43	27.31
<b>Net Cash flow used in Operating Activities</b>	<b>(A) (220.50)</b>	<b>1,962.40</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for property, plant and equipment	(1.57)	(1.49)
Proceeds from disposal of property, plant and equipment	-	12,113.24
Rental income from operating lease	213.33	183.12
Sale of current investments	285.00	2,750.99
Purchase of current investments	(285.69)	(3,071.50)
Repayment of loans by (loans given to) Related party	200.00	(1,500.00)
Loan to Employee	(6.34)	-
Fixed Deposit kept with the bank	(285.00)	-
Deposit with others	-	(1,250.00)
<b>Net Cash flow from Investing Activities</b>	<b>(B) 119.73</b>	<b>9,224.36</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Borrowings	-	(6,583.17)
Repayment of Loan	(287.77)	(4,374.59)
Interest Paid	-	(107.14)
<b>Net Cash flow used in Financing Activities</b>	<b>(C) (287.77)</b>	<b>(11,064.90)</b>
<b>Net Increase/(Decrease) in Cash and Cash equivalents</b>	<b>(A+B+C) (388.54)</b>	<b>121.86</b>
Cash and Cash Equivalents - Opening balance	583.71	461.85
<b>Cash and Cash Equivalents - Closing balance</b>	<b>195.17</b>	<b>583.71</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>		
Cash on hand and balances with Banks	195.17	583.71
Effect of exchange rate changes on the balance held in foreign currency	-	-
<b>Cash and cash equivalents as restated</b>	<b>195.17</b>	<b>583.71</b>

### Notes :

- The statement of cash flow is prepared in accordance with the format prescribed as per Ind-AS 7
- In Part-A of the 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 brackets indicate cash outflows.

In terms of our report attached  
For **M. N. Choksi & Co. LLP**  
Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**  
Partner  
Membership No. 041224  
UDIN: 23041224BGSUZD6788  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA** (PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE** (PAN: AAQPD3025L)  
Chief Financial Officer  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors  
**VIJAY CHOWGULE** (DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT** (DIN:00007197)  
Director  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

Chowgule Steamships Limited (CSL) ("the Company") and its subsidiaries (collectively referred to as 'The Group') are shipping company seaborne transportation of bulk cargo which presently having no vessels. The Company is looking at the appropriate opportunity to acquire vessels. CSL is a public limited company incorporated and domiciled in India, whose shares are publically traded on Bombay Stock Exchange. The Group is principally engaged in the carriage of goods by sea and is committed to serve its customers to their satisfaction and mutual optimum benefits.

The Company has its registered office at 4<sup>th</sup> floor, Gabmar Apartments, Vasco Da Gama Goa 403802 and the principal place of business is 9 Mansi, 4<sup>th</sup> Floor, Near Gaondevi Maidan, Ram Maruti Road, Cross lane No 1, Naupada, Thane 400602.

### 2. SIGNIFICANT ACCOUNTING POLICIES:

#### 2.1 A. Basis of preparation and Presentation:

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (herein after referred to as "Ind AS") notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended; and the other relevant provisions of the Act.

The Group'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 lakhs.

#### B. Historical cost convention

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities are measured at fair value.
- Defined benefit plans where plan assets measured at fair value.

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participations at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 2.2.1 Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. The consolidated financial statements have been prepared in accordance with the requirements of Ind AS 110, 'Consolidated Financial Statements' on the following basis:

1. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e 31<sup>st</sup> March 2023.
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, incomes and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses, unless cost cannot be recovered.
3. Control is achieved when the Company:
  - Has power over the investee;
  - Is exposed, or has rights, to variable returns from its involvement with the investee; and
  - Has the ability to use its power to affect its returns.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decision need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The proportion of profit or loss and changes in equity allocated to the owners of the Company and non controlling interest in preparing consolidated financial statements is determined solely on the basis of existing ownership interest and does not reflect the possible exercise or conversion of potential equity.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

4. Following subsidiary Companies have been considered in the preparation of 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	
				31st March 2023	31st March 2022
Chowgule Steamships Overseas Ltd (CSOL)	Subsidiary	Guernsey	CSL	100%	100%

### 2.3 Use of estimates:

The Preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the accounts and reported amounts of income and expenses during the year. 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.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below. Critical accounting judgments and the key sources of estimation or uncertainty in applying the Company's accounting policies arise in relation to property, plant and equipment, impairment of assets, current asset provisions, deferred tax, retirement benefits and provisions. The detailed accounting policies, including underlying judgments and methods of estimations for each of these items are discussed below.

### 2.4 Current versus non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

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

Based on the nature of activities of the Company and the time between the acquisition of assets for processing and their realization 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.

### 2.5 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. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

#### Depreciation

Depreciation is recognised to write off the cost of assets (other than freehold land) less their residual values over their useful lives. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives. The estimated useful lives, residual values and depreciation method are determined and reviewed at the end of each year, with the effect of any changes in estimate accounted for on a prospective basis. When significant parts of PPE are required to be replaced at intervals, company depreciates them separately based on their specific useful lives

Depreciation on Property, plant and equipment has been provided on the basis as indicated below.

<u>Assets</u>	<u>Basis</u>
Vessel	Straight line method
Other assets	Written down value method
Estimated useful lives of the Property, plant and equipment are as follows:	
Vessel	20-25 years
Buildings	60 years
Furniture and fixtures	10 years
Office equipment	3-6 years
Vehicles	8 years
Computers	3 years

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

The subsidiary companies, also based on technical assessment made by technical expert and management estimate, depreciates vessels over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the vessels are likely to be used.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The property plant and equipment acquired under financial 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.

Advances paid towards acquisition of property, plant and equipment outstanding at the year-end are classified as capital advances under other non-current assets.

### **Assets classified as held for sale**

An item of Property Plant and Equipment is classified as held for sale at the time when the Management is committed to sell/dispose off the asset based on agreements entered into with the customer, and the asset is expected to be sold, disposed off within one year from the date of classification. Assets classified as held for sale are measured at lower of cost and net realisable value.

### **2.6 Investment property**

Investment Property is property (land or building or a part of building) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group depreciates building component of investment property over 30 years from the date of original purchase.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of depreciation.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use.

### **2.7 Inventories:**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### **2.8 Leasing:**

Leases :

The Company accounts for its leases in accordance with Ind AS 116.

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. 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. The Company reassesses a lease only if the terms and conditions of the contract are changed. In case of a lease that, at the commencement date, has a lease term of 12 months or less or in case of low value assets, the Company recognises 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 Company's leases mainly consist of lands and buildings taken on lease for its showrooms/workshops.

#### **Initial measurement**

At the commencement date, a lessee shall measure the right-of-use asset at cost and measure 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 the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

#### **Subsequent measurement**

Right-of-use assets:

After the commencement date, the Company measures the right-of-use asset by applying a cost model:

- (a) Cost less any accumulated depreciation and any accumulated impairment losses; and
- (b) adjusted for any remeasurement of the lease liability

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, the lessee shall depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the lessee shall depreciate the right-of-use asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. Ind AS 36, Impairment of Assets, is applied to determine whether the right-of-use asset is impaired and to account for any impairment loss identified.

### **Lease liability**

After the commencement date, the Company measures 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 or to reflect revised in-substance fixed lease payments

### **2.9 Impairment of Non-Financial Assets:**

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that the carrying amounts of those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of asset (or cash-generating unit) is estimated to be less than carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

### **2.10 Foreign Currency transactions and translation:**

The consolidated financial statements of the Group are presented in INR, which is the functional currency of the company and the presentation currency for the consolidated financial statement.

In preparing the individual financial statements of the Companies transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period. Exchange differences arising on retranslation on non-monetary items carried at fair value are included in statement of profit and loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income.

For the purpose of presenting consolidated financial statement, the assets and liabilities of the Group's foreign operations are expressed in INR using exchange rate prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rate for the period. Exchange differences arising if any, are recognised in other comprehensive income and accumulated in the separate component of equity. On the disposal of a foreign operation, all of the accumulated exchange differences in respect of that operation attributes to the Group are reclassified to the consolidated statement of profit and loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2.11 Borrowing costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

### 2.12 Employee benefits:

#### 2.12.1 Short term

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company. These benefits include compensated absences such as paid annual leave.

#### 2.12.2 Retirement benefit costs

The Company has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Company and in the case of some defined contribution plans are financed by the Company along with its employees.

##### 2.12.2.1 Defined-contribution plans

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund and superannuation fund. The Company's payments to the defined-contribution plans are reported as expenses during the period in which the employees perform the services that the payment covers.

##### 2.12.2.2 Defined-benefit plans

For defined benefit retirement plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The service cost, net interest on the net defined benefit liability/(asset) is treated as a net expense within employment cost. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

#### 2.12.3 Other long-term employee benefits

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

### 2.13 Taxation:

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

#### 2.13.1 Current Tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### 2.13.2 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

temporary differences, carry forward tax losses and allowances to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, carry forward losses and allowances can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to cover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### **2.14 Cash and cash equivalents:**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in Consolidated Balance Sheet.

### **2.15 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 Company are segregated based on the available information.

### **2.16 Provisions:**

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably

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 arising 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 Consolidated Financial Statements.

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2.17 Revenue recognition:

The Company earns revenues from contracts with customers for below streams of revenue (also refer Note no. 28)

a) Charter Hire Earnings, demurrage and freight earnings.

### 2.17.1 Determining the timing of satisfaction of performance obligations:

The Company recognises revenue when the entity satisfies the performance obligation by transferring promised goods or services to a customer. An asset is transferred when the customer obtains control of that asset the typical timing of payment coincides with the issue of invoice for satisfaction of performance obligations or is within the normal credit period extended by the Company. The contract assets as at the year end pertain to the balance receivables in case of revenues of the Company.

Nature of income	Timing for satisfaction of performance obligation
Time Charter Hire and Freight Income	Time Charter Hire earnings represent the value of charter hire earnings, demurrage, freight earnings and are accounted on accrual basis. Freight earnings are recognised on a pro-rata basis for voyages in progress at balance sheet date after loading of the cargo is completed. 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.

Revenue is net of trade discounts and excludes goods and service taxes or duties collected on behalf of the government.

### Determining the transaction price and the amounts allocated to performance obligations

The transaction price is normally fixed as per the terms of contract and there are no significant judgments involved in allocating the same to the performance obligations as the prices are standalone for separate performance obligations.

As a practical expedient, the Company has not disclosed the information for a transaction price allocated to performance obligations which are unsatisfied as of the end of the reporting period for performance obligation which is part of a contract that has an original expected duration of one year or less.

### Trade receivables and contract balances:

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as Customer advances.

### 2.17.2 Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 2.17.3 Rental income

The Group's policy for recognition of revenue from operating leases is described in note 2.7 above

### 2.17.4 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.

### 2.17.5 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.

### 2.18 Operating Expenses

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2.19 Financial instruments:

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liability, as appropriate, on initial recognition. The transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 2.20 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

### 2.21 Financial assets:

Purchases or sales of financial assets which 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.

All recognised financial assets are subsequently measured in their entirety at their amortised cost or fair value, depending on the classification of the financial assets.

#### Financial assets at amortised cost

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

#### Financial assets at fair value through other comprehensive income

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

#### Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition. For financial instruments whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

asset, the Group recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

### **2.22 Financial liabilities and equity instruments:**

#### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### **Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans issued debts are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

#### **Derecognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

### **2.23 Earnings per equity share:**

Basic earnings per equity share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the profit 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 dilutive potential equity shares attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

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. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

### **2.24 Segment Reporting:**

Operating segments are defined as components of an enterprise for which available discrete financial information is evaluated based on the 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. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors.

### **2.25 Exceptional items:**

Exceptional items are those items that management considers, by virtue of their size or incidence (including but not limited to impairment charges), should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and require separate disclosure in accordance with Ind AS.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
**3.1 PROPERTY, PLANT AND EQUIPMENT**

₹ in lakhs

Carrying Amounts of	As at	As at
	31st March, 2023	31st March, 2022
Free hold land (Refer note 1, 2 and 4)	237.77	244.78
Building		
Office Premises (Refer Note 3)	128.51	144.89
Furniture and fixture	2.59	2.60
Vehicles	0.39	0.39
Office Equipments	7.57	7.13
<b>TOTAL</b>	<b>376.83</b>	<b>399.79</b>

**As at 31st March 2023**

₹ in lakhs

	Free Hold Land	Free Hold Building Office Premises	Furniture and Fixture	Vehicles	Office Equipments	Vessels	Total
<b>Deemed Cost</b>							
<b>Balance at 1st April, 2022</b>	244.78	333.03	9.27	0.40	24.53	–	612.01
Additions/Adjustments	–	–	–	–	1.57	–	1.57
Transfer to investment property	(7.01)	–	–	–	–	–	(7.01)
Disposals/Adjustments	–	(0.01)	(0.01)	–	0.01	–	(0.01)
<b>Balance as at 31st March, 2023</b>	<b>237.77</b>	<b>333.02</b>	<b>9.26</b>	<b>0.40</b>	<b>26.11</b>	<b>–</b>	<b>606.56</b>
<b>Accumulated depreciation and impairment</b>							
<b>Balance at 1st April, 2022</b>	–	188.14	6.67	0.01	17.40	–	212.22
Depreciation expenses	–	16.37	–	–	1.14	–	17.51
<b>Balance as at 31st March, 2023</b>	<b>–</b>	<b>204.51</b>	<b>6.67</b>	<b>0.01</b>	<b>18.54</b>	<b>–</b>	<b>229.73</b>
<b>Carrying value of Assets</b>							
<b>Balance at 1st April, 2022</b>	244.78	144.89	2.60	0.39	7.13	–	399.79
Additions/Adjustments	–	–	–	–	1.57	–	1.57
Depreciation expenses	–	(16.37)	–	–	(1.14)	–	(17.51)
Transfer to investment property	(7.01)	–	–	–	–	–	(7.01)
Disposals/Adjustments	–	(0.01)	(0.01)	–	0.01	–	(0.01)
<b>Balance as at 31st March, 2023</b>	<b>237.77</b>	<b>128.51</b>	<b>2.59</b>	<b>0.39</b>	<b>7.57</b>	<b>–</b>	<b>376.83</b>



# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31st March 2022

₹ in lakhs

	Free Hold Land	Free Hold Building Office Premises	Furniture and Fixture	Vehicles	Office Equipments	Vessels	Total
<b>Deemed Cost</b>							
<b>Balance at 31st March, 2021</b>	244.78	333.03	9.27	0.40	23.04	11,494.75	12,105.27
Additions/Adjustments	–	–	–	–	1.49	–	1.49
Transfer to Asset Held for Sale	–	–	–	–	–	(11,612.11)	(11,612.11)
Disposals/Adjustments	–	–	–	–	–	–	–
Effect of foreign currency exchange differences	–	–	–	–	–	117.36	117.36
<b>Balance at 31st March, 2022</b>	<u>244.78</u>	<u>333.03</u>	<u>9.27</u>	<u>0.40</u>	<u>24.53</u>	<u>–</u>	<u>612.01</u>
<b>Accumulated depreciation and impairment</b>							
<b>Balance at 31st March, 2021</b>	–	169.85	6.67	0.01	17.05	1,919.42	2,113.00
Depreciation expenses	–	18.29	–	–	0.35	443.41	462.05
Transfer to Held for Sale	–	–	–	–	–	(2,370.13)	(2,370.13)
Effect of foreign currency exchange differences	–	–	–	–	–	7.30	7.30
<b>Balance at 31st March, 2022</b>	<u>–</u>	<u>188.14</u>	<u>6.67</u>	<u>0.01</u>	<u>17.40</u>	<u>–</u>	<u>212.22</u>
<b>Carrying value of Assets</b>							
<b>Balance at 31st March, 2021</b>	244.78	163.18	2.60	0.39	5.99	9,575.33	9,992.26
Additions/Adjustments	–	–	–	–	1.49	–	1.49
Depreciation expenses	–	(18.29)	–	–	(0.35)	(443.41)	(462.05)
Transfer to Held for Sale	–	–	–	–	–	(9,241.98)	(9,241.98)
Disposals/Adjustments	–	–	–	–	–	–	–
Effect of foreign currency exchange differences	–	–	–	–	–	110.06	110.06
<b>Balance at 31st March, 2022</b>	<u>244.78</u>	<u>144.89</u>	<u>2.60</u>	<u>0.39</u>	<u>7.13</u>	<u>–</u>	<u>399.79</u>

- The Company has not revalued its property plant and equipments during the year.
- The Company has assessed recoverable value of its property plant and equipments by estimating its value in use. Based on the said assessment it has been concluded that there is no impairment in the value of property plant and equipment as at 31st March, 2023.
- Office premises are on land which is on a long term lease from Government, includes cost of 5 shares of ₹ 50 each fully paid in Bakhtawar Commercial Premises Co-operative Society Limited.
- Title deeds of all immovable properties are held in the name of the company

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3.2 INVESTMENT PROPERTY (AT COST)

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>Carrying amounts of</b>		
Free hold land (Given on lease)		
Free hold Land (See foot note 1, 2, 3, 4 & 6)	9.27	2.26
Building (Given on lease)		
Office premises (See foot note 4 & 5)	257.01	289.76
<b>TOTAL</b>	<u>266.28</u>	<u>292.02</u>

#### As at 31st March 2023

₹ in lakhs

	Free hold land	Building Office premises	Total
<b>Deemed Cost</b>			
<b>Balance at 1st April, 2022</b>	2.26	666.04	668.30
Transferred from Property Plant and Equipment	7.01	–	7.01
Disposals/Adjustments	–	–	–
<b>Balance as at 31st March, 2023</b>	<u>9.27</u>	<u>666.04</u>	<u>675.31</u>
<b>Accumulated depreciation and impairment</b>			
<b>Balance at 1st April, 2022</b>	–	376.28	376.28
Transferred from Property Plant and Equipment	–	–	–
Depreciation expenses	–	32.75	32.75
Disposals/Adjustments	–	–	–
<b>Balance as at 31st March, 2023</b>	<u>–</u>	<u>409.03</u>	<u>409.03</u>
<b>Carrying value of assets</b>			
<b>Balance at 1st April, 2022</b>	2.26	289.76	292.02
Transferred from Property Plant and Equipment	7.01	–	7.01
Disposals/Adjustments	–	–	–
Depreciation expenses	–	(32.75)	(32.75)
<b>Balance as at 31st March, 2023</b>	<u>9.27</u>	<u>257.01</u>	<u>266.28</u>

#### As at 31st March 2022

	Free hold land	Building Office premises	Total
<b>Deemed Cost</b>			
<b>Balance at 1st April, 2021</b>	2.26	666.04	668.30
Additions/Adjustments	–	–	–
Disposals/Adjustments	–	–	–
<b>Balance at 31st March, 2022</b>	<u>2.26</u>	<u>666.04</u>	<u>668.30</u>
<b>Accumulated depreciation and impairment</b>			
<b>Balance at 1st April, 2021</b>	–	339.70	339.70
Transferred from Property Plant and Equipment	–	–	–
Depreciation expenses	–	36.58	36.58
Disposals/Adjustments	–	–	–
<b>Balance at 31st March, 2022</b>	<u>–</u>	<u>376.28</u>	<u>376.28</u>
<b>Carrying value of assets</b>			

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

	Free hold land	Building Office premises	Total
<b>Balance at 1st April, 2021</b>	2.26	326.34	328.60
Additions/Adjustments	-	-	-
Depreciation expenses	-	-	-
Disposals/Adjustments	-	(36.58)	(36.58)
<b>Balance at 31st March, 2022</b>	<u>2.26</u>	<u>289.76</u>	<u>292.02</u>

### Foot notes:

- The Company has not revalued its investment property during the year.
- Title deeds of all immovable Property are held in the name of the Company
- The Company has no restriction on the realisability of its investment property and no contractual obligation to purchase, construct or develop Investment property or for repairs, maintenance and enhancements.
- Disclosure requirements as per INDAS 40 for Investment property

<b>Fair value of investment property</b>	Land	Office premises
As at 31st March 2023 (₹ in Lakhs)	967.37	4,140.00

### Estimation of fair value

The Fair value of investment property have been determined based on prevailing market prices based on property websites and ready reckoner rates for land.

- Office premises are on land which is on a long term lease from Government, includes cost of 5 shares of ₹ 50 each fully paid in Bakhtawar Commercial Premises Co-operative Society Limited.
- Future minimum lease rent receipts from premises under operating lease for non cancellable period are as below:

₹ in lakhs

	Office Premises	
	As at 31st March 2023	As at 31st March 2022
Not later than one year	-	208.17
Later than one year and not later than five years	-	-
<b>TOTAL</b>	<u>-</u>	<u>208.17</u>

## 4 LOANS

	As at 31st March, 2023	As at 31st March, 2022
Loans receivables considered good - secured	-	-
Loans receivables considered good - unsecured (Refer foot note below)		
Loan/Advances to related parties (Refer note 36)	1,300.00	1,500.00
Loan to others (Refer foot note below) (Refer note 10 & 11)	1,254.88	1,250.00
Loans receivables which have significant increase in credit risk	-	-
Loans receivables - credit impaired	-	-
Less : Expected Credit Loss on above	-	-
<b>TOTAL</b>	<u>2,554.88</u>	<u>2,750.00</u>

### Foot note :

- During the year 2021-22 out of ₹ 1,500 lakhs loan given to related party an amount of ₹ 200 lakhs has been refunded by the related party. Loans to related party and loans to others are receivable on demand after one year. Interest is receivable @7% p.a. However during the year based on request received from the above parties an amount of ₹ 192.13 Lakhs (2022: ₹ 56.23 lakhs) has been waived.
- During the year out of the loan given to others, an amount of ₹ 7.84 lakhs has been given to employee, out of which an amount of ₹ 1.17 lakhs has been recovered from the employee. Interest is receivable @ 5.40% p.a. from the employee. The loan is receivable after a period of 5 years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- (iii) During the year there are no loans granted to parties covered under Section 185 of the Companies Act, 2013.
- (iv) Loans and advances in the nature of loans granted to related parties and others that are receivable on demand after one year are as below:

### As at 31st March 2023

₹ in lakhs

Type of borrower	Amount of Loan or advance in the nature of loan outstanding	% to the total loans and advance in the nature of loan
1. Promoters	1,250.00	48.93
2. Directors	–	–
3. Key Management Personal	–	–
4. Related Parties	1,300.00	50.89
5. Others	4.88	0.18

### As at 31st March 2022

₹ in lakhs

Type of borrower	Amount of Loan or advance in the nature of loan outstanding	% to the total loans and advance in the nature of loan
1. Promoters	1,250.00	45.45
2. Directors	–	–
3. Key Management Personal	–	–
4. Related Parties	1,500.00	54.55
5. Others	–	–

## 5 OTHER FINANCIAL ASSETS

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Security deposits (Unsecured, considered good unless otherwise stated)	10.75	10.45
<b>TOTAL</b>	<b>10.75</b>	<b>10.45</b>

## 6 OTHER NON CURRENT ASSETS

	As at 31st March, 2023	As at 31st March, 2022
Advances other than capital advances		
1. Security deposits	–	–
2. Advances to related Parties (giving details thereof); and	–	–
3. Other advances		
Unsecured, considered good unless otherwise stated	–	–
Advance payment of taxes (Refer note no 28)	49.73	49.73
Disputed sales tax deposit (Refer note no 28)	47.40	47.40
Advance rent paid	0.56	0.86
<b>TOTAL</b>	<b>97.69</b>	<b>97.99</b>

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 7 INVESTMENTS

	No. of shares / units	As at 31st March, 2023	No. of shares / units	As at 31st March, 2022
<b>Aggregate amount of quoted investments &amp; market value thereof</b>				
<b>Equity shares (quoted) of ₹ 10 each fully paid up :</b>				
Mahindra Lifespace Developers Limited	48	0.17	48	0.19
ICICI Bank Limited (face value of ₹ 2 each fully paid up)	825	7.24	825	6.02
Global Offshore Services Limited	50	0.01	50	0.02
Essar Shipping Limited	233	0.02	233	0.02
GOL Offshore Limited #	30	–	30	–
The Great Eastern Shipping Company Limited	121	0.78	121	0.42
Shreyas Shipping and Logistics Limited	100	0.24	100	0.37
The Shipping Corporation of India Limited	75	0.07	75	0.09
<b>Equity shares (unquoted) of ₹ 10 each fully paid up :</b>				
Essar Ports Limited #	23	–	23	–
Varun Global Limited #	150	–	150	–
Varun Resources Limited #	600	–	600	–
Hazira Cargo Terminal Limited #	69	–	69	–
Salaya Bulk Terminal Limited #	23	–	23	–
Nayara Energy Limited #	349	–	349	–
<b>Aggregate amount of unquoted investments and market value thereof</b>				
HDFC Ultra Short Term Fund - Regular Growth	2,308,673	298.33	4,569,421	561.03
Aditya Birla Sun Life Short Term Fund - Growth-Reg Plan	189,455	75.98	189,455	72.53
ICICI Prudential All Seasons Bond Fund - Growth	90,137	27.82	90,137	26.29
Aditya Birla Sun Life Arbitrage Fund - Growth Reg Plan	92,164	20.88	–	–
DSP Nifty 50 Equal Weight Index Fund - Regular Plan - Growth	385,808	60.41	–	–
SBI Large & Midcap Fund-Regular Plan - Growth	27,085	104.12	–	–
ICICI Prudential Credit Risk Fund - Growth	173,564	45.96	–	–
SBI Dynamic Bond Fund Reg Plan - Growth	153,367	45.95	–	–
# Value less than ₹ 500				
<b>Aggregate amount of impairment in value of investments</b>		–		–
<b>TOTAL</b>		<b>687.98</b>		<b>666.98</b>
Aggregate book value of quoted investments		8.53		7.13
Aggregate market value of quoted investments		8.53		7.13
Aggregate carrying value of unquoted investments		679.45		659.85

### 8 TRADE RECEIVABLES

	As at 31st March, 2023	As at 31st March, 2022
Trade receivables considered good - secured	18.59	3.24
Trade receivables considered good - unsecured	–	–
Trade receivables which have significant increase in credit risk	–	–
Disputed trade receivables - credit impaired	–	–
Less : Provision for expected credit loss	–	–
<b>TOTAL</b>	<b>18.59</b>	<b>3.24</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 8.1 Ageing of Trade Receivable

**As at 31st March, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months past due	6 months to less than 1 year past due	1 year to less than 2 years past due	2 years to less than 3 years past due	more than 3 years past due	
(i) Undisputed trade receivables – considered good	–	18.59	–	–	–	18.59
(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	–	–	–	–	–	–
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–

**As at 31st March, 2022**

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months past due	6 months to less than 1 year past due	1 year to less than 2 years past due	2 years to less than 3 years past due	more than 3 years past due	
(i) Undisputed trade receivables – considered good	–	3.24	–	–	–	3.24
(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	–	–	–	–	–	–
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–

### 9 CASH AND BANK BALANCES

₹ in lakhs

#### 9.1 Cash and cash equivalents

- a) Balance with Banks in current accounts
- b) Balance with Banks in foreign currency accounts

#### 9.2 Cash on hand

	As at 31st March, 2023	As at 31st March, 2022
	2.69	10.71
	192.48	573.00
	–	–
<b>TOTAL</b>	<b>195.17</b>	<b>583.71</b>

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 10 LOANS

	As at 31st March, 2023	As at 31st March, 2022
Loans receivables considered good - secured		
Loans receivables considered good - unsecured		
Loan to related party	-	-
Loan to Wholly Owned Subsidiary (Refer to note 5,13 and 40)	-	-
Loan to Others (Refer to note 4,11)	1.79	-
With Significant increase in credit risk	-	-
Loans receivables which have significant increase in credit risk	-	-
Loans receivables - credit impaired	-	-
<b>TOTAL</b>	<b>1.79</b>	<b>-</b>

### 11 OTHER FINANCIAL ASSETS

	As at 31st March, 2023	As at 31st March, 2022
Accrued interest (refer note 10)	0.09	-
Short Term Bank Deposits	285.77	-
Claims Receivable	9.52	-
<b>TOTAL</b>	<b>295.38</b>	<b>-</b>

### 12 CURRENT TAX ASSET (NET)

	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	(2.62)	-
Payment of taxes in advance	23.66	-
<b>TOTAL</b>	<b>21.04</b>	<b>-</b>

### 13 OTHER CURRENT ASSETS

	As at 31st March, 2023	As at 31st March, 2022
Prepaid expenses	1.81	0.93
Other receivables	-	-
<b>TOTAL</b>	<b>1.81</b>	<b>0.93</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

₹ in lakhs

**14 EQUITY SHARE CAPITAL**

	As at 31st March, 2023	As at 31st March, 2022
<b>AUTHORISED</b>		
i) 50,000,000 Equity shares of ₹ 10/- each	5,000.00	5,000.00
ii) 2,500,000 Redeemable Preference shares of ₹ 100/- each	2,500.00	2,500.00
	<u>7,500.00</u>	<u>7,500.00</u>
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
36,308,425 Equity shares of ₹ 10/- each fully paid up	3,630.84	3,630.84
<b>TOTAL</b>	<u>3,630.84</u>	<u>3,630.84</u>

## (I) Rights, preferences and restrictions attached to equity shares

The Company has issued only one class of shares referred to as equity shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share. The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting except, in the case of interim dividend. The equity shares are not repayable except, in the case of a buy-back, reduction of capital or winding up. In the event of liquidation of the Company, members of the Company holding equity shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## (II) In last 5 years no classes of shares has been issued or bought back by the Company nor have any bonus issues been made by the Company.

## (III) Details of shares held by each shareholders holding more than 5% shares.

Name of the equity shareholders	Number of shares	
	As at 31st March, 2023	As at 31st March, 2022
Chowgule and Company Private Limited (substantial shareholder)	17,450,333	17,450,333
	48.06%	48.06%
Quail Investments Limited	2,260,843	2,260,843
	6.23%	6.23%

**Shareholding of Promoters**
**Shares held by promoters as on 31st March 2023**

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
1	Chowgule and Company Private Limited	17450333	48.0614%	0.00%
2	Quail Investments Limited	2260843	6.2268%	0.00%
3	Vijay Vishwasrao Chowgule	1796262	4.9472%	0.00%
4	Pratap B Shirke	947875	2.6106%	0.00%
5	Dr Rohini Vishwasrao Chowgule	665266	1.8323%	0.00%
6	Dolphin Investment Limited	305041	0.8401%	0.00%
7	Ashok Vishwasrao Chowgule	293761	0.8091%	0.00%
8	Pratap Baburao Shirke	287500	0.7918%	0.00%
9	Laxmanrao Dattaji Chowgule	271250	0.7471%	0.00%
10	Umaji Vishwasrao Chowgule	257971	0.7105%	0.00%
11	Padma Chowgule	228420	0.6291%	0.00%
12	Indirabai Laxmanrao Chowgule	173250	0.4772%	0.00%
13	Bharati Dilip Naik	119000	0.3277%	0.00%
14	Sarita Pratap Shirke	118285	0.3258%	0.00%
15	Vidya Milind Vernekar	117000	0.3222%	0.00%



# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Shares held by promoters as on 31st March 2023

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
16	Sheela Yeshwantrao Chowgule	115000	0.3167%	0.00%
17	Suresh Laxmanrao Chowgule	89250	0.2458%	0.00%
18	Pratap Baburao Shirke	86850	0.2392%	0.00%
19	Sarita Pratap Shirke	71374	0.1966%	0.00%
20	Jaywant Yeshwantrao Chowgule	64750	0.1783%	0.00%
21	Dilip Laxmanrao Chowgule	61067	0.1682%	0.00%
22	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
23	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
24	Chowgule Suresh Laxmanrao	55125	0.1518%	0.00%
25	Yeshwantrao Dattaji Chowgule	46200	0.1272%	0.00%
26	Laxmanrao Dattaji Chowgule	34895	0.0961%	0.00%
27	Ramesh Laxmanrao Chowgule	31500	0.0868%	0.00%
28	Chowgule Real Estate and Construction Company Private Limited	0	0.0000%	-0.08%
29	Santosh Laxman Rao Chowgule	26172	0.0721%	0.00%
30	Ashok Vishwasrao Chowgule	24675	0.0680%	0.00%
31	Jagdeep Y Chowgule	16709	0.0460%	0.00%
32	Yeshwantrao D Chowgule	15750	0.0434%	0.00%
33	Chowgule Satish Laxmanrao	8567	0.0236%	0.00%
34	Daulatrao Y Chowgule	1400	0.0039%	0.00%
35	Ewart Ashton Lazarus	0	0.0000%	0.00%
36	Nishikant Shivajirao Chowgule	92	0.0003%	0.00%
	<b>Total</b>	<b>26,161,433</b>	<b>72.0535%</b>	<b>-0.08%</b>

### Shares held by promoters as on 31st March 2022

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
1	Chowgule and Company Private Limited	17450333	48.0614%	0.00%
2	Quail Investments Limited.	2260843	6.2268%	0.00%
3	Vijay Vishwasrao Chowgule	1796262	4.9472%	0.00%
4	Pratap B Shirke	947875	2.6106%	0.00%
5	Dr Rohini Vishwasrao Chowgule	665266	1.8323%	0.00%
6	Dolphin Investment Limited	305041	0.8401%	0.00%
7	Ashok Vishwasrao Chowgule	293761	0.8091%	0.00%
8	Pratap Baburao Shirke	287500	0.7918%	0.00%
9	Laxmanrao Dattaji Chowgule	271250	0.7471%	0.00%
10	Umaji Vishwasrao Chowgule	257971	0.7105%	0.00%
11	Padma Chowgule	228420	0.6291%	0.00%
12	Indirabai Laxmanrao Chowgule	173250	0.4772%	0.00%
13	Bharati Dilip Naik	119000	0.3277%	0.00%
14	Sarita Pratap Shirke	118285	0.3258%	0.00%
15	Vidya Milind Vernekar	117000	0.3222%	0.00%
16	Sheela Yeshwantrao Chowgule	115000	0.3167%	0.00%
17	Suresh Laxmanrao Chowgule	89250	0.2458%	0.00%
18	Pratap Baburao Shirke	86850	0.2392%	0.00%
19	Sarita Pratap Shirke	71374	0.1966%	0.00%
20	Jaywant Yeshwantrao Chowgule	64750	0.1783%	0.00%
21	Dilip Laxmanrao Chowgule	61067	0.1682%	0.00%
22	Yeshwantrao D Chowgule	60000	0.1650%	0.00%
23	Yeshwantrao D Chowgule	60000	0.1650%	0.00%

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Sr. No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
24	Chowgule Suresh Laxmanrao	55125	0.1518%	0.00%
25	Yeshwantrao Dattaji Chowgule	46200	0.1272%	0.00%
26	Laxmanrao Dattaji Chowgule	34895	0.0961%	0.00%
27	Ramesh Laxmanrao Chowgule	31500	0.0868%	0.00%
28	Chowgule Real Estate and Construction Company Private Limited	27750	0.0764%	0.00%
29	Santosh Laxman Rao Chowgule	26172	0.0721%	0.00%
30	Ashok Vishwasrao Chowgule	24675	0.0680%	0.00%
31	Jagdeep Y Chowgule	16709	0.0460%	0.00%
32	Yeshwantrao D Chowgule	15750	0.0434%	0.00%
33	Chowgule Satish Laxmanrao	8567	0.0236%	0.00%
34	Daulatrao Y Chowgule	1400	0.0039%	0.00%
35	Ewart Ashton Lazarus	1313	0.0036%	0.00%
36	Nishikant Shivajirao Chowgule	92	0.0003%	0.00%
<b>Total</b>		<b>2,61,90,496</b>	<b>72.1335%</b>	<b>0.00%</b>

**15 OTHER EQUITY**

	₹ in lakhs	
	As at 31st March, 2023	As at 31st March, 2022
Balance at beginning of year		
(a) Capital reserve	11.96	11.96
(b) Capital redemption reserve	30.00	30.00
(c) Securities premium reserve	2,992.01	2,992.01
(d) General reserve	4,117.52	4,117.52
(e) Foreign currency translation reserve		
Balance at beginning of year	617.93	908.68
Add/(Less) : Exchange difference arising on translating the foreign operation	(747.75)	(290.75)
Balance at end of year	(129.82)	617.93
(f) Retained earnings		
Balance at beginning of year	(16,580.84)	(21,315.10)
Add : Profit/(Loss) for the year	(115.90)	4,734.26
Balance at end of year	(16,696.74)	(16,580.84)
<b>TOTAL</b>	<b>(9,745.07)</b>	<b>(8,881.42)</b>

Foot Notes:

**Nature of reserves**
**Capital reserve:**

Capital reserve includes profit on forfeiture of shares.

**Capital redemption reserve:**

Capital redemption reserve is created out of profits on redemption of preference capital.

**Securities premium reserve:**

Amount received on issue of shares in excess of the par value has been classified as securities premium.

**General reserve:**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Foreign currency translation reserve :

Exchange differences relating to the translation of the results and net assets of the Group's foreign operation from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in the foreign currency translation reserve.

### Investment Revaluation Reserve

Investment Revaluation Reserve includes Profits/(Loss) on fair valuation of investments.

### Retained earnings:

The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the separate financial statements of the Companies in the Group and also considering the requirements of the Companies Act, 2013.

## 16 NON-CONTROLLING INTEREST

	As at 31st March, 2023	As at 31st March, 2022
9,000,000 Convertible Redeemable Preference Shares of USD 1/- each issued to M/s Rudra Shipping and Trading Company Limited. These shares are convertible in to equity shares at the option of the holders in the ratio of 1:1 until the day before 10th anniversary of the issue when the option reverts to the Chowgule Steamships Overseas Limited (CSOL). CSOL also has an option to redeem these shares after the tenth anniversary of issue for cash at USD 1.10 per share	7,399.80	6,822.64
<b>TOTAL</b>	<b>7,399.80</b>	<b>6,822.64</b>

## 17 BORROWINGS

	As at 31st March, 2023	As at 31st March, 2022
Unsecured borrowing		
From Other party (refer foot note below) (Refer note 18 & 22)	-	1,413.33
<b>TOTAL</b>	<b>-</b>	<b>1,413.33</b>

### Foot note

During the year an amount of ₹ 168.21 lakhs i.e. USD 0.350 million was repaid. The loan outstanding as on 31st March, 2023 consist of ₹ 1,245.12 Lakhs i.e. USD 1.514 million (2022 : ₹ 1,413.33 Lakhs i.e. USD 1.84 million) repayable with interest @ 4% per annum in full or part without penalty on or before 30th September, 2024. However the company has made a request for waiver of principal and interest to the lender.

## 18 OTHER FINANCIAL LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Security deposit (Refer to note 24)	98.96	89.22
Interest accrued but not due on borrowings (Refer to note 17)	-	1,094.96
Payable on purchase of property, plant and equipment (Refer to note 24)	518.38	538.10
<b>TOTAL</b>	<b>617.34</b>	<b>1,722.28</b>

## 19 PROVISIONS

	As at 31st March, 2023	As at 31st March, 2022
Provision for retirement benefits (Refer Note 26 and 35)	4.57	7.84
<b>TOTAL</b>	<b>4.57</b>	<b>7.84</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20 DEFERRED TAX ASSETS (NET)

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Deferred tax assets (refer foot note below)	120.60	143.89
<b>Deferred tax liabilities</b>	<b>(120.60)</b>	<b>(143.89)</b>
<b>TOTAL</b>	<b>—</b>	<b>—</b>

Foot note :

Deferred tax asset for the year 31st March, 2023 has been restricted to the extent of deferred tax liability.

Components of net deferred tax assets/(liabilities) as at the end of the year is as follows:

#### 2022-23

₹ in lakhs

Deferred tax assets/(liabilities) in relation to:	Opening balance	On transactions recognised in statement of profit and loss	On transactions recognised in other comprehensive income	Closing balance
Defined benefit obligations	2.68	(0.10)	—	2.58
Unused tax losses	141.21	(23.19)	—	118.02
Security deposits	(0.14)	0.01	—	(0.13)
Property, plant and equipment	(102.43)	13.91	—	(88.52)
Trade payable for property, plant and equipment	(32.33)	9.48	—	(22.85)
Investments	(8.99)	(0.11)	—	(9.10)
<b>TOTAL</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

#### 2021-22

Deferred tax assets/(liabilities) in relation to:	Opening balance	On transactions recognised in statement of profit and loss	On transactions recognised in other comprehensive income	Closing balance
Allowance for doubtful receivables	10.49	(10.49)	—	—
Defined benefit obligations	5.21	(2.53)	—	2.68
Unused tax losses	57.06	84.15	—	141.21
Security deposits	(0.06)	(0.08)	—	(0.14)
Property, plant and equipment	(115.09)	12.66	—	(102.43)
Trade payable for property, plant and equipment	(43.17)	10.84	—	(32.33)
Investments	(5.95)	(3.04)	—	(8.99)
<b>TOTAL</b>	<b>(91.51)</b>	<b>91.51</b>	<b>—</b>	<b>—</b>

#### Reconciliation of income tax expense and the accounting profit with Company's domestic tax rate:

₹ in lakhs

	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit/(Loss) before tax on Standalone basis	195.89	(4,646.83)
Enacted tax rates in India	26.00%	26.00%
Computed expected tax expense	(50.93)	(1,208.18)
Effect of previously unrecognized deferred tax assets	—	(1,175.40)
Effect of prior period taxes	(82.61)	(84.15)
Others	53.55	(35.95)
<b>Income tax expense recognised in statement of profit and loss</b>	<b>(79.99)</b>	<b>(87.32)</b>

Note: The Company has recognised Deferred tax Asset to the extent to Deferred tax Liability

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 21 OTHER NON CURRENT LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Advance rent received (refer note 25)	6.63	10.71
<b>TOTAL</b>	<b>6.63</b>	<b>10.71</b>

### 22 BORROWINGS

	As at 31st March, 2023	As at 31st March, 2022
Unsecured Loans	-	-
From others (refer foot note below) (refer note 17 & 24)	1,245.12	-
<b>TOTAL</b>	<b>1,245.12</b>	<b>-</b>

### 23 TRADE PAYABLES

	As at 31st March, 2023	As at 31st March, 2022
Total Outstanding dues of micro enterprises and small enterprises (Refer foot notes below)	-	-
Total Outstanding dues of other than micro enterprises and small enterprises	6.43	3.06
Payable on purchase of fixed asset	-	-
<b>TOTAL</b>	<b>6.43</b>	<b>3.06</b>

#### Foot notes:

The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

	As at 31st March, 2023	As at 31st March, 2022
Details relating to Micro, Small and Medium enterprises (MSME)		
a) Amount remaining unpaid to any supplier at the end of the year:		
- Principal	-	-
- Interest	-	-
b) The amount of interest paid by the buyer as per Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006), along with the amount of the payment made to the suppliers beyond the appointed day during each accounting year	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
Note: (The above information is given on the basis of intimation received by the Company.)		
<b>TOTAL</b>	<b>-</b>	<b>-</b>

The above disclosure is compiled based on information available with the Company regarding status of trade payables into MSME and others. This has been relied upon by the auditors.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### As at 31st March 2023

Foot notes: The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	0.50	0.50	0.50	4.94	6.43
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

### As at 31st March, 2022

Foot notes: The average credit period on purchases of goods and services are within 45 days. No interest is charged by the vendors.

₹ in lakhs

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	0.50	0.50	0.50	1.56	3.06
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

## 24 OTHER FINANCIAL LIABILITIES

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
Other loans, unsecured	-	-
Security deposit (refer note 18)	92.96	4.81
Interest accrued but not due on borrowings On loans (refer to note 22)	1,249.38	-
Payable on purchase of PPE (refer to note 18)	66.54	-
<b>TOTAL</b>	<b>1,338.88</b>	<b>4.81</b>

## 25 OTHER CURRENT LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Advance rent received (Refer note 21)	4.07	5.02
Statutory dues	1.45	5.19
Provision for other expenses	14.41	54.83
<b>TOTAL</b>	<b>19.93</b>	<b>65.04</b>

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 26 PROVISIONS

	As at 31st March, 2023	As at 31st March, 2022
Provision for Retirement Benefits (refer note no 19 & 35)	3.68	1.23
Provision for employee benefits (refer note no 35)	0.04	(0.72)
<b>TOTAL</b>	<b>3.72</b>	<b>0.51</b>

### 27 CURRENT TAX LIABILITIES (NET)

	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	–	84.66
Payment of taxes in advance	–	(79.19)
<b>Total</b>	<b>–</b>	<b>5.47</b>

### 28 CONTINGENT LIABILITIES AND COMMITMENTS

	As at 31st March, 2023	As at 31st March, 2022
<b>Claims against the company not acknowledged as debt;</b>		
<b>a) Sales Tax demand not provided for: (Refer note no 6)</b>	237.00	237.00
The Company had contested the above claims against the Order of the Appellate Assistant Commissioner, Chennai, confirming the Order of the Commercial Tax Officer for the Assessment Year 1995-96 in respect of charter hire of the vessel, 'm.v. Maratha Prudence'. The Company had already deposited ₹ 47.40 lakhs (refer to note no 7) (including refunds withheld by the authorities) and executed a bond of ₹ 218.04 lakhs in respect of the said claim. The Company does not expect any liability to devolve on it in respect of the above and therefore no provision is held.		
<b>b) Income tax demand not provided for (Refer note no 6)</b>	32.72	32.72
The company has filed appeal in respect of the same.		
Note : Future cash outflows in respect of the above matters are determinable only on receipt of judgments/decisions pending at various forums/authorities.		
The Company believes the probability of the assessments in accordance with Ind AS 12 in these cases is nil, no provision is made in books of accounts		
<b>c) The Vietnamese court has upheld the first instance judgment on all grounds, in the sum of VND 78,777,007,456 (equivalent to USD 3,400,691.02) (₹ 2499.67 lakhs). The written judgement has been handed over and the principal judgment amount has been remitted by H&amp;M/P&amp;I to Bao Minh (who issued the bank undertaking in respect of the claim) in Vietnam. Bao Minh in turn remitted the judgement amount to the enforcement agency on 30 March 2021 who have been approached by the opponent Loc Phat. The parties are to meet shortly to conclude the payment and sort out any remaining issues. Other than the developments in Vietnam as mentioned above, there are outstanding legal fees estimated to be about USD 200,000 (₹147.01 lakhs) that remains outstanding/to be invoiced by the lawyers/average adjusters etc which are to be dealt with later. However out of total legal fees payable to lawyers etc. Sea King LLC liability is restricted to approximately not more than USD 60,000 (₹ 44.10 lakhs) US Dollars. USD 45000 (₹ 33.08 lakhs) have been already provided under trade and other payable.</b>	–	34.11

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 29 REVENUE FROM OPERATIONS

	Year ended 31st March 2023	Year ended 31st March 2022
Sale of Service:		
Charter hire receipts	–	3,511.66
<b>TOTAL</b>	<b>–</b>	<b>3,511.66</b>

### 30 OTHER INCOME

	Year ended 31st March 2023	Year ended 31st March 2022
<b>Interest income earned on financial assets that are not designated as at fair value through profit or loss:</b>		
Interest on Fixed Deposit	1.52	–
Income tax refund	6.28	10.57
Operating lease rental income	257.31	212.02
Dividend income	0.06	0.18
Net gain arising on financial assets designated as at FVTPL (Refer foot note below)	20.30	19.42
Sundry receipts	11.56	75.36
Gain on termination of lease terms	–	3,020.24
Sundry balance written back	–	117.79
Expenses no longer payable written back	–	0.18
<b>TOTAL</b>	<b>297.03</b>	<b>3,455.77</b>

Foot note:

The amount represents a net gain on financial assets designated as at FVTPL which are measured at fair value and comprises a gain on fair valuation of ₹ 13.54 lakhs (2022 Gain : ₹ 12.10 lakhs).

### 31 EMPLOYEE BENEFIT EXPENSES

	Year ended 31st March 2023	Year ended 31st March 2022
Salaries, wages and other benefits	62.56	67.94
Contributions to provident and other funds		
Superannuation Contribution	0.28	4.91
Gratuity (L I C Contribution)	4.52	(0.52)
Contribution to Provident Fund @12%	4.51	5.11
Staff welfare expenses	0.18	0.45
<b>TOTAL</b>	<b>72.05</b>	<b>77.89</b>

### 32 FINANCE COSTS

	Year ended 31st March 2023	Year ended 31st March 2022
Interest on Borrowings		
Interest on term loan	107.22	352.50
Interest on Bare Boat	–	105.45
Interest on others (Refer to note 8, 24 and 36)	4.93	4.69
<b>TOTAL</b>	<b>112.15</b>	<b>494.94</b>



# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

### 33 DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation on property, plant and equipment and Investment property pertaining to continuing operations (Refer note no 3.1 and 3.2)

	Year ended 31st March 2023	Year ended 31st March 2022
	50.27	498.63
<b>TOTAL</b>	<b>50.27</b>	<b>498.63</b>

### 34 OTHER EXPENSES

#### Operating expenses

	Year ended 31st March 2023	Year ended 31st March 2022
Manning cost	0.47	344.18
Fuel and oil	-	57.31
Stores and spare parts consumed	-	79.73
Port disbursement, stevedorage, light dues etc.	-	7.60
Ship repairs and survey charges	-	50.32
Insurance and protection club dues	24.17	141.08
Brokerage and agency fees	-	46.84
Ship management fees	-	140.96
Crew expenses	-	82.29
Quality and safety facilities	-	10.03
Handling and transport	0.89	(0.71)

#### Other Expenses

Power and fuel	3.22	1.60
Legal and professional expenses	105.82	187.40
Postage, telephone, telexes etc.	1.38	9.50
Rent	12.03	1.49
Rates and taxes	12.21	13.52
Auditors' remuneration		
For statutory audit	2.00	6.30
For other services	2.82	2.80
Directors' sitting fees	4.05	3.45
Sundry balance written - off	-	0.75
Net foreign currency translation differences	-	7.78
Travelling expenses (Including foreign travelling)	13.18	3.57
Repairs to building	23.91	22.02
Subscriptions	5.89	6.09
Miscellaneous expenses	46.41	23.24

<b>TOTAL</b>	<b>258.44</b>	<b>1,249.11</b>
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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 35 EMPLOYEE BENEFIT PLANS

#### a) Defined Contribution plans

##### Provident Fund :

The Company makes contributions to Provident Fund which is defined contribution plan for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The fund is administered by the Trustees. The contributions payable by the Company are at rates specified in the rules of the schemes. The Company has recognised amount in the statement of profit and loss under the head "Employee Benefit Expenses" as mentioned in the following table.

##### Superannuation Fund :

All eligible employees are entitled to benefits under superannuation, a defined contribution plan. The company makes yearly contribution until retirement or resignation of the employee. The company recognises such contributions an expense. The Company has no further obligation beyond yearly contribution.

The Company has recognised the following amounts in the Statement of Profit and Loss as contribution under defined contribution plans

	(₹ in lakhs)	
	2022-23	2021-22
i) Provident fund	4.51	5.11
ii) Superannuation fund	0.28	4.91

#### b) Defined benefit plan

The Company makes annual contributions to the Chowgule Steamships Limited Shore Employees Gratuity Fund (Income tax approved irrevocable trust), which in-turn, has taken group gratuity cum Life assurance scheme of the Life Insurance Corporation of India, which is a funded defined benefit plan for qualifying employees. This scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment as per the Company's gratuity scheme. Vesting occurs upon completion of five years of service.

The Company offers its employees defined benefit plan in the form of a gratuity scheme (a lump sum amount). For gratuity scheme the Company contributes funds to Gratuity Trust, which is irrevocable. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. These plans typically expose the Company to actuarial risk such as: investment risk, interest rate risk, longevity risk and salary risk

##### Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

##### Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially off set by an increase in the plan assets.

##### Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.

##### Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal actuarial assumptions are as follows:

	2022-23	2021-22
i) Discount rate at 31st March	7.19%	7.24%
ii) Rate of increase in compensation	5.00% p.a.	5.00% p.a.
iii) Attrition rate	0.50% p.a.	0.50% p.a.
vi) Mortality table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Foot notes:

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimate of future salary increase considered, takes into account the inflation, seniority, promotion, increments and other relevant factors, such as supply and demand in the employment market.
- The fair value of the plan assets are based on the LIC Fund balance position as at the Balance Sheet date. The composition and the categories of plan assets are unavailable with the Company.
- The expected rate of return on plan assets is based on the average long-term rate of return expected on investment of funds during the estimated term of obligation.

**Amounts recognised in statement of profit and loss in respect of these defined benefits plans are as follows:**

	(₹ in lakhs)	
	2022-23	2021-22
<b>Service Cost</b>		
Current Service Cost	1.78	1.88
Past Service Cost and (gain)/loss from settlements	–	–
Adjustment to opening balance	–	–
Net Interest expense	0.38	(0.03)
<b>Components of defined benefit costs recognised in the Statement of profit and loss</b>	<b>2.16</b>	<b>1.85</b>
<b>Remeasurement on the net defined benefit liability :</b>		
Return on the plan assets (excluding amount included in net interest expenses)	1.33	1.56
Actuarial (Gains)/losses arising from changes in demographic assumptions	–	–
Actuarial (Gains)/losses arising from changes in financial assumptions	–	(0.88)
Actuarial (Gains)/losses arising from experience adjustments	–	(0.80)
Others (describe)	–	–
Adjustments for restrictions on the defined benefit asset	–	–
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>1.32</b>	<b>(0.12)</b>
<b>Total</b>	<b>3.49</b>	<b>1.73</b>

The current service cost and the net interest expense for the year are included in the "Employee benefits expense" line item in the statement of profit and loss. The remeasurement of the net defined liability is included in other comprehensive income.

**The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plan is as follows :**

	(₹ in lakhs)	
	2022-23	2021-22
Present value of funded defined benefit obligations	17.66	23.67
Fair value of plan assets	13.98	22.44
Funded status [ Deficit/(Surplus) ]	3.68	1.23
Restrictions on assets recognised	–	–
<b>Net liability arising from defined benefit obligation</b>	<b>3.68</b>	<b>1.23</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Movements in the present value of the defined benefit obligations are as follows:

	2022-23	2021-22
Opening defined benefit obligations	24.58	22.86
Current service cost	1.78	1.88
Interest Cost	1.71	1.52
Remeasurement (gains)/loss:		
Actuarial (Gains)/losses arising from changes in demographic assumptions	–	–
Actuarial (Gains)/losses arising from changes in financial assumptions	–	(0.88)
Actuarial (Gains)/losses arising from experience adjustments	–	(0.80)
Benefits paid	–	–
Closing defined benefit obligation	28.07	24.58

(₹ in lakhs)

### Movements in fair value of the plan assets are as follows:

	2022-23	2021-22
Opening fair value of plan assets	22.44	20.93
Adjustment to opening fair value of plan asset	2.38	1.42
Interest income	1.33	1.56
Remeasurement gain/(loss):		
Return on plan assets (excluding amounts included in net interest expenses)	(1.33)	(1.56)
Contribution from the employer	0.09	0.09
Benefits paid	–	–
Closing defined benefit obligation	24.91	22.44

### Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in lakhs)

		Present Value of Obligation (PVO)	
		2022-23	2021-22
Discount rate (DR)	PVO DR + 1%	16.61	23.40
	PVO DR - 1%	18.83	26.28
Expected Salary escalation rate	PVO ER + 1%	18.84	26.29
	PVO ER - 1%	16.59	23.00

### Expected payout

Year	Expected outgo first	Expected outgo second	Expected outgo third	Expected outgo fourth	Expected outgo fifth	Expected outgo six to tenth
PVO payouts (₹ in lakhs)	0.14	0.16	9.61	0.08	0.09	7.32

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Experience adjustments	(₹ in lakhs)				
	2018-19	2019-20	2020-21	2021-22	2022-23
Present value of the obligation	190.17	21.05	22.85	23.68	17.66
Experience adjustment on plan liabilities	175.41	13.05	20.93	22.44	13.98
Surplus/(Deficit)	(14.75)	(8.00)	(1.92)	(1.23)	(3.68)

### 36 RELATED PARTY DISCLOSURES

Related party disclosures, as required by Ind AS 24 "Related Party Disclosures" are given below

#### I List of Related Parties(as identified and certified by the Management)

##### a. Substantial Investor

Name of the Company	Country of Incorporation	% Holding	
		31st March, 2023	31st March, 2022
Chowgule and Company Private Limited	India	48.06%	48.06%

##### b. Key Managerial Personnel:

Mr. Jitendra Patil (till 24.05.2022)	: Company Secretary
Ms. Rinky Gupta (from 05.08.2022)	: Company Secretary
Mr. Vikram Deshpande (from 25.08.2022)	: General Manager and Chief Financial Officer

##### c. Relatives of Key Management Personnel (with whom the Company has transactions)

None

##### d. Entities in which Directors are able to exercise significant control:

- Chowgule ABP Coatings (India) Private Limited
- Keltech Energies Limited
- Chowgule Construction Technologies Private Limited
- Chowgule Construction Chemicals Private Limited
- Kolhapur Oxygen and Acetylene Private Limited
- Angre Port Private Limited
- Chowgule Shipbuilding Private Limited
- Chowgule Industries Private Limited

##### e. Other - Related Parties

Mr. Vijay Chowgule - Non-Executive Director - upto 25.08.2022 thereafter Whole Time Director  
 Mr. Ramesh Chowgule - Non-Executive Director  
 Dr. Rohini Chowgule - Non-Executive Director  
 Mr. Mangesh Sawant - Independent Director (Appointed on 25.08.2022)  
 Mr. Amit Khandelwal - Independent Director  
 Mr. Sadashiv Shet - Independent Director (Deceased on 22.03.2023)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### II Related Party Transactions:

(₹ in lakhs)

Nature of Transaction	Enterprises over which Key Management Personnel exercise significant control		Enterprises over which Directors/Relative of Directors/Key Management Personnel/Relative of Key Management Personnel exercise significant influence		Total	
	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022
<b>Angre Port Private Limited</b>						
Lease Rent	35.46	–	–	–	35.46	–
Lease rent Deposit	22.96	–	–	–	22.96	–
Loan Given/(Refund of loan)	(200.00)	1,500.00	–	–	(200.00)	1,500.00
Reimbursement of Expenses Chowgule Industries Pvt. Ltd.	–	–	–	–	0.28	–
<b>Outstanding Balances as on 31.03.2023</b>						
Angre Port Private Limited						
Loans	1,300.00	1,500.00	–	–	1,300.00	1,500.00
Lease Rent	7.65	–	–	–	7.65	–
Lease Rent Deposit	22.96	–	–	–	22.96	–
<b>Trade and Other Payables</b>						
Chowgule and Company Private Limited	666.54	666.54	–	–	666.54	666.54

### III Compensation to key management personnel

The remuneration of key management personnel during the year was as follows :

(₹ in lakhs)

	31st March, 2023	31st March, 2022
Short-term employee benefits	13.69	1.88
Post employment benefits (refer to note 35)	–	–
Termination benefits	–	–
Share-based payments	–	–
<b>Total Compensation paid to Key Management Personnel</b>	<b>13.69</b>	<b>1.88</b>

### IV Sitting fees paid to Non Executive Directors

	31st March, 2023	31st March, 2022
Director Sitting fees	4.05	3.45

### 37 SEGMENT REPORTING

The Group treats 'Shipping' as single reportable segment. All other activities of the Group revolve around its main business. Therefore there are no separate reportable segments. Given the nature of the business there are no geographic segments either.

The Group's revenue from sale of services to external customers by location of operations are as under.

#### a) Geographical information

In India : ₹ Nil lakhs (2022: ₹ Nil lakhs), Outside India : ₹ Nil lakhs (2022: ₹ 3,511.86 lakhs)

#### b) All the non-current assets of the Group are as under

In India : ₹ 3,306.32 lakhs (2022: ₹ 3,550.25 lakhs), Outside India : ₹ Nil lakhs (2022: ₹ Nil lakhs)

Since there is single segment there is no difference in measurement of profit or loss and measurement of assets and liabilities.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38 AS PER IND AS 33 ON 'EARNINGS PER SHARE' (BASIC AND DILUTED), THE EARNING PER SHARE OF THE GROUP IS AS UNDER

	2022-23	2021-22
a. Profit/(Loss) for the year (₹ in Lakhs)	(115.90)	4,734.17
b. Weighted average number of equity shares outstanding during the financial year (in nos.)	36,308,425	36,308,425
c. Basic and diluted earnings per equity share (for continuing operation) (in ₹)	(0.32)	13.04
d. Basic and diluted earnings per equity share (for discontinued operation) (in ₹)	–	–
e. Basic and diluted earnings per equity share (for continuing and discontinued operation) (in ₹)	(0.32)	13.04

### 39 FINANCIAL INSTRUMENTS

#### 39.1 Capital Management

The Group manages its capital to ensure that the Group 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 capital structure of the Group consists of net debt (borrowings as detailed in note 14, 15 and 17 and off set by cash and bank balance) and total equity of the Group.

#### 39.1.1 Gearing Ratio

	₹ in lakhs	
	As at 31st March 2023	As at 31st March 2022
Debt (Refer Foot note (i) Below)	1,311.66	1,413.33
Cash and Bank balances	(195.17)	(583.71)
Net debt	1,116.49	829.62
Equity (Refer Foot note (ii) Below)	(6,114.23)	(5,250.58)
Net debt to equity ratio	(0.18)	(0.16)

Notes:

- (i) Debt is defined as Long-term borrowing, short term borrowings and Current maturities of long term borrowings
- (ii) Equity is defined as Equity Share Capital and Other Equity (Refer to note no 14 and 15)

#### 39.2 Categories of financial instruments

	As at 31st March, 2023	As at 31st March, 2022
<b>Financial Assets</b>		
<b>Measured at Amortised cost</b>		
(a) Cash and bank balances	195.17	583.71
(b) Other financial assets at amortised cost		
(i) Other Financial assets	306.13	10.45
(ii) Other loans/deposits	2,554.88	2,750.00
(iii) Trade receivables	18.59	3.24
<b>Measured at fair value through profit or loss</b>		
(a) Investments	687.98	666.98
<b>TOTAL</b>	<b>3,762.75</b>	<b>4,014.38</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	₹ in lakhs	
	As at 31st March, 2023	As at 31st March, 2022
<b>Financial Liabilities</b>		
<b>Measured at Amortised cost</b>		
(i) Other Financial liabilities	1,956.22	1,727.09
(ii) Borrowings	1,245.12	1,413.33
(iii) Trade Payables	6.43	3.06
<b>TOTAL</b>	<b>3,207.77</b>	<b>3,143.48</b>

In respect of financial instruments, measured at amortised cost, the fair value approximates the amortised cost.

### 39.3 Financial Risk Management Objectives

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that are generated directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. It is the Group's policy that no trading in derivatives for speculative purposes is undertaken.

### 39.4 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Financial instruments affected by market risk include loans and borrowings, deposits, trade and other receivables and investments.

### 39.5 Foreign currency risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities and borrowings when transactions are denominated in a different currency from the Group's functional currency. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. The Group's Policy is not to hedge transactions, and to buy and sell currency at spot rate where applicable. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows

	2022-23		2021-22	
	(₹ in lakhs)	USD in Million	(₹ in lakhs)	USD in Million
<b>Receivables</b>				
Other current assets	-	#	-	#
Cash and cash equivalents	-	#	0.15	#

Note : USD = US Dollar

# Value less than USD 10,000

### Sensitivity analysis

The Group has not disclosed foreign currency sensitivity analysis. Since the exposure is not significant.

### 39.6 Interest risk

Interest risk is the risk that the fair value or future cash flows of the financial instruments will fluctuate because of the changes in the market rate risk, the Group performs a comprehensive corporate interest rate risk management. The Group is not exposed to significant interest rate risk as at the respective reporting dates.

The Group's exposure to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 39.7 Price risk

The Group is affected by the price volatility. The Group's operating activities comprise of employment of ships on time charter contracts. Due to the cyclical nature of shipping industry, the revenue from shipping operations are subjected to price risk. To mitigate the impact of price risk the Group adopts mixture of short, medium and long term employment contract for its fleet.

### 39.8 Credit risk management

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers taking into account the financial conditions, current economic trends and analysis of historical bad debts and ageing of accounts receivable.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. To assess whether there is significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date on initial recognition. Financial assets are written off when there is no reasonable expectation of recovery. When loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss. The Group operations involves employment of the vessels on time charter contracts where receivables are collected periodically in advance and therefore credit risk is minimal.

### 39.9 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium - term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### 39.9.1 Expected maturity for Non-derivative financial liability

The following table details the Group's remaining contractual maturity for the non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Group may be required to pay. The table includes both interest and principal cash flows.

						₹ in lakhs
	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	Carrying Amount
<b>March 31, 2023</b>						
<b>Non-interest bearing</b>						
Trade payables		6.43	–	–	6.43	6.43
Other financial liabilities		1,272.34	–	–	1,272.34	1,272.34
Security deposit		–	–	1.00	1.00	1.00
<b>Variable interest rate instruments</b>						
Other financial liabilities		–	–	–	–	–
<b>Fixed interest rate instruments</b>						
Payable on purchase of property, plant and equipment	8.70%	66.54	600.00	–	666.54	584.91
Security deposit	5.30%	99.36	–	–	99.36	96.07
Security deposit	5.40%	–	–	10.00	10.00	2.60
Borrowing	4.00%	1,245.12	–	–	1,245.12	1,245.12

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	₹ in lakhs Carrying Amount
<b>March 31, 2022</b>						
<b>Non-interest bearing</b>						
Trade payables	–	3.06	–	–	3.06	3.06
Other financial liabilities	–	1,094.96	–	–	1,094.96	1,094.96
Security deposit	–	–	–	1.00	1.00	1.00
<b>Variable interest rate instruments</b>						
Other financial liabilities	–	–	–	–	–	–
<b>Fixed interest rate instruments</b>						
Payable on purchase of property, plant and equipment	8.70%	–	666.54	–	666.54	538.10
Security deposit	5.30%	–	99.36	–	99.36	90.56
Security deposit	5.40%	–	–	10.00	10.00	2.47
Borrowing	4.00%	–	–	1,413.33	1,413.33	1,413.33

**39.9.1.2 Expected maturity for Non-derivative financial assets**

The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial asset is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

	Weighted average effective interest rate	Less than 1 year	1-5 years	5 + years	Total	₹ in lakhs Carrying Amount
<b>March 31, 2023</b>						
<b>Non-interest bearing</b>						
Other financial assets		306.13	–	–	498.27	498.27
Investments		687.98	–	–	687.98	687.98
Trade receivable		18.59	–	–	18.59	18.59
Cash and Bank balance		195.17	–	–	195.17	195.17
<b>Other financial assets</b>						
<b>Fixed interest rate instruments</b>						
Financial Assets - Deposit with Others	7.00%		1,250.00		1,250.00	1,250.00
Financial Assets - Loan to Related Parties	7.00%		1,300.00		1,300.00	1,300.00
<b>March 31, 2022</b>						
<b>Non-interest bearing</b>						
Other financial assets		10.45	–	–	10.45	10.45
Investments		666.98	–	–	666.98	666.98
Trade receivable		3.24	–	–	3.24	3.24
Cash and Bank balance		583.71	–	–	583.71	583.71
<b>Other financial assets</b>						
<b>Fixed interest rate instruments</b>						
Financial Assets - Deposit with Others	7.00%		1,250.00		1,250.00	1,250.00
Financial Assets - Loan to Related Parties	7.00%		1,500.00		1,500.00	1,500.00

The amount included above for variable interest instruments for both non-derivatives financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 39. 9.1.3 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Groups financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at **31st March 2023**:

₹ in lakhs

	Fair value measurement using			Total
	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial Assets</b>				
<b>Measured at Amortised cost</b>				
(a) Cash and bank balances	–	–	195.17	195.17
(b) Other financial assets at amortised cost				
(i) Other Financial assets	–	–	306.13	306.13
(ii) Other deposits/loans	–	–	2,554.88	2,554.88
(iii) Trade Receivables	–	–	–	–
<b>Measured at fair value through profit or loss</b>				
Investments in equity shares (quoted)	8.53	–	–	8.53
Investments in mutual funds (unquoted)	679.45	–	–	679.45
<b>Measured through other comprehensive income</b>				
(a) Investments	–	–	–	–
<b>Financial Liabilities</b>				
Financial Liabilities held at amortised cost:				
(i) Other Financial liabilities	–	–	1,956.92	1,956.92
(ii) Borrowings	–	–	1,245.12	1,245.12
(iii) Trade Payables	–	–	6.43	6.43

There have been no transfers amount Level 1, Level 2 and Level 3 during the year.

The following table provides the fair value measurement hierarchy of the Companies financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at **31st March 2022**:

₹ in lakhs

	Fair value measurement using			Total
	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial Assets</b>				
<b>Measured at Amortised cost</b>				
(a) Cash and bank balances	–	–	583.71	583.71
(b) Other financial assets at amortised cost				
(i) Other Financial assets	–	–	10.45	10.45
(ii) Other deposits/loans	–	–	2,750.00	2,750.00
(iii) Trade receivables	–	–	–	–
<b>Measured at fair value through profit or loss</b>				
Investments in equity shares (quoted)	7.13	–	–	7.13
Investments in mutual funds (unquoted)	659.85	–	–	659.85
<b>Financial Liabilities</b>				
Financial Liabilities held at amortised cost:				
(i) Other Financial liabilities	–	–	1,727.09	1,727.09
(ii) Borrowings	–	–	1,413.33	1,413.33
(iii) Trade Payables	–	–	3.06	3.06

There have been no transfers of amount Level 1, Level 2 and Level 3 during the year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 40 RATIO ANALYSIS

Particulars	Numerator	Denominator	As at 31st March 2023	As at 31st March 2022	Variance	Remarks
Current Ratio	Current Assets	Current Liabilities	0.54	15.91	-96.60%	refer foot note 1
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.00	-0.27	-100.00%	refer foot note 2
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	#DIV/0!	2.94	#DIV/0!	refer foot note 2
Return on Equity	Net Profits after taxes	Average Shareholder's Equity	0.00	-0.16	-97.87%	refer foot note 1
Inventory Turnover Ratio	Sales	Average Inventory	Not Applicable	Not Applicable	Not Applicable	
Trade Receivable Turnover Ratio	Net Credit Sales	Average Accounts Receivable	Not Applicable	Not Applicable	Not Applicable	
Trade Payable Turnover Ratio	Purchases of services and other expenses	Average Accounts Payables	Not Applicable	Not Applicable	Not Applicable	
Net Capital Turnover Ratio	Revenue	Working Capital	0.00	2.99	-100.00%	refer foot note 1
Net Profit Ratio	Net Profit	Net Sales	#DIV/0!	1.32	#DIV/0!	refer foot note 1
Return on Capital Employed	Earnings Before Interest and Taxes	Capital Employed	0.07	1.72	-95.74%	
Return on Investment		(Opening Investment + Closing Investment)/2	0.75%	0.99%	-24.10%	refer foot note 3

1. Operating asset sold during the year

2. Debt against operating was repaid during the year

3. Investment under performed during the year.

### 41 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

#### a) As at and for the year ended 31 March, 2023

₹ in lakhs

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of Profit/(Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)
<b>Parent</b>								
<b>Chowgule Steamships Ltd</b>								
<b>i) Provident fund</b>	278.74%	3,583.37	(30.55%)	35.40	-	-	(4.10%)	35.40
<b>Foreign Subsidiary</b>								
<b>ii) Superannuation fund</b>								
Chowgule Steamships Overseas Limited	(178.74%)	(2,297.81)	130.55%	(151.30)	100.00%	(747.75)	104.10%	(899.04)
<b>Total</b>	<u>100.00%</u>	<u>1,289.57</u>	<u>100.00%</u>	<u>(115.90)</u>	<u>100.00%</u>	<u>(747.75)</u>	<u>100.00%</u>	<u>(863.65)</u>

# Annual Report 2022-23

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### b) As at and for the year ended 31 March, 2022

₹ in lakhs

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of Profit/(Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)	As % of consolidated Loss	(₹ in Lakhs)
<b>Parent</b>								
Chowgule Steamships Ltd	225.69%	3,547.98	-199.80%	(9,458.76)	-0.03%	0.08	-209.92%	(9,458.68)
<b>Foreign Subsidiary</b>								
Chowgule Steamships Overseas Limited	125.69%	1,975.92	299.80%	14,192.93	100.03%	(290.74)	309.92%	13,902.19
<b>Total</b>	<b>100.00%</b>	<b>1,572.06</b>	<b>100.00%</b>	<b>4,734.17</b>	<b>100.00%</b>	<b>(290.66)</b>	<b>100.00%</b>	<b>4,443.51</b>

### 42 GOING CONCERN

The net worth of the Group as on 31.3.2023 is negative. The Management, on the basis of future operational plans, is confident of restructuring the operations to recoup the losses and arranging requisite financing as has been done in the past years also. Further the market value of the assets held by the Group would sufficiently cover shortfall if any. In view of above financial statements have been prepared on Going Concern Basis.

### 43 DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

**Details of loans given, Investments made, Guarantee and Security provided, covered under section 186 of the Companies Act, 2013**

(₹ in Lakhs)

Name of the Company	Particulars of the Transactions	Purpose	31-03-23	31-03-22
Angre Port Private Limited	Loan granted	General Corporate Purpose	1,300.00	1,500.00
Dolphin Investment Limited	Loan granted	General Corporate Purpose	1,250.00	1,250.00
<b>Total</b>			<b>2,550.00</b>	<b>2,750.00</b>

### 44 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company has not incurred any expenditure towards Corporate Social Responsibility, as the provision of section 135 of the Companies Act, 2013 is not applicable to the Company.

- 45 i)** The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ii)** The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- 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,

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 46 BENAMI PROPERTY

There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions Prohibition Act, 1988 and the rules made thereunder.

### 47 WILFUL DEFAULTER

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender

### 48 STRUCK OFF COMPANIES

The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

### 49 REGISTRATION OF CHARGES

The company has no charges or satisfaction yet to be registered with the Registrar of Companies beyond the statutory period.

### 50 LAYERS

The Company has complied with the number of the layers prescribed under clause 87 of the section 2 of the Companies Act, 2013 read with Companies (restriction on number of layers) rules, 2017.

### 51 SCHEME OF ARRANGEMENTS

There is no scheme of Arrangements approved for the company in terms of section 230 to 237 of the Companies Act, 2013.

### 52 INTERMEDIARY

**52.1** The Company has not advanced or loaned or invested any funds through the intermediary for the ultimate beneficiary.

**52.2** The Company has not received any fund to be advanced or loaned or invested for advancing or lending or investing as an intermediary for the ultimate beneficiary.

### 53 UNDISCLOSED INCOME

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year.

### 54 CRYPTO CURRENCY

The Company has neither traded nor invested in crypto currency or virtual currency during the financial year.

In terms of our report attached

For **M. N. Choksi & Co. LLP**

Chartered Accountants  
FRN 101899W\W100812

**MANISH N CHOKSI**

Partner  
Membership No. 041224  
UDIN: 23041224BGSUZD6788

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**RINKY GUPTA**

(PAN: ASAPG1932B)  
Company Secretary  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**VIKRAM DESHPANDE**

(PAN: AAQPD3025L)  
Chief Financial Officer

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

For and on behalf of the Board of Directors

**VIJAY CHOWGULE**

(DIN:00018903)  
Chairman  
Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**MANGESH SAWANT**

(DIN:00007197)  
Director

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023



## Chowgule Steamships Limited

CIN: L63090GA1963PLC000002

Regd. Off. : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa 403 803, India

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 60TH ANNUAL GENERAL MEETING of the Company held on Friday, 11<sup>th</sup> August, 2023 at 11:00 a.m. at 2<sup>nd</sup> Floor, Centenary, Baina, Vasco-da-Gama, South Goa, Goa - 403802.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of the Shareholder

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Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 60TH ANNUAL GENERAL MEETING of the Company held on Friday, 11<sup>th</sup> August, 2023 at 11:00 a.m. at 2<sup>nd</sup> Floor, Centenary, Baina, Vasco-da-Gama, South Goa, Goa - 403802.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of the Shareholder

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## Chowgule Steamships Limited

CIN: L63090GA1963PLC000002

Regd. Off. : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa 403 803, India

Corporate Off.: 9, Mansi, 4th Floor Near Tilak Garden, Gaondevi, Thane West, Thane 400 602

Tel: 022-25302030/E-mail: compliance@chowgulesteamships.co.in/Website: www.chowgulesteamships.co.in

### PROXY FORM

#### SIXTIETH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 11, 2023

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./DP ID/Client ID:	

I/We being member(s) of Chowgule Steamships Limited, holding \_\_\_\_\_ shares of the Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 11<sup>th</sup> August, 2023 at 11:00 a.m. at 2<sup>nd</sup> Floor, Centenary, Baina, Vasco-da-Gama, South Goa, Goa - 403802 and at any adjournment thereof in respect of following resolutions:

Resolutions	For	Against
<b>Ordinary Business:</b>		
1. To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2023, together with the Report of the Board of Directors and Auditors thereon.		
2. To appoint a director in place of Mr. Vijay Vishwasrao Chowgule (DIN: 00018903), who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business:</b>		
3. To Regularise and appoint Mr. Depak Jadhav (Din: 10221697), as an Independent Director of the Company		
4. To approve loan or giving of guarantee or issuing of security for loans, any entity or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested in compliance with provisions of Section 185 of the Companies Act, 2013 and listing regulations		
5. To consider and approve resolution for Related Party transaction under Section 188 of the Companies Act, 2013		
6. Approval of the limits for the loans and investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.		

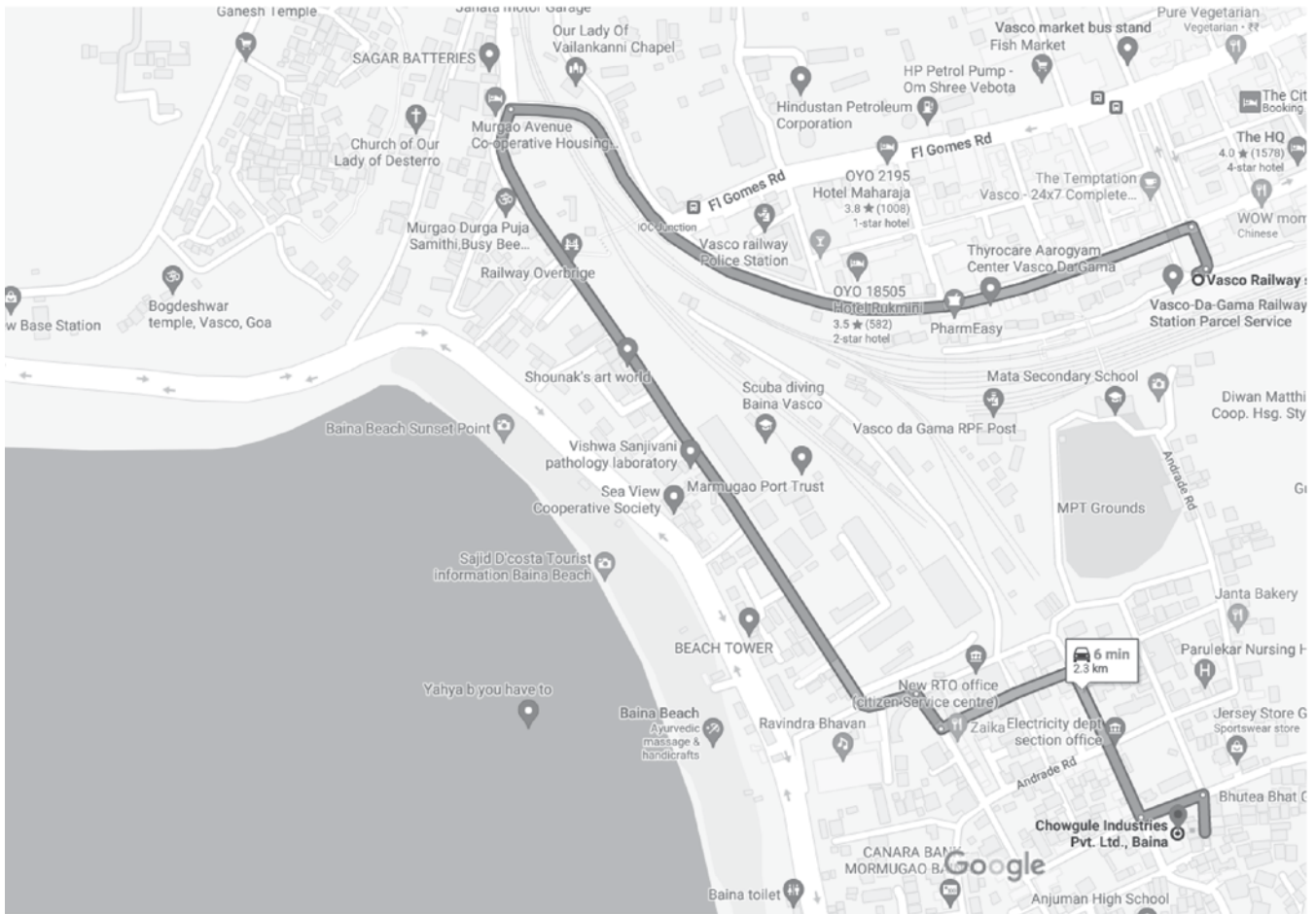
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of the Member \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp ₹ 1/-
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# ROUTE MAP FOR THE SIXTIETH ANNUAL GENERAL MEETING









**CHOWGULE STEAMSHIPS LIMITED**

CORPORATE OFFICE: 9, Mansi, 401, 4th Floor, Ram Maruti Road,  
1st Cross Lane, Near Tilak Garden, Thane 400 602.

Email : [compliance@chowgulesteamships.co.in](mailto:compliance@chowgulesteamships.co.in)

Web : [www.chowgulesteamships.co.in](http://www.chowgulesteamships.co.in)