



A Navratna Company
ISO 9001:2008

भारतीय नौवहन निगम लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय: शिपिंग हाउस, 245 मादाम कामा रोड, मुंबई - 400 021.

फोन: 91-22-2202 6666, 2277 2000 फैक्स: 91-22-2202 6905 वेबसाइट: www.shipindia.com

The Shipping Corporation Of India Ltd.

(A GOVERNMENT OF INDIA ENTERPRISE)

Regd. Office: Shipping House, 245, Madame Cama Road, Mumbai-400 021. Ph: 91-22 2202 6666, 2277 2000

Fax: 91-22 22026905 • Website: www.shipindia.com



सीआईएन/CIN-L63030MH1950G01008033

Ref.No.: A10-SEC- BD-808

29.05.2019

To,

Corporate Relationship Department,
Bombay Stock Exchange Ltd,
1st Floor, New Trading Ring,
Rotunda Building, P.J. towers,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code- 523598

The Manager,
Listing Department,
The National Stock Exchange of India Ltd.,
'Exchange Plaza', Bandra-Kurla Complex,
Bandra (East), MUMBAI - 400 051.
Trading Symbol- SCI

Dear Sir,

Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to the SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019, enclosed herewith the Annual Secretarial Compliance Report issued by Mr. Upendra Shukla, Practising Company Secretary, for the year ended 31st March, 2019 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please take the same on your record.

Thanking You,

Yours Faithfully,

कृते भारतीय नौवहन निगम लिमिटेड
For THE SHIPPING CORPORATION OF INDIA LTD.


दिपांकर हाल्दर / DIPANKAR HALDAR
कार्यकारी निदेशक (विधिक मामले) एवं कंपनी सचिव
Executive Director (Legal Affairs) & Company Secretary

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

28th May, 2019

To,

The Board of Directors
Shipping Corporation of India Limited
Shipping House, 245
Madame Cama Road
Mumbai-400021

Dear Sir,

Annual Secretarial Compliance Report for the Financial Year 2018-19

I have been engaged by Shipping Corporation of India Limited (hereinafter referred to as 'the Company') bearing CIN: **L63030MH1950GOI008033**, whose Equity Shares are listed on the BSE Ltd (Security Code **523598**) and National Stock Exchange of India Ltd (Symbol: **SCI**), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report, issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Thanking you,

Yours faithfully,



(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

SECRETARIAL COMPLIANCE REPORT
OF
SHIPPING CORPORATION OF INDIA LIMITED
FOR THE YEAR ENDED 31.03.2019

I have examined:

- (a) All the documents and records made available to me and explanation provided by Shipping Corporation of India Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include –

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



C-90, Snehadhara, Dadabhai Cross Road No.3, Vile Parle West, Mumbai - 400 056. Tel.: 2624 3350

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **[Not Applicable since there was no reportable event during the year under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable since there was no reportable event during the year under review];**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **[Not Applicable since there was no reportable event during the year under review];**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder *except in respect of matter specified below:*

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 17(1) (a) and (b) of SEBI (LODR) Regulations, 2015 – composition of the Board of Directors.	a) More than 50% of the Board comprises of Executive Directors; b) Company does not have required number of Independent Directors on the Board.	Nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.



UPENDRA SHUKLA

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:


Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1)	a) BSE Limited b) National Stock Exchange of India Limited	Regulation 17(1)	SCI has received letters dated 05/11/2019 and 31/01/2019 from National Stock Exchange of India Ltd. and letters dated 31/10/2018 and 31/01/2019 from BSE Ltd., levying penalty for non-compliance of the provisions of Reg. 17(1) of SEBI (LODR) Regulations, 2015 [for not having required number of Independent Directors on the Board]	The Company has requested the BSE and NSE and also to SEBI for waiver of penalty since SCI is a Central Public Sector Enterprise, appointment of Directors (both functional and Independent) is done on the basis of nominations received from the Administrative Ministry i.e. the Ministry of Shipping.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
- Not Applicable -				

Place: MUMBAI
Date: 28.05.2019




(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654