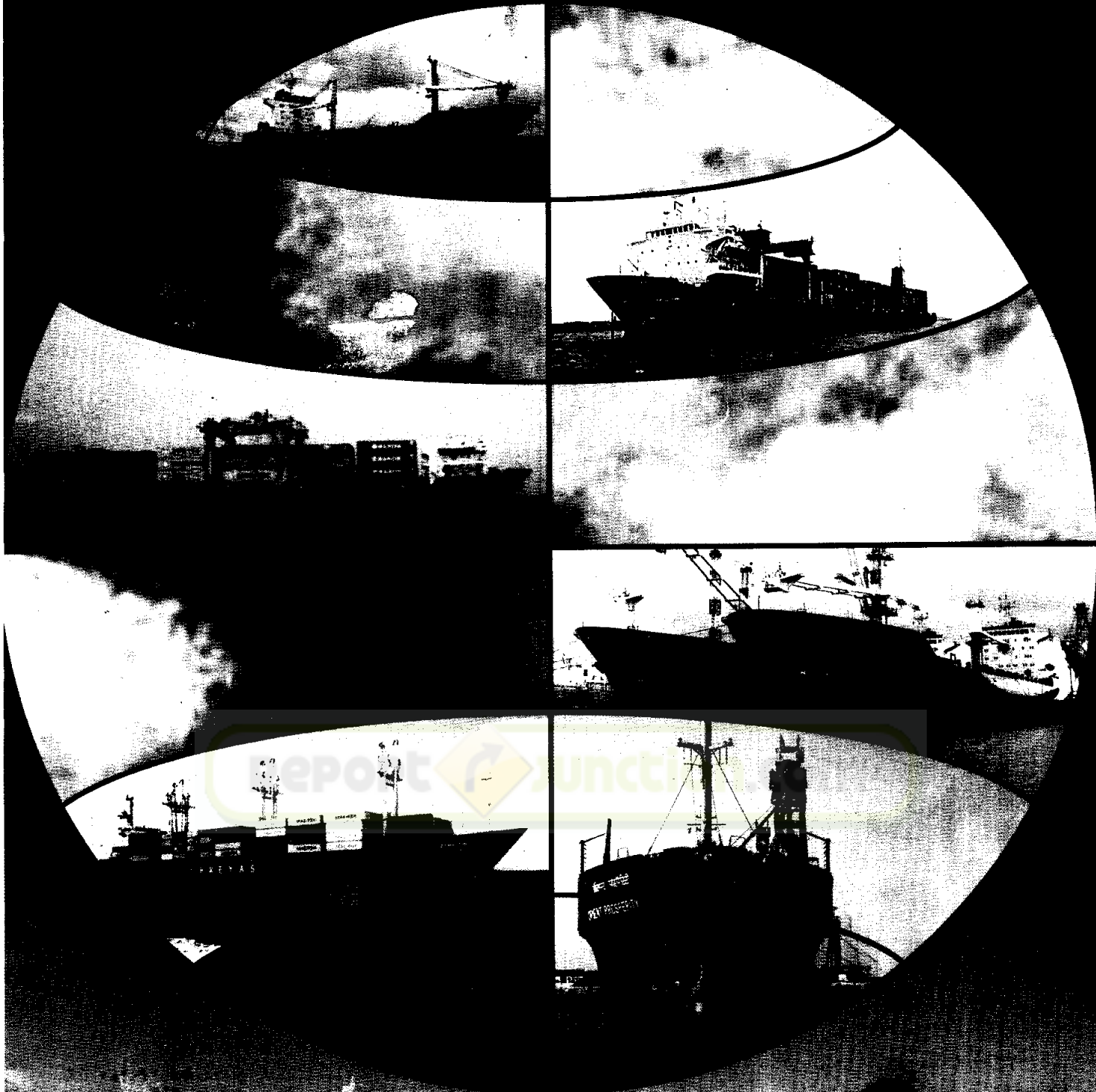


14th Annual Report 2001-2002



**TRANSWORLD**  
GROUP

  
**SHREYAS**  
SHIPPING LIMITED

## **Our Vision**

To be a premier organization, which offers total shipping solutions by providing high quality innovative services to its customers, stakeholders and is the market leader and the trendsetter in the Indian Sub-Continent, Arabian Gulf & South East Asia region.

## **Our Mission**

- To provide quality and reliable services to our customers
  - To remain forever committed to excellence
  - To explore and discover new business horizons
- To unabatedly provide for our people adequate opportunities for professional growth
  - To achieve each "end" tempered by "quality means"
- To make constructive contributions to the society at large

## **Our Values**

### **Trust and Openness**

"We believe in trust & openness in all our dealings"

### **Mutual Respect**

"We believe in respecting the dignity of Individuals"

### **Quality**

"We are dedicated to customer driven quality, constantly striving to improve our process & services guided by the changing needs of the customers"

### **Excellence**

"We believe in continuously improving upon our own benchmarks"

### **Customer Orientation**

"The concerns & needs of the customers are the guiding force behind all our endeavours"

### **S. Ramakrishnan**

Chairman & Managing Director

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## Board of Directors

Mr. S. Ramakrishnan	Chairman and Managing Director
Mr. V. Ramnarayan	Director
Mr. S. Mahesh	Director
Mr. L. B. Culas	Director
Mr. Anand Desai	Director
Mr. M. Sudhendranath	Director (ICICI Bank Ltd. Nominee)
Mr. K. P. Medhekar	Director
Capt. P. P. Radhakrishnan	Director

## Management Team :

Mr. Anil Devli	Chief Executive Officer
Capt. Kapil Kekre	General Manager - Commercial
Mr. Mangesh Patil	Company Secretary
Mr. Anand C. Meecheri	General Manager - Accounts

## Solicitors :

M/s. Mahimtura & Co.  
Advocates & Solicitors

## Auditors :

M/s. K. L. Murty & Co.  
Chartered Accountants

## Bankers :

Standard Chartered Bank  
ICICI Bank Ltd.  
Canara Bank, London.  
State Bank of India.

## Regd. Office :

1110/1111, Embassy Centre,  
Nariman Point, Mumbai - 400 021.  
Tel.: (91-22) 284 2324 • Fax: (91-22) 288 6665

## Admn. Office :

Orient Shreyas, Plot No. 203, Station Avenue Road,  
Chembur, Mumbai - 400 071.  
Tel.: (91-22) 529 5402 • Fax: (91-22) 529 5412

**Registrars & Share Transfer Agent :**  
**M/s. Intime Spectrum Registry Pvt. Ltd.**  
260, Shanti Industrial Estate,  
Sarajini Naidu Road,  
Mulund (West), Mumbai - 400 080.  
Tel. : (91-22) 564 7734, 568 4590  
Fax : (91-22) 567 2693

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## NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of SHREYAS SHIPPING LIMITED will be held at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21, R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071 on Thursday, the 25th July, 2002 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March, 2002 and the Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
- (2) To declare a Dividend on Equity Shares.
- (3) To appoint a Director in place of Mr. S.Mahesh who retires by rotation and being eligible, offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. L.B.Culas who retires by rotation and being eligible, offers himself for re-appointment.
- (5) To appoint Auditors and to fix their remuneration.

Cochin : 24th May, 2002.

By Order of the Board of Directors

**Regd. Office :**

1110/1111, Embassy Centre,  
Nariman Point,  
Mumbai - 400 021.

**MANGESH G. PATIL**  
Company Secretary

**NOTE :**

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- (b) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd July, 2002 to 25th July, 2002 (both days inclusive).
- (c) Members/Proxies are requested to produce the Attendance Slip duly filled in and signed at the Meeting.
- (d) Members requiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready; replies will be provided only at the Meeting.
- (e) The dividend on ordinary shares for the year ended 31st March, 2002, if sanctioned at the Meeting will be payable to those members whose names appear in the Company's Register of Members as on 25th July, 2002. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose. Dividend warrants will be sent within 30 days from the date of declaration of dividend.
- (f) In accordance with the provisions of section 205A of the Companies Act, 1956, the Company has transferred unclaimed dividends for and upto the year ended 31st March, 1995, to the General Revenue Account of the Central Government. The members concerned may, therefore, submit their claims in the prescribed form to the **Registrar of Companies, Maharashtra, C/o Fancy Corporation, Hakoba Mills Compound, Kala Chowki, Mumbai - 400 033.**  
Pursuant to the provisions of section 205A of the Companies Act, 1956, dividend for the financial year ended 31st March, 1996 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far for the financial year ended 31st March, 1996 or any subsequent financial years are requested to make their claim to the Administration Office of the Company. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.
- (g) Members can now avail of the facility of nomination in respect of shares held by them pursuant to the amendment to the Companies Act, 1956. Members desiring to avail of this facility may send their nomination in the prescribed Form No.2B duly filled in, quoting their respective Folio, Certificate(s) and Distinctive numbers, to the Administration Office of the Company or to the Company's Registrars and Share Transfer Agents.
- (h) Members are requested to :
  - a) intimate to the Company changes, if any, in their registered addresses and/or bank mandate at an early date,
  - b) quote folio numbers in all their correspondence.
- (i) Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

Cochin : 24th May, 2002.

By Order of the Board of Directors

**Regd. Office :**

1110/1111, Embassy Centre,  
Nariman Point,  
Mumbai 400 021.

**MANGESH G. PATIL**  
Company Secretary

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## DIRECTORS' REPORT

**To the Members,**

Your Directors have pleasure in presenting their Fourteenth Annual Report together with the Audited Accounts of your Company for the year ended 31st March 2002.

**(a) FINANCIAL HIGHLIGHTS**

	Year Ended 31.03.2002	(Amount Rupees in Lacs) Period ended 31.03.2001
Operating Income .....	6492.67	6674.57
Other Income .....	116.14	147.17
Profit before Interest, Depreciation and Taxation .....	1534.90	1565.41
Interest .....	569.10	679.16
Profit before Depreciation and Taxation .....	965.80	866.25
Depreciation .....	605.58	610.10
Profit before Taxation .....	360.22	276.15
Provision for Taxation .....	53.55	2.80
Balance brought forward from previous year .....	197.76	33.64
Provision for Bad Debts written back.....	31.26	—
Balance available for appropriation .....	535.69	306.99
Proposed Dividend .....	118.95	99.12
Tax on Proposed Dividend .....	—	10.11
Transferred to General Reserve.....	—	—
Balance in Profit & Loss Account .....	416.74	197.76

**(b) DIVIDEND**

Your Board of Directors is pleased to recommend a dividend at 6% (Rs.0.60 per share). The dividend will absorb a sum of Rs.118.95 lakhs, subject to deduction of tax, if any, (previous year Rs. 109.23 lakhs including tax on dividend) and will be paid to eligible shareholders whose names stand registered in the books of the Company as on the book closure date.

**(c) SHIPPING BUSINESS & FUTURE PROSPECTS**

Presently the company has 6 ships out of which 3 ships are deployed in coastal services and the balance have been chartered out. The Company initially started off with just one vessel on coastal services but with the encouraging results soon deployed 2 other vessels in the coastal services. During the financial year, the company has extended its coastal services to Pipavav, Mangalore, Goa and Cochin. In the long run, the company has planned to get into Coastal business from Chennai port connecting to Haldia, Vizag and Kakinada. The Company is working incessantly towards establishing itself as an absolute coastal player in the industry. During this period the Company also commenced movement of domestic cargo in containers using a combination of road, rail and sea movement.

The Operating Cost of ships continues to remain high due to bunker prices maintaining its level during the year.

Despite an environment of weak economic trends and deteriorating freight markets, the Company has maintained its profitability as three of its vessels were locked in time charters and the feeder services that the Company ran were profitable too.

**(d) FINANCE :**

During the year under review, the Company with the intention to reduce costly debts sold one of its vessel M. V. Orient Commerce. A part of the proceeds from this sale were utilised for prepayment of outstanding loan. The balance of the sale proceeds were used partially for the purpose of acquisition of two new vessels, viz. M. V. Orient Strength and M. V. Orient Spirit. These vessels are 1983 and 1982 built and have a capacity of 1148 teus each. These vessels have been acquired with financial assistance from ICICI Bank Ltd. (erstwhile ICICI Ltd., now merged with ICICI Bank Ltd.)

**(e) ISO 9002**

Your Directors take pride in informing you that your Company continues to be registered as ISO 9002 with Det Norske Veritas (DNV) for its Container Shipping and Feeder Services Management.

**(f) FIXED DEPOSIT**

During the year under consideration, the Company has not taken any fixed deposit from the public.

**(g) DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. S. Mahesh and Mr.L.B.Culas retire by rotation and being eligible, offer themselves for re-appointment.

**(h) DIRECTOR'S RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that :

- i) in the preparation of annual accounts, the applicable accounting standards have been followed;
- ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2002 and of the profit of the Company for the year ended on that date;

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- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis.

**(i) AUDITORS**

Messers K.L.Murty & Co., Chartered Accountants, retire as auditors of the Company and have given their consent for re-appointment. The shareholders will be required to elect auditors for the current year and fix their remuneration.

As required under the provisions of Section 224(1B) of the Companies Act, 1956, the Company has obtained a written certificate from the above auditors proposed to be re-appointed to the effect that their re-appointment, if made, would be in conformity with the limits specified in the said section.

**(j) COST AUDIT**

The Central Government has not recommended any cost audit of the Company during the year under consideration.

**(k) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since, the Company is not engaged in any manufacturing activity, the information required under Rule 2 of the Companies (Disclosures of particulars in the Report of the Board of Directors) Rules, 1988, is not applicable and therefore not furnished. However, the information on foreign exchange earnings and outflow is as under :-

	Rs. in lakhs
	2002
(i) Foreign exchange earnings (on accrual basis)	6492.67
(ii) Foreign exchange outgo including operating components and spare parts, cost of ship and other expenditure in foreign currency. (on accrual basis)	2785.23

**(l) INDUSTRIAL RELATIONS**

Industrial Relations have remained cordial throughout the year. Your Directors wish to place on record their appreciation of the services rendered by the floating staff and shore staff during the year.

**(m) PARTICULARS OF EMPLOYEES**

As required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, a statement containing particulars of the Company's employees who were in receipt of remuneration of not less than Rs.12,00,000/- during the year ended 31st March, 2002 or not less than Rs.1,00,000/- per month during any part of the said year forms part of this Report.

However, as per the provisions of Section 219(1) (b) (iv) of the Companies Act, 1956, the Report and the Accounts are being sent to all the shareholders of the Company, excluding the aforesaid statement of particulars of employees. Such statement will be sent to the shareholders, who may be desirous of having the same, on a specific written request addressed to the Company Secretary at the Registered Office of the Company.

**(n) ACKNOWLEDGMENT:**

The Board of Directors wish to place on record their gratitude to the Government of India, Ministry of Surface Transport, Ministry of Commerce, Ministry of Finance, Directorate General of Shipping, Mercantile Marine Department, Stock Exchanges, Reserve Bank of India, Central Board of Excise & Customs, Standard Chartered Bank, ICICI Bank Ltd. and Canara Bank for their continued support to your Company. The Board of Directors also wish to place on record their appreciation of other bankers to the Company, Suppliers, Business Associates, Main Line Operators and Consultants for extending support to the Company in its operations.

**(o) EVENTS AFTER THE YEAR UNDER CONSIDERATION****PREPAYMENT OF COSTLY DEBTS :**

As a measure of cost reduction the Company has prepaid a Rupee loan taken from ICICI Bank Ltd. (erstwhile ICICI Ltd., now merged with ICICI Bank Ltd.) carrying high rate of interest thereby resulting into substantial savings on the interest cost

Cochin : 24th May, 2002.

For and on behalf of the Board

Regd. Office :  
1110/1111, Embassy Centre,  
Nariman Point, Mumbai 400 021

**S. RAMAKRISHNAN**  
CHAIRMAN & MANAGING DIRECTOR



## 14<sup>TH</sup> ANNUAL REPORT

### MANAGEMENT ANALYSIS

#### Shipping Industry - Overview :

Although India is blessed with a long coastline of 7,500 km, majority of cargo moves by rail or road. There are 12 major ports and a number of minor and intermediate ports providing tremendous potential for coastal shipping, an economical, environment friendly and energy efficient mode of transportation. Yet, coastal shipping in India has not developed to its fullest potential because of which foreign ships are benefitting the most.

In spite of the obvious advantages that coastal shipping has over land-based modes in India, it has not grown to become an integral part of the country's transport infrastructure. A major reason is that coastal shipping has not been receiving the priority it deserves. Though it is a major link in the integrated transport infrastructure system, vital for the country's economic growth, coastal shipping is yet to get the infrastructure status.

It, however has to be recognised that shipping is a vital and inseparable part of the entire transportation system. In view of this fundamental and cardinal equivalence of shipping with other land-based modes of transport, the shipping industry should be granted the relevant benefits and incentives that are being extended to other infrastructure industries. Another main demand by the Indian shipping companies was the replacement of corporate tax by tonnage tax. If this was granted it would have reduced the tax liability of companies to as low as half percent on net income thereby helping the Indian companies come at par with international companies and boosting investment in tonnage thereby leading to development of a larger national fleet. In shipping tonnage, India currently ranks 6th in Asia and 15th in the world shipping trade.

The growth of coastal shipping is not an end in itself but a means to a larger development of the economy itself. The tremendous cost-advantages afforded to Indian trade coupled with the immense benefits of energy savings to the country's economy, and, last but not the least, the boon of a cleaner and greener environment offered to society at large, make the development of coastal shipping important for a maritime country such as India.

In addition, efficient and economical coastal shipping will boost transshipment at Indian ports, thereby enhancing the competitive edge of Indian exports and increasing the ports potential to develop as hub-ports, leading to increased revenues and opportunities for generating both direct and in-direct employment.

The Indian shipping industry with over 100 private and public sector ship owning companies has a well diversified merchant fleet of tankers, bulk carriers, container ships, specialised multipurpose vessels and offshore supply vessels.

The Indian fleet can be broadly classified as overseas and coastal. The coastal trade is exclusively reserved for the Indian flag vessels by the Government. The Bare - boat - charter - cum - demise (BBCD) vessels which hoist foreign flags are barred from being deployed for the coastal trade by the Indian Government.

The Indian Government, in the past, has taken several steps to promote the shipping industry. Indian shipping companies are permitted to charter out their vessels to foreign companies without the prior approval of the Directorate General of Shipping. In case of sale of vessel to foreign parties, ship owners are allowed to retain the sale proceeds abroad (for a period of 6 months) and use them for fresh purchases. On the fiscal front, the government has permitted 100 percent tax deductions under Section 33-AC of the Income Tax Act on profits of the shipping companies that are appropriated into a special reserve for the acquisition of new tonnage. Also for the first time, the Government has created a Ministry for Shipping separating this portfolio from other surface transport.

#### Nature of Shipping Business :

The shipping industry is among the most competitive of the international businesses, owing to its cyclical nature, making this a high-risk business for players as well as for investors.

The usual cycle is for about 7 years. But this time the cycle was abnormally short and within 3 - 4 years the industry was back in a slide and time was getting tough. The Company being aware, has taken all necessary steps to avoid and ride the bottom. The Company has also started curtailing the expenses drastically where the same can be done. The Company was optimistic that with a combination of using its own tonnage and chartering out part tonnage, it can insulate itself to the best extent possible.

#### Coastal Shipping and Shreyas :

Shipping industry offers a lot of potential for Coastal Shipping. The Company had started off with just one vessel on the coastal service and encouraged with its performance, was motivated to deploy two other vessels in the coastal service. It is a matter of great pride that your Company today, has deployed 3 vessels out of the 6 vessels in coastal service. Not being satisfied with movement of foreign trade cargo, the Company has also commenced carriage of domestic cargo in containers using a combination of road, rail and sea movements. This is a beginning towards becoming a multi modal operator in India.

#### Cabotage Rules :

"Cabotage Rules" the much talked about phrase is essentially a policy practiced by almost all maritime nations across the world to ensure availability of adequate tonnage under its own merchant flag. Its a strategically important matter for any Government. Unfortunately foreign operators have been trying to give it a different colour under the garb of "inadequate Indian tonnage". While there is no denying the fact that the potential and need of "Coastal Shipping" is yet far from desired level of accomplishment for our country, it must be borne in mind that only Indian Companies have come forward to take up the challenges and are making efforts in very indeginous way to meet the requirement in Oil, Ore/ Bulk and now in Container Sector as well. The containerisation into coastal business is something what your company takes pride in. We strongly feel the need to have the cabotage provision as a measure to keep outsiders from exploiting Indian trade and making it more difficult to stand on its own. The company has taken up this matter through INSA and raised this issue at various fora.



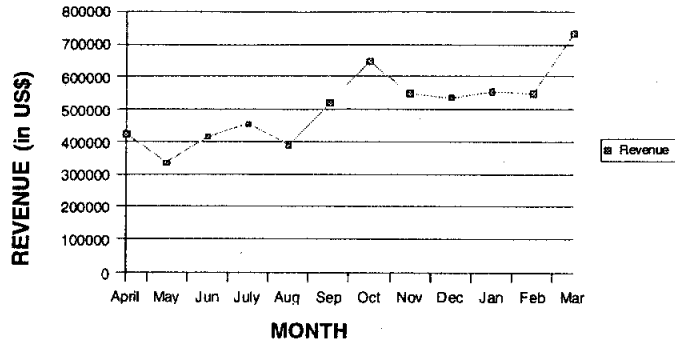
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Performance and Future Plans :

Coastal Services : Coastal Revenue for the year 2001-02

Month	Revenue
April	424590
May	334645
June	416177
July	455597
Aug	388009
Sep	520878
Oct	644296
Nov	548705
Dec	535834
Jan	552389
Feb	548076
Mar	732126
<b>Total</b>	<b>6101322</b>

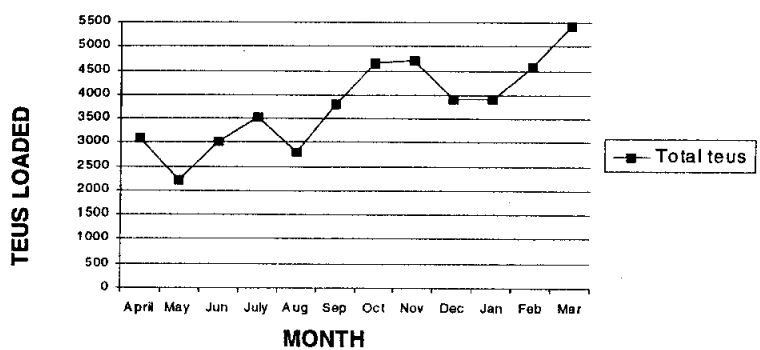
COASTAL REVENUE FOR THE YEAR 2001-2002



Coastal Loading for the year 2001-02

Month	Total teus
April	3088
May	2207
Jun	3007
July	3517
Aug	2802
Sep	3805
Oct	4657
Nov	4707
Dec	3913
Jan	3904
Feb	4578
Mar	5412
<b>Total</b>	<b>45597</b>

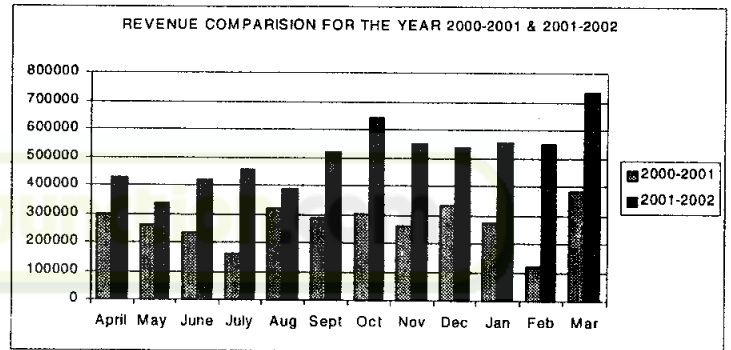
TEUS LOADED FOR THE YEAR 2001-2002



REVENUE REPORT FOR THE YEAR 2000-2001 & 2001-2002

Month	2000-2001	2001-2002	% INCREASE
April	298,230	424,590	42.37%
May	259,663	334,645	28.88%
June	233,244	416,177	78.43%
July	155,688	455,597	192.67%
Aug	320,559	388,009	21.04%
Sept	285,052	520,878	82.73%
Oct	300,619	644,296	114.32%
Nov	257,810	548,705	112.83%
Dec	333,876	535,834	60.49%
Jan	271,683	552,389	103.32%
Feb	117,631	548,076	365.93%
Mar	384,948	732,126	90.19%
<b>Total</b>	<b>3,218,983</b>	<b>6,101,322</b>	<b>89.54%</b>

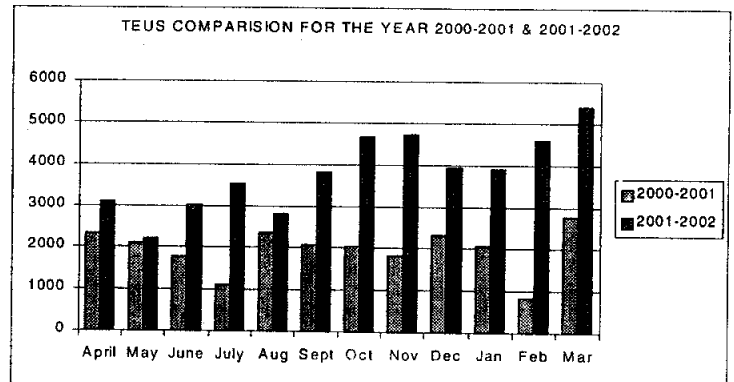
REVENUE COMPARISON FOR THE YEAR 2000-2001 & 2001-2002



TEUS LOADING REPORT FOR THE YEAR 2000-2001 & 2001-2002

Month	2000-2001	2001-2002	% increase
April	2312	3088	33.56%
May	2094	2207	5.40%
June	1798	3007	67.24%
July	1138	3517	209.05%
Aug	2356	2802	18.93%
Sept	2069	3805	83.91%
Oct	2057	4657	126.40%
Nov	1816	4707	159.20%
Dec	2335	3913	67.58%
Jan	2068	3904	88.78%
Feb	862	4578	431.09%
Mar	2772	5412	95.24%
<b>Total</b>	<b>23677</b>	<b>45597</b>	<b>92.58%</b>

TEUS COMPARISON FOR THE YEAR 2000-2001 & 2001-2002



Your Company was a pioneer in Container Feeder Services and is now working incessantly towards establishing itself as an absolute coastal player in the industry by carrying feeder as well as domestic cargo.



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## FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

	1994-95	1995-96	1996-97	1997-98*	1998-99#	1999-00	2000-01	2001-02
Operating Earnings	1,401.91	6,515.20	10,521.14	17,544.36	5,741.10	10,544.32	6,674.57	6,492.67
Other Income	126.24	106.87	11.59	84.40	6.57	91.12	147.17	116.14
<b>Total Income</b>	<b>1,528.15</b>	<b>6,622.07</b>	<b>10,532.73</b>	<b>17,628.76</b>	<b>5,747.67</b>	<b>10,635.44</b>	<b>6,821.74</b>	<b>6,608.81</b>
Operating Expenses	594.77	4,857.92	9,236.10	14,898.85	4,470.81	9,917.71	4,769.91	4,768.15
Admin. & Other Expenses	94.50	210.52	291.99	502.42	296.79	297.56	486.43	305.76
<b>PBIDT</b>	<b>838.88</b>	<b>1,553.63</b>	<b>1,004.64</b>	<b>2,136.49</b>	<b>980.07</b>	<b>420.17</b>	<b>1,565.40</b>	<b>1,534.90</b>
Interest	-	134.11	314.82	373.33	977.71	421.09	681.14	679.16
<b>PBDT</b>	<b>704.77</b>	<b>1,238.81</b>	<b>631.31</b>	<b>1,158.78</b>	<b>558.98</b>	<b>(260.97)</b>	<b>886.24</b>	<b>965.80</b>
Depreciation	203.02	333.58	361.56	762.15	300.94	607.73	610.10	605.58
<b>PBT</b>	<b>501.75</b>	<b>905.23</b>	<b>269.75</b>	<b>396.63</b>	<b>258.04</b>	<b>(868.70)</b>	<b>276.14</b>	<b>360.22</b>
Tax	-	-	35.00	41.65	27.75	-	2.79	53.55
<b>PAT</b>	<b>501.75</b>	<b>905.23</b>	<b>234.75</b>	<b>354.98</b>	<b>230.29</b>	<b>(868.70)</b>	<b>273.35</b>	<b>306.67</b>
Share Capital	1,982.42	1,982.42	1,982.42	1,982.42	1,982.42	1,982.42	1,982.42	1,982.42
Reserve & Surplus	2,237.52	2,865.21	2,881.90	3,018.81	3,095.07	2,226.36	2,390.48	2,623.64
Loan Funds	3,101.70	3,038.49	3,409.38	7,067.93	6,277.15	5,835.31	5,139.88	5,271.75
Fixed Assets(Net)	6,295.83	6,431.86	6,244.26	9,996.25	9,796.09	9,262.00	8,668.44	9,392.09
Investments	38.60	77.41	39.81	69.17	69.17	40.33	14.63	223.75
Net Current Assets	827.63	781.38	1,638.70	1664.12	1,226.58	(263.49)	205.43	106.97
EPS (Annualised) Rs.	2.53	4.57	1.18	1.19	2.32	-	1.38	1.55
Debt Equity Ratio	0.73	0.63	0.70	1.41	1.24	1.39	1.17	1.14
Dividend Per share (Rs.)	1.20	1.40	1.00	1.00	0.70	-	0.50	0.60
Book Value per share (Rs.)	21.29	24.45	24.54	25.23	25.61	21.23	22.06	23.23

\* For 18 months

# For 6 months

14<sup>TH</sup> ANNUAL REPORT**CORPORATE GOVERNANCE**

Shreyas Shipping Limited believes that good corporate governance is essential to achieve long term corporate goals and to enhance stakeholders value. There is no one universal model of a Corporate Governance Code. Different environments need specific solutions to meet the demands of legal compliances and regulations. However, there is a single thread which weaves through the tapestry of governance, this calls for the affairs of a company to be controlled and regulated in a manner that is transparent, ethical and accountable. In this pursuit, your Company is committed to transparency in all its dealings, providing high quality products and services to its customers and shareholders and places uncompromising emphasis on integrity and regulatory compliances. The basic philosophy of Corporate Governance in your Company has been to achieve business excellence, to enhance shareholder value, keeping in view the needs and the interest of all its stakeholders.

Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance as enunciated in the Listing Agreement. In keeping with the spirit of the Code, your Board has constituted committees such as - Audit Committee, Executive Committee, Share Transfer and Shareholders / Investors Grievance Committee etc.

Details of the implementation of the Code follow in the paragraphs below :

**A. Board of Directors :**

The day-to-day Management of your Company is entrusted to the Chairman & Managing Director. Your Board of Directors monitors Company performance, closely watches the performance of the management, approves and reviews strategy, keeps checks on utilisation of authorities and ensures that the objectives are met on consistent basis.

The present Board of Directors of the Company comprises of Chairman & Managing Director and seven Non-Executive Directors with considerable experience in corporate affairs, legal and shipping industry. Four Directors on the Board (representing 50% of the Board's strength) are 'Independent' i.e. they have no business relationship with the Company. One Director represents ICICI Bank Limited.

Four board meetings were held during the period 1st April, 2001 to 31st March, 2002, on the following dates - 20th June, 2001, 23rd August, 2001, 30th November, 2001 and 30th January, 2002.

The Thirteenth Annual General Meeting was held on 23rd August, 2001.

The constitution of the Board and attendance of the Directors at Board and Annual General Meetings, is as under :

Director	*Number of outside Directorship held		Sitting Fees Paid during 2001-2002 (In Rs.)	No. of Board Meetings Attended	Attendance at last AGM
	Public	Private			
Mr. S. Ramakrishnan	11	23	-	2	Yes
Mr. V. Ramnarayan	13	24	6,000	3	No
Mr. S. Mahesh	7	19	-	-	No
Mr. L. B. Culas	5	—	8,000	4	Yes
Mr. B. L. Ahuja #	—	—	4,000	2	Yes
Mr. Anand Desai	1	1	4,000	2	No
Mr. K. P. Medhekar	3	1	8,000	4	Yes
Capt. P. P. Radhakrishnan	4	—	8,000	4	Yes
Mr. M.Sudhendranath @	3	—	4,000	2	No.

\* Directorship in Company includes Foreign Company

# Nomination withdrawn by ICICI Bank Limited w.e.f. 24th August, 2001

@ Joined the Board (Nominated by ICICI Bank Limited in place of Mr.B.L.Ahuja) with effect from 24th August, 2001. Sitting Fees paid to ICICI Bank Limited

**B. Board Procedures:**

A detailed Agenda folder is sent to each Director well in advance of Board and Committee Meetings. To enable the Board discharge its responsibilities effectively, the Chairman and Managing Director briefs the Board on the overall performance of the Company followed by discussion on agenda. In addition to the matters statutorily required to be placed before the Board for its approval, the Board also reviews :

- Strategy and business plans;
- Matters involving change in general policy;
- Diversification / new business activities;
- Investment and exposure limits.
- Fixed term contracts and consulting contracts with third parties in excess of prescribed limits;