

[PURSUANT TO SECTION 108 AND SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

TO THE MEMBERS OF THE SHIPPING CORPORATION OF INDIA LIMITED ('SCI/COMPANY')

Notice of Postal Ballot

NOTICE is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, ("**Rules**"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR, 2015**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued there under (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ("**remote e-voting**").

SPECIAL BUSINESS

Item No.1:

Appointment of Shri Vikram Dingley (DIN: 09515547) as Whole- Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152,161 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and further amendments thereto from time to time, Article 125 of the Articles of Association of the Company and other relevant applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Vikram Dingley (**DIN: 09515547**), who has been appointed as Additional Director of the Company by the Board of Directors with effect from 19th May, 2022 and for whose appointment, approval of the members of the Company is required to be taken at the next General Meeting under the provisions of the Act or within a period of 3 months from the date of appointment in line with the applicable

provisions of the SEBI LODR, 2015, whichever is earlier, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No.2:

Appointment of Shri C.I. Acharya (DIN: 09611434) as Whole- Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152,161 and other applicable provisions, if any, of the Companies Act, Rules made thereunder and further amendments thereto from time to time , Article 125 of the Articles of Association of the Company and other relevant applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Shri C. I. Acharya (**DIN: 09611434**),who has been appointed as Additional Director of the Company by the Board of Directors with effect from 13th June, 2022 and for whose appointment, approval of the members of the Company is required to be taken at the next General Meeting under the provisions of the Act or within a period of 3 months from the date of appointment in line with the applicable provisions of the SEBI LODR, 2015, whichever is earlier, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors,
For Shipping Corporation of India Limited,

Smt. Swapnita Vikas Yadav
(Company Secretary and Compliance officer)

Date: 20.06.2022

Place: Mumbai

NOTES:

- 1) The Explanatory Statement under Section 102 of the Act pertaining to the proposed items of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.
- 2) The Company has appointed Shri Upendra Shukla, Practising Company Secretary, FCS NO 2727 for conducting this Postal Ballot process through remote e-voting in a fair and transparent

manner and required consent for such appointment has been received.

3) The Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL")(collectively referred to as "Depositories"). If Members' e-mail address is not registered with the Company/Depositories, they are requested to follow the process provided in the Notes to receive Postal Ballot Notice and login ID & password for remote e-voting. The communication of assent or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.

4) The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. Members are requested to provide their assent or dissent through remote e-voting only.

5) The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on **Friday, June 24th, 2022** and whose e-mail IDs are registered with the Company / Depositories. Members who have not registered their e-mail IDs, are requested to follow the instructions given hereunder. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, June 24th, 2022**, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

6) A copy of this Postal Ballot Notice is also available on the website of the Company at www.shipindia.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsd.com

7) Institutional /Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to authorize their representative to vote through e-voting on their behalf are requested to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter/Authorization, etc. by its Board authorizing to vote on its behalf pursuant to Section 113 of the Act, to the Scrutinizer by e-mail at ucshukla.scrutinizer@rediffmail.com with a copy marked to evoting@nsdl.co.in and sci.cs@sci.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date **Friday, June 24th, 2022**. In case of joint holders, any one of such holder(s) may vote.

9) Relevant documents, if any, referred to in this notice and the Explanatory statement pursuant to section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this notice upto the last date of remote e-voting. In the event, any Member desires to inspect such Documents, may write an email to the company at sci.cs@sci.co.in by mentioning their name, folio number/DP ID-Client ID, as applicable, Mobile number and copy of pan Card

attached. The Company shall thereafter suitably make the Documents available on/through Electronic Mode.

10) The Remote e-Voting period shall commence on **Wednesday 29th June 2022 at 9:00 a.m. (IST)** and end on **Thursday, 28th July, 2022 at 5:00 p.m. (IST)**. The Remote e-Voting will be blocked by NSDL thereafter. During this period, Members holding shares either in physical or electronic form, as on the cut-off date, i.e. **Friday, 24th June 2022**, shall cast their vote electronically.

11) The Scrutinizer shall after the conclusion of the remote e-voting on **Thursday, 28th July, 2022**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e- voting.

12) The results of the Postal ballot will be announced **on or before Sunday, 31st July, 2022** at the Registered Office of the Company SHIPPING HOUSE, 245 MADAME CAMA ROAD, MUMBAI MH, Mumbai – 400021. The results will also be uploaded on the Company's website at www.shipindia.com, website of NSDL at www.evoting.nSDL.com and also necessary disclosures to the BSE Limited ("BSE") /National Stock Exchange of India Limited ("NSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. **Thursday, 28th July, 2022**.

13) The ordinary resolution shall be declared as passed if the number of votes cast in favour of the resolution exceeds the votes, if any, cast against the resolution by members so entitled and voted.

14) Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company or Registrar and Transfer Agents (M/s Bigshare Services Pvt Ltd, Unit: Shipping Corporation of India Limited, Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093 email ID: investor@bigshareonline.com to update their respective email address by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.

15) Members may send their queries related to items included in the Postal Ballot Notice on the email ID of the Company at sci.cs@sci.co.in from their registered email address mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

16) All grievances related to the facility for voting by electronic means may be addressed to evoting@nsdl.co.in

17) The Instructions for Shareholders for remote e-voting are as under:

The details of the process, manner and instruction for remote e-voting are as under:

- I. The cut-off date to be eligible to vote by electronic means is **Friday, June 24th, 2022**. The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, June 24th, 2022**.
- II. The remote e-voting period are given below:

Commencement Day, Date and Time	Wednesday, 29th June, 2022 (From 9.00 a.m. IST)
End Day, Date and Time	Thursday, 28th July, 2022 (Till 5.00 p.m. IST)

During this period, members' holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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



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(भारत सरकार का उद्यम)

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

The Shipping Corporation Of India Ltd.

(A GOVERNMENT OF INDIA ENTERPRISE)

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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

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		For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla.scrutinizer@rediffmail.com with a copy marked to evoting@nsdl.co.in and sci.cs@sci.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Soni Singh at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sci.cs@sci.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sci.cs@sci.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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Navratna Company
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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 • वेबसाइट: www.shipindia.com

The Shipping Corporation Of India Ltd.

(A GOVERNMENT OF INDIA ENTERPRISE)

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

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Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 (the “Act”):

ITEM NO. 1:

APPOINTMENT OF SHRI VIKRAM DINGLEY (DIN 09515547) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

The following statement sets out all the material facts relating to the resolution to be passed as mentioned in the accompanying Notice:

The Ministry of Ports, Shipping and Waterways vide its Office Order dated 18.05.2022 appointed Shri Vikram Dingley as Director (T&OS) on the Board of SCI. Accordingly, Shri Vikram Dingley was appointed as an Additional Director on the Board of SCI w.e.f 19.05.2022 [from the date of assumption of his charge as Director (T&OS)] in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also as per the provisions of the Articles of Association of the Company by the Board of Directors of the Company

As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier.

However, SEBI vide amendment dated August 03, 2021 to the SEBI LODR, 2015 has added new Regulation 17(1C) which was effective from January 01, 2022 and as per the new Regulation, listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with this requirement, the Board of Directors of the Company has recommended seeking the approval of Members of the Company for appointment of Shri Vikram Dingley as Director on the Board through the process of Postal Ballot to comply with the amended provisions of SEBI LODR, 2015.

In terms of provisions contained under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Shri Vikram Dingley for the office of Director.

Prior to his appointment as Director (Technical and Offshore Services), Shri Vikram Dingley was General Manager (T&OS) of the Company. His brief resume containing other relevant details is annexed herewith.

Relevant documents, if any, referred to in this notice and the Explanatory statement pursuant to section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this notice upto the last date of remote e-voting. In the event, any Member desires to inspect such Documents, may write an email to the company at sci.cs@sci.co.in by mentioning their name, folio number/DP ID-Client ID, as applicable, Mobile number and copy of pan Card

attached. The Company shall thereafter suitably make the Documents available on/through Electronic Mode.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution as set out for approval by the Members.

ITEM NO. 2:

APPOINTMENT OF SHRI C.I. ACHARYA (DIN 09611434) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

The following statement sets out all the material facts relating to the resolution to be passed as mentioned in the accompanying Notice:

The Ministry of Ports, Shipping and Waterways vide its Office Order dated 09.06.2022 appointed Shri C.I Acharya as Director (Finance) on the Board of SCI. Accordingly, Shri C.I Acharya was appointed as an Additional Director on the Board of SCI w.e.f 13.06.2022 [from the date of assumption of his charge as Director (Finance)] in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also the provisions of the Articles of Association of the Company by the Board of Directors of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier.

However, SEBI vide amendment dated August 03, 2021 to the SEBI LODR, 2015 has added new Regulation 17 (1C) which was effective from January 01, 2022 and as per the new Regulation, listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with this requirement, the Board of Directors of the Company has recommended seeking the approval of Members of the Company for appointment of Shri C.I. Acharya as Director on the Board through the process of Postal Ballot to comply with the amended provisions of SEBI LODR, 2015.

In terms of provisions contained under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Shri C.I. Acharya for the office of Director.

Prior to his appointment as Director (Finance), Shri C.I. Acharya was Chief General Manager in Mangalore Refineries & Petrochemicals Limited (MRPL). His brief resume containing other relevant details is annexed herewith.

Relevant documents, if any, referred to in this notice and the Explanatory statement pursuant to

section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this notice upto the last date of remote e-voting. In the event, any Member desires to inspect such Documents, may write an email to the company at sci.cs@sci.co.in by mentioning their name, folio number/DP ID-Client ID, as applicable, Mobile number and copy of pan Card attached. The Company shall thereafter suitably make the Documents available on/through Electronic Mode.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution as set out for approval by the Members.

By Order of the Board,
For Shipping Corporation of India Limited,

Smt Swapnita Vikas Yadav
(Company Secretary and Compliance Officer)

Date: 20.06.2022

Place: Mumbai



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ANNEXURE TO ITEM NO. 1 and ITEM NO. 2 OF THE NOTICE OF POSTAL BALLOT

Details of Director seeking appointment/re-appointment in pursuance of relevant provisions of the Act and SEBI LODR, 2015

Name of the Director	Shri Vikram Dingley (DIN: 09515547)	Shri C.I Acharya (DIN: 09611434)
Date of Birth & Age	May 13th, 1966 & 56 years	March 21 st , 1966 & 56 Years
Nationality	Indian	Indian
Date of first appointment on the Board	19 th May, 2022	13 th June, 2022
Qualification	Shri Vikram Dingley is a graduate from National Institute of Technology Srinagar with a first class degree in Mechanical Engineering	Shri C.I. Acharya is a Commerce Graduate from Mumbai University, a Chartered Accountant, a Cost Accountant & a Chartered Financial Analyst (CFA).
List of Directorship in Other Companies as on 20 th June, 2022	NIL	NIL
Membership / Chairmanship of Committees of Companies as on 20 th June, 2022	NIL	NIL
Listed entities from which the person has resigned in the past three years	None	None
Shareholding in SCI (including shareholding as a beneficial owner) as on 20 th June, 2022	None	None
Disclosure of relationship between Directors inter se	There is no relationship between the Directors inter se	There is no relationship between the Directors inter se

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<p>Brief Resume and Nature of Expertise in Specific Functional Area</p>	<p>Shri Vikram Dingley graduated from National Institute of Technology Srinagar with a first class degree in mechanical engineering and joined SCI in 1989 and served on board various ships in different ranks rising to the position of Chief Engineer. In 2003, he was absorbed in the shore office of The SCI and has served in the Technical Services -Ship Building, Tanker Technical and Fleet Personnel departments in various ranks.</p> <p>Shri Vikram Dingley has extensive knowledge of the shipping industry with a specialization in new-building projects, ship acquisitions, technical and commercial management of fleet operations and dry-dockings</p>	<p>Shri C.I. Acharya is a Commerce Graduate from Mumbai University, a Chartered Accountant, a Cost Accountant & a Chartered Financial Analyst (CFA). Shri C.I. Acharya has cross functional experience of over three decades in the fields of Finance, Taxation, Audit, International Trade, Enterprise Risk Management, and Corporate Strategy & Commercial. He carries over two decades of rich diversified experience at Mangalore Refinery and Petrochemical Limited (MRPL), a part of mammoth ONGC group.</p>
<p>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</p>	<p>The appointment is from the date of his assumption of charge of the post till the date of superannuation ie. 31.05.2026, or until further orders, whichever is earlier. SCI, being a Government Company, the remuneration payable to its Functional Directors is approved by Government of India.</p>	<p>The appointment is from the date of his assumption of charge of the post till the date of superannuation ie. 31.03.2026, or until further orders, whichever is earlier. SCI, being a Government Company, the remuneration payable to its Functional Directors is approved by Government of India.</p>

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