



शिपिंग कॉर्पोरेशन ऑफ इंडिया लैंड एंड एसेट्स लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय : शिपिंग हाउस, 245, मैडम कामा रोड, नरीमन पॉइंट, मुंबई, महाराष्ट्र, भारत - 400 021.

दूरभाष : 91-22-2202 6666 • फैक्स : 91-22-2202 6905 • ईमेल : cmdoffice@scilal.com

Web. : www.scilal.com • CIN : L70109MH2021GOI371256

Shipping Corporation of India Land and Assets Limited

(A Government of India Enterprise)

Registered Office: Shipping House, 245, Madame Cama Road, Nariman Point, Mumbai, Maharashtra,

India-400021 • Tel. : 91-22-2202 6666 • Fax : 91-22-2202 6905 • Email : cmdoffice@scilal.com

Web. : www.scilal.com • CIN : L70109MH2021GOI371256

Date: 30.09.2025

To,

Listing Compliance Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	The Manager - Listing Compliance National Stock Exchange of India Limited, 'Exchange Plaza' C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Security Code: 544142	Trading Symbol: SCILAL

Sub: Minutes of 04th Annual General Meeting of the Company held on 17.09.2025

Dear Sir/ Madam,

Kindly find enclosed herewith a copy of the Minutes of 04th Annual General Meeting of the Company held on 17.09.2025.

Date and time of occurrence of event: 30.09.2025 at 1430 hours.

Submitted for your information, kindly take the same on record.

Thanking You.

Yours faithfully,

For Shipping Corporation of India Land and Assets Limited

Shri Mohammad Firoz
Company Secretary and Compliance Officer

Encl: As mentioned above

SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED

04th ANNUAL GENERAL MEETING

MINUTES OF THE FOURTH (04th) ANNUAL GENERAL MEETING ("MEETING") OF THE MEMBERS OF SHIPPING CORPORATION OF INDIA LAND AND ASSETS LIMITED HELD ON WEDNESDAY 17th SEPTEMBER, 2025 AT 1200 HOURS THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO- VISUAL MEANS ("OAVM") FROM THE REGISTERED OFFICE OF THE COMPANY (DEEMED VENUE)

1. The following were present:

Directors

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| Capt. Binesh Kumar Tyagi
(DIN: 08966904) | - In the Chair
Chairman and Managing Director
<i>Chairman - Risk Management Committee &
Corporate Social Responsibility Committee</i>
[From the Deemed Venue] |
| Capt. Som Raj
(DIN: 11046394) | - Director (Operations)
[From the Deemed Venue] |
| Prof. Dr. K. Jayaprasad
(DIN: 09585722) | - Independent Director
<i>Chairman - Audit Committee, Nomination &
Remuneration Committee and Stakeholders
Relationship Committee</i>
[Through Video Conferencing from
Thiruvananthapuram] |

Representative of the Government of India

- | | |
|--|---|
| Shri Venkatesapathy S
(DIN: 07407879) | - IAS, Joint Secretary, Ministry of Ports,
Shipping and Waterways
- Government Nominee Director, SCILAL
[Through Video Conferencing from New
Delhi] |
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2. Shri Mohammad Firoz, Company Secretary and Compliance Officer was present from the Deemed Venue.
3. With the permission of the Chairman Ms. Pallavi Mogaveera, Secretarial officer, SCILAL and Ms. Divyanshi Jamwal, Secretarial officer, SCI were present from the Deemed Venue as 'Moderator' for the Company to facilitate the Video Conferencing platform for the Members.

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4. With the permission of the Chairman, Ms. Laxmi Kamath, Chief Financial Officer, SCILAL, Shri. Vikram Dingley, Director (Finance), SCI and Smt. Charusheela Golapalli, Chief Financial Officer, SCI were present from the Deemed Venue.
5. Ms. Ashwini Inamdar (Membership No. F9409) and Ms. Alifya Sapatwala (Membership No. A24091), Partners of M/s Mehta and Mehta, Company Secretaries, in their capacity as the Secretarial Auditor and Scrutinizer respectively of the Company, were present through Video Conferencing from Mumbai.
6. Mr. Harshil Chowatia, the representative of M/s. A.T. Jain & Co., Statutory Auditor of the Company for the FY 2024-25 was present through video conferencing from Mumbai.
7. The Shareholders joined the Meeting from NSDL platform to record their attendance. Total 66 Shareholders were present through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").
8. In terms of Article 43 of the Articles of Association of the Company, Capt. B. K Tyagi, Chairman & Managing Director of the Company presided over the 04th Annual General Meeting of the Company.
9. The Chairman declared commencement of the 04th Annual General Meeting and called the Meeting to order. He thereafter welcomed the Members and all others present at the Meeting.
10. The Company Secretary informed the Chairman the presence of requisite quorum in the Meeting as per section 103(1)(a)(iii) of the Companies Act, 2013 (30 Members in terms of section 103 of the Companies Act, 2013).
11. The Chairman informed that pursuant to General Circular No. 20/2020 dated May 05, 2020, read with other relevant circulars on the subject, including General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') companies are permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its circular dated October 03, 2024 read with other relevant circulars on the subject ('SEBI Circulars'), has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Thus, in compliance with the Companies Act, 2013 read with Rules made thereunder, Secretarial Standards on General Meetings (SS-2) and other applicable provisions, if any, the Company held 04th AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

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12. The Chairman informed that the AGM is being conducted through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at a common venue. Participation of Members through video conferencing was being reckoned for the purpose of quorum as per the said circulars and Section 103 of the Companies Act, 2013. He further confirmed that this Meeting was called, convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) as well as in compliance of the Companies Act and rules made thereunder and Secretarial Standards on General Meetings (SS-2).
13. The Chairman further informed that, the Company has taken all necessary steps to ensure that the Members were able to attend and vote in the Meeting in a seamless manner. He also informed that the Company had tied up with the National Securities Depositories Limited (NSDL) to provide the facility of remote e-voting and e-voting during the AGM as well as to assist the Members for participation in the AGM through VC/OAVM platform.
14. The Chairman thereafter introduced Shri Venkatesapathy S, IAS Joint Secretary MoPSW- Representative of the Government of India and Government Nominee Director of the Company who joined the meeting through VC/OAVM platform from New Delhi. He thereafter introduced the Prof. (Dr.) K. Jayaprasad, Independent Director, who is Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Representatives of Scrutinizer, Secretarial Auditor's and Statutory Auditor's, who had joined the Meeting through VC/OAVM platform from their respective locations. Thereafter, the Chairman introduced the Functional Director, Company Secretary, SCILAL, Chief Financial Officer, SCILAL and Director (Finance), SCI and CFO, SCI who were present at the Deemed Venue.
15. The Chairman, thereafter, stated that Notice of the 04th AGM and the Annual Report for the financial year ended March 31st 2025, have been sent electronically to members whose email addresses are registered with the Company or with the depositories, within the statutory timelines. He also informed that the Company has sent a letter to shareholders whose email addresses are not registered with the Company or depository participants, providing the web link from where the annual report can be accessed on the Company's website. It was also informed that physical copies of the Annual Report have been sent to the members who have requested for the same.
16. The Chairman thereafter, stated that the Statutory Registers and Records are available at the Deemed Venue and an option of virtual inspection of these documents was also provided. He also informed that the Members desirous to inspect these documents can send their request to Company Secretary at cs@scilal.com. He also informed that the Members may view the Audited Accounts of the Company for the FY 2024-2025 on the website of the Company.

17. The Chairman further informed the Shareholders that the Company had given the facility of remote e-voting which commenced on Sunday, September 14, 2025 at 09:00 AM IST and ended on Tuesday, September 16, 2025 at 05:00 PM IST. He further stated that those Shareholders who could not avail the facility of remote e-voting and were participating in the Meeting could cast their votes during the AGM, if not otherwise barred from doing so. Accordingly, e-voting facility was kept open during the meeting and for 15 minutes after the conclusion of AGM.
18. The Chairman also informed the Shareholders that the Company had appointed M/s Mehta and Mehta, Company Secretaries as Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. Ms. Alifya Sapatwala (Membership No. A24091) Partner represented M/s Mehta and Mehta, Company Secretaries as Scrutinizer for the 04th Annual General Meeting of FY 2024-25.
19. The Chairman requested the Company Secretary to read the notice convening the 04th AGM and also, the qualifications/ comments in the Secretarial Auditors' report for the FY 2024-25. As proposed by a shareholder, the notice of the Meeting was taken as read as it was circulated to all the Shareholders within the statutory timeline.
20. Thereafter, the Company Secretary informed that the Company has received NIL comments from Statutory Auditors and CAG on the Financial Statements of FY 2024-25.
21. Further, Company Secretary read out the qualifications/observations in the Secretarial Audit Report for FY 2024-25, and Managements Reply thereto as contained in the Annual Report sent to the Shareholders.
22. This was followed by the Chairman's speech. The Chairman in his speech briefed the Shareholders about the status of transfer of Non-Core Assets (Real-estate properties) of Shipping Corporation of India Limited (SCI) received by the Company pursuant to Demerger Scheme. He also informed that required residential apartments and office spaces have been given on lease to SCI consequent to framework agreement executed between SCILAL and SCI.
23. The Chairman further informed about historic visit of IMO Secretary General Mr. Arsenio Dominguez to SCILAL's Maritime Training Institute (MTI), Powai, on 20.02.2025, which underscored the significance of training future leaders and investing in seafarers for a thriving and sustainable maritime industry and his lively interaction with the faculty and students of the institute and Maritime fraternity.
24. The Chairman thereafter informed about the proposal of the MoPSW to establish Indian Ocean Centre of Excellence for Sustainable Maritime Transport (IOCE-SMarT) at Maritime Training Institute (MTI), Powai and he also informed that Consultative Document of the proposed IOCE-SMarT was released by the

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Hon'ble Minister of Ports, Shipping and Waterways (MoPSW) at the Green Shipping Conclave at Mumbai on 20.02.2025.

25. The Chairman also informed the Shareholders that the operations of the company are being managed by the Shipping Corporation of India Ltd. (SCI) under a service level agreement entered between your company and SCI.
26. The Chairman then briefed the shareholders about the Company's financial performance of FY 2024-25 and quarter one (1) of FY 2025-26, Dividend, Manpower recruitment, Corporate Governance, and Other Developments.
27. Thereafter, the Chairman informed that the Company had provided window to the shareholders to register as speaker during the AGM. He thereafter invited and addressed the queries received from the Shareholders who had registered themselves with the Company as speaker shareholders for the AGM.
28. The Chairman effectively addressed the queries received from each of the Speaker Shareholders.
29. The Chairman informed that since the AGM was being held through VC/OAVM and the resolutions mentioned in the Notice convening this AGM had been already put to vote through remote e-Voting, there would be no proposing and seconding of resolutions in accordance with Guidance Note of SS-2 and FAQs on Virtual Meeting issued by Institute of Company Secretaries of India.
30. The Meeting then proceeded with the transactions of businesses, as set out in the Notice convening the Meeting.

I. ORDINARY BUSINESS

ORDINARY RESOLUTION

Item No. 1

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon along with the Comments of the Comptroller and Auditor General of India (C&AG), in terms of Section 143(6) of the Companies Act, 2013.

RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and comments of the Comptroller and Auditor General of India (C&AG), in terms of Section 143(6) of the Companies Act, 2013, as circulated to the Shareholders, be, and are hereby approved and adopted.

Item No. 2

To approve and declare Dividend of Re. 0.55/- (Rupee Fifty Five Paise only) per Equity Share of Rs. 10/- (Rupees Ten Only) each for the Financial Year 2024-25.

RESOLVED THAT the Dividend of Re. 0.55/- (Rupee Fifty Five Paise only) per fully paid up Equity Share of Rs. 10/- (Rupees Ten only) each for the Financial Year 2024-25, on 46,57,99,010 (Forty-Six Crores Fifty-Seven Lakhs Ninety-Nine Thousand and Ten) number of fully paid-up Equity Shares be, and is hereby approved and declared.

Item No. 3

To appoint a Director in place of Shri Binesh Kumar Tyagi (DIN: 08966904), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

RESOLVED THAT Shri Binesh Kumar Tyagi (DIN: 08966904) who retires by rotation as a Director of the Company at this Meeting in accordance with Section 152 of the Companies Act, 2013, being eligible be and is hereby re-appointed.

Item No. 4

To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors to be appointed by Comptroller & Auditor General of India (C&AG) for the Financial Year 2025-26, on the basis of recommendations of Audit Committee.

RESOLVED THAT pursuant to Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of the Company, on the recommendations of Audit Committee, be and is hereby authorized to decide and fix the remuneration, including reimbursement of out of pocket expenses in connection with the audit work, for the Statutory Auditors to be appointed by Comptroller and Auditor General of India (C&AG) for the Financial Year 2025-26.

II. SPECIAL BUSINESS

SPECIAL RESOLUTION

Item No.5

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Appointment of Prof (Dr.) K. Jayaprasad (DIN:09585722) as a Non-official (Independent) Director of the Company.

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RESOLVED THAT pursuant to the Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and other relevant applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the Articles of Association of the Company, Prof (Dr.) K. Jayaprasad (DIN: 09585722), who has been appointed as Non-official (Independent) Director of the Company pursuant to order dated April 15, 2025 by the Competent Authority, based on the recommendations of the Search Committee meeting dated March 12, 2025, and the proposal of the Ministry of Ports, Shipping and Waterways and was subsequently appointed as an Additional Director of the Company by the Board of Directors with effect from April 15, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2024-25 should have been held, whichever is earlier and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from member signifying their intention to propose him as a candidate for the office of the Director, be and is hereby appointed as Non-official (Independent) Director of the Company, not liable to retire by rotation on such terms and conditions including remuneration and tenure, as may be decided by Government of India from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Prof (Dr.) K. Jayaprasad (DIN: 09585722) as a Non-Official (Independent) Director on the Board of the Company.

ORDINARY RESOLUTION

Item No.6

Appointment of Capt. Som Raj (DIN: 11046394) as a Director (Operations) of the Company.

RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and other, relevant applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the Articles of Association of the Company, Capt. Som Raj (DIN: 11046394), who has been appointed as Director (Operations) of the Company pursuant to order(s) of the Ministry of Ports, Shipping and Waterways, Government of India and was appointed as an Additional Director of the Company by the Board of Directors pursuant to recommendation of the Nomination & Remuneration Committee with effect from July 15, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2024-25 should have

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been held, whichever is earlier and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from member signifying their intention to propose him as a candidate for the office of the Director, be and is hereby appointed as Director (Operations) of the Company, liable to retire by rotation on such terms and conditions including remuneration and tenure, as may be decided by Government of India from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Capt. Som Raj (DIN: 11046394) as Director (Operations) on the Board of the Company.

Item No. 7

Appointment of Shri Venkatesapathy S. (DIN: 07407879) as Government Nominee Director of the Company.

RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Venkatesapathy S. (DIN: 07407879), whose appointment was communicated by the Ministry of Ports, Shipping and Waterways, Government of India vide Letter No. 11025/1/2024-SU dated July 28, 2025 and who was appointed by the Board of Directors as a Government Nominee Director w.e.f. July 28, 2025 in terms of Section 161(3) of the Companies Act, 2013, and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from member signifying their intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Government Nominee Director of the Company on the terms and conditions as stipulated by the Government of India, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for the appointment of Shri Venkatesapathy S. (DIN: 07407879) as a Government Nominee Director on the Board of the Company.

Item No. 8

Appointment of M/s. Upendra Shukla & Associates, Company Secretaries as the Secretarial Auditors of the Company.

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other, relevant applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of

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the Audit Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of M/s Upendra Shukla & Associates, Company Secretaries (Firm Registration Number: S2024MH963100) as Secretarial Auditors of the Company, for a term of 5 (Five) consecutive years i.e. from Financial Year 2025-26 till and including Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

31. The Chairman informed that combined voting result will be announced within two working days after conclusion of the Meeting and would be available on the website of the Stock Exchanges, Company and also on the website of NSDL.
32. Shri Venkatesapathy S, IAS, Joint Secretary, Ministry of Ports, Shipping and Waterways, also informed that the Company has recorded a profit before tax of 6,514 lakhs in FY 2024-25. He also informed that the Company has declared a Dividend of Re. 0.55/- per share for the Financial Year 2024-25. He also expressed his sincere gratitude to the esteemed Shareholders for their constant support towards the Company.
33. The Chairman declared that e-voting facility will be open for 15 minutes after the conclusion of the AGM and thanked the Members for attending and participating in the Meeting and thereafter declared the Meeting as concluded at 1300 hours IST.

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CHAIRMAN

PLACE: MUMBAI

DATE OF SIGNING: 30/09/2025

DATE OF ENTRY: 30/09/2025

Note:

Based on the report submitted by the Scrutinizer to the Company Secretary of the Company, all the Eight (8) Resolutions were declared as passed with requisite majority.

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