

**28TH ANNUAL REPORT 2017 - 2018**
SHAHI SHIPPING LIMITED**Board of Directors**

Sarvesh Kumar Shahi	- Chairman & Managing Director
Hema Kiran Thakur	- Independent Director
V. I. Shivaraman	- Independent Director
Chandresh Kumar Mishra	- Independent Director

Company Secretary /Compliance Officer

Nungavaram Vaidyanathan Agandeswaran

Chief Financial Officer

Balamurugan Muthukumaraswamy

Statutory AuditorsM/s. B P Shah & Co.
Chartered Accountants**Registered Office**

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

CORPORATE OFFICE

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

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

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

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NOTICE

Notice is hereby given that the **28th (Twenty Eighth) Annual General Meeting** of the Members of Shahi Shipping Limited will be held at the registered office of the Company at 404, Abhay Steel House, Baroda Street, Mumbai – 400 009 on Thursday, 27th September, 2018 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. S. K. Shahi, Chairman and Managing Director of the Company (DIN: 00184680) who retires by rotation and being eligible, offers himself for re-appointment.

Place: Mumbai
Date: August 14, 2018

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

Registered Office:

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

N. V. Agandeswaran
Company Secretary
ACS No. 7966

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Transfer Books of the Company will be closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018, both days inclusive.
3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar.
4. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar for assistance in this regard.
5. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



7. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
9. The Annual Report 2017-2018, the Notice of the 28th AGM and instructions for e-voting, along with attendance slip and proxy form, are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Members may also note that the Notice of the 28th AGM and the Annual Report 2017-18 will be available on the Company's website, <http://www.shahilogistics.com>.
11. Transfer of Unclaimed / Unpaid Dividend to the Investor Education and Protection Fund (IEPF):

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

Unclaimed dividend for the year(s) 2010-11, 2011-12 are held in separate bank accounts and members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company.
12. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Registrar / Depositories.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
14. CS Sanjay P. Parab, Partner –SPRS & Co, Practicing Company Secretaries (Membership No. F6613) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
15. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
16. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
17. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
18. The instructions for e-voting are as under:
 1. The procedure and instructions for the voting through electronic means is, as follows:
 - i. Log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders" tab.
 - iii. Now, select the "Shahi Shipping Ltd" from the drop down menu and click on "SUBMIT"
 - iv. Now, enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant < Shahi Shipping Ltd> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the password then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



xviii. Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

2. The voting rights of shareholders shall be in proportion to their shareholding in the paid up equity share capital of the Company.
3. E-voting period will commence from Monday, 24th September, 2018 at 9:00 a.m. and will end on Wednesday, 26th September, 2018 at 5.00 p.m.
4. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witness not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company.

The Results shall be declared on or after the date of General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.shahilogistics.com> and on the website of CDSL immediately after the result is declared by the Chairman.

The cut-off date for the purpose of E-voting is on Thursday, 20th September, 2018. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.

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

N. V. Agandeswaran
Company Secretary
ACS No. 7966

Place: Mumbai
Date: August 14, 2018.

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

**Annexure to Notice**

INFORMATION AS REQUIRED AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED

Name of the Director	Mr. Sarvesh Kumar shahi
Director Identification Number	00359535
Date of Birth	07.03.1957
Date of Appointment	26.10.1990
Qualification	Done executive Management Course at Massachusetts Institute of technology (MIT) Boston, USA
Expertise in specific functional area	Mr. S. K. Shahi has a career spanning more than 38 years of rich and varied experience in shipping industry
Directorships held in other public companies (excluding foreign companies and section 8 companies)	1. Royal Logistics (Ship) Limited 2. SKS Waterways Limited 3. Shahi Gasol Limited 4. India First Logistics Limited
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a director (excluding foreign companies)	None
Relationship with other Director(s)	None
Shareholding of Non Executive Director	Not Applicable

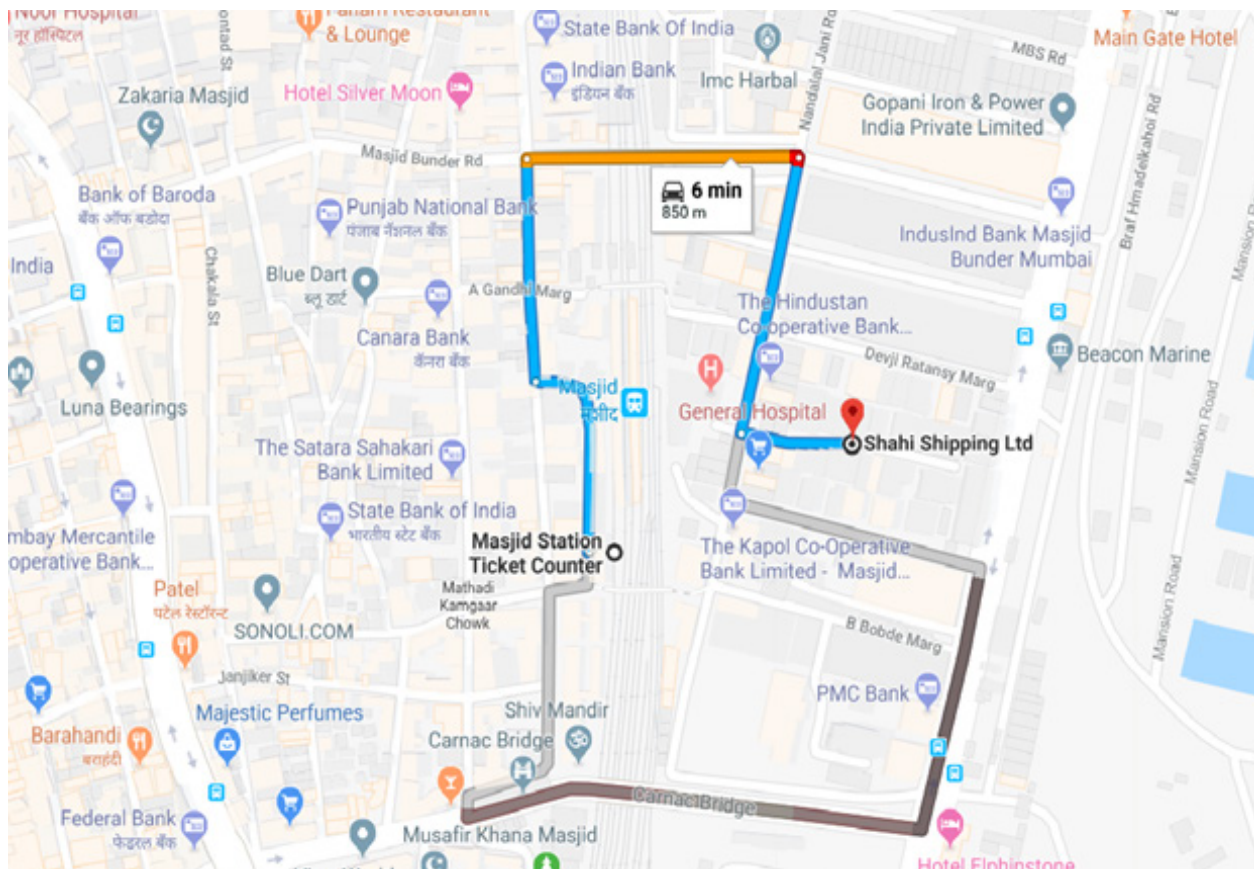
By order of the Board of Directors
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ROUTE MAP TO THE VENUE OF THE AGM



**DIRECTORS' REPORT**

To,

The Members,

Shahi Shipping Limited

Your Directors are pleased to present herewith the 28th Annual Report of Shahi Shipping Limited (the “Company”) along with the Audited Financial Statements for the financial year ended March 31, 2018.

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

The financial highlights of the Company are given below:

(Rs. In Lacs)

Particulars	2017-18	2016-17
Total Income	1799.72	1922.17
Total Expenditure (excluding Depreciation)	1589.98	1711.31
Profit for the year before providing for Depreciation	209.74	210.86
Less: Depreciation	182.53	209.55
Profit before Tax	27.21	1.31
Less: Provision for Taxation		
Current Year	11.31	0.21
MAT Credit Entitlement	-0.56	-0.69
Deferred Tax	-93.09	56.74
Profit After Tax	109.56	-54.94

Notes:

The above financial results have been prepared in accordance with Indian Accounting Standards (“IND-AS”) as specified under Section 133 of Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015.

The Company has adopted Ind-AS from 1st April, 2017 with transition date from 1st April, 2016. Accordingly the results for the year ended 31st March, 2018 have been prepared in accordance with IND-AS. Consequently results for the year ended 31st March, 2017 have been restated to make them comparable.

2. RESULTS OF OPERATIONS :

The Highlights of the Company’s performance (Standalone) for the year ended March 31, 2018 are as under:

- Value of sales and services decreased by 13.04 % to Rs. 1662.03 lakhs.
- PBDIT decreased by 5.45 % to Rs. 314.22 lakhs.
- Profit Before Tax increased by 1976.48% to Rs. 27.21 lakhs.
- Net Profit increased by 299.41% to Rs. 109.56 lakhs.

3. SHARE CAPITAL:

The paid up share capital of the Company as on 31st March, 2018 is Rs. 14,49,48,740 comprising of 1,44,94,874 equity shares of Rs. 10/- each. During the year under review, the Company has not issued any Equity Shares.

4. DIVIDEND:

The Board of Directors have not recommended any dividend for the Financial Year 2017-18.

5. AMOUNT TRANSFERRED TO RESERVE:

In view of Profits incurred during the year under review, your Directors have transferred a Surplus of Rs. 1,09,55,719/- to the reserves during the financial year under review.

**6. MATERIAL CHANGES AFFECTING THE COMPANY:**

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

7. HUMAN RESOURCE DEVELOPMENT:

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

8. SUBSIDIARY COMPANIES:

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

9. SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e. SS-1, SS-2 and SS-3 relating to ‘Meetings of the Board of Directors’, ‘General Meetings’ and ‘Dividend’, respectively have been duly followed by the Company.

10. DIRECTORS’ RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2017-2018 and of the profit of the Company for that period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis;
- v. The Directors have laid down internal controls to be followed by the Company and such internal controls are adequate and operating effectively; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

The Board of Directors as on March 31, 2018 comprised of the following directors

Name of Director	Director Identification Number	Designation
Sarvesh Kumar Shahi	00359535	Chairman & Managing Director
HemaKiran Thakur	01363454	Independent Director
VenkatasubramanianIyer Shivaraman	07165080	Independent Director
Chandresh Kumar Mishra	07645967	Independent Director

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

**12. BOARD EVALUATION:**

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

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors.

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

At the separate meeting of independent directors held on 27th March, 2018, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated objectively, taking into account the views of executive directors and non-executive directors.

13. INDEPENDENT DIRECTOR:**(i) Declaration from Independent Directors**

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Criteria for Performance Evaluation

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

(iii) Details of familiarization Programme

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

14. MEETINGS:

During the Financial year 2017-2018, Six (06) Meetings of Board of Directors and Six (06) Meetings of Audit Committee of the Board were convened and held. The details of meetings held are given in the Corporate Governance Report. The gap between the said meetings did not exceed the limit of 120 days, as prescribed under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder.

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

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, Key Managerial Personnel, senior management and their remuneration. The policy lays down criteria for selection of directors, key managerial personnel and senior management like, qualification, requisite expertise, relevant experience and integrity of the directors, etc. The remuneration policy lays down the entitlements of remuneration to non-executive directors such as sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013.

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

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

The Nomination and Remuneration Policy is available on the Company's [website www.shahilogistics.com](http://www.shahilogistics.com).