



Sethusamudram
CORPORATION LIMITED

SETHUSAMUDRAM CORPORATION LIMITED
(A Government of India Enterprise)
CIN: U75111TN2004GOI054824

20th ANNUAL REPORT
2024-25

SETHUSAMUDRAM CORPORATION LIMITED
(A Govt. of India Enterprise)
Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

CIN : U75111TN2004GOI054824

BOARD OF DIRECTORS

Shri. Sunil Paliwal, IAS,
Chairman cum Managing Director

Smt. J.P. Irene Cynthia, IAS,
Kamarajar Port Ltd – Nominee Director

Shri. Polamraju Lakshmi Haranadh, IRTS,
Paradip Port Authority – Nominee Director

Shri. Susanta Kumar Purohit, IRSEE
V.O. Chidambaranar Port Authority – Nominee Director

Shri. Durgesh Kumar Dubey, IRTS,
Visakhapatnam Port Authority – Nominee Director
&
Dredging Corporation of India Ltd – Nominee Director

Shri. Pradeep Kumar Roy
Govt. Nominee Director

Shri. Rituraj Misra
Govt. Nominee Director

Rear Admiral Jaswinder Singh
Shipping Corporation of India Ltd – Nominee Director

Shri. Malla Srinivasa Rao
General Manager (Finance)

AUDITORS

M/s. Ravi & Raghu
Chartered Accountant, Chennai.

PRINCIPAL BANKERS

Indian Bank. Harbour Branch, Chennai – 600 001.

REGISTERED OFFICE

Indian Maritime University, Uthandi, Chennai – 600 119.

CORPORATE OFFICE

Fourth Floor (North wing), Old Admin Building, Chennai Port Authority, Rajaji Salai,
Chennai – 600 001.

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SETHUSAMUDRAM CORPORATION LIMITED
CHAIRMAN'S MESSAGE



Dear Shareowners,

On behalf of the Board of Directors of SCL and on my own behalf, I am pleased to welcome you all to the 20th Annual General Meeting of your Company. The Audited Annual Accounts for the financial year 2024 - 25, Directors' Report and Auditors' Report have already been circulated.

You may be aware that India's coast line of more than 7500 kms is lined with 12 major ports and more than 200 non-major ports. The shipping trade between the east and west coasts of India has prevailed for a long time. As the coast of India does not have a continuous navigation channel connecting the east and west coasts, the ships have to circumnavigate the Sri Lankan coasts due to presence of shallow waters in the Palk Strait and in Adam's Bridge area. In order to reduce the steaming distances between the East and West Coast of India and other countries and to improve the navigation within territorial waters of India, a number of proposals were considered since 1860 to cut a ship canal called Sethusamudram Canal.

With a view to establish the channel, the Government of India formed Sethusamudram Corporation Limited (SCL) a Special Purpose Vehicle (SPV) on 2nd September 2004 and the same was incorporated as a Company on 6th December 2004.

CURRENT STATUS OF THE PROJECT

Due to various litigations, the Hon'ble Supreme Court passed an Interim Order on 14.09.2007 to suspend the dredging works at Adams Bridge / Ram Sethu. Due to prolonged court cases, all the dredging works were stopped during July 2009 at Palk Bay / Palk Strait also.

During March 2018, Government of India has filed an affidavit stating "that the Govt of India intends to explore an alternative to the earlier alignment to the Sethusamudram Ship Channel Project without affecting / damaging the Adam's Bridge / Ram Sethu in the interest of the nation and the Hon'ble Court may dispose of the petition accordingly. The company is awaiting further hearing and final judgment.

STATUS OF DREDGING WORK AT PALK BAY / PALK STRAIT

Out of the total estimated quantity of 34.50 M.cum, about 21.43 M.cum i.e., 62.12% was dredged.

STATUS OF DREDGING WORK AT ADAM'S BRIDGE:

Out of the total estimated quantity of 48.05 M.cum, about 9.52 M.cum i.e. 19.81% was dredged.

PROGRESS OF OTHER WORKS ASSOCIATED WITH THE PROJECT

Navigational Buoys, Mooring Launches & Pilot Launches

SCL purchased 65 nos of navigational buoys, 08 Nos of Mooring launches and 06 Nos of Pilot launches. Since there was delay in commencement of operation, SCL sold all the above items to various ports on outright sale basis.

FINANCIAL PERFORMANCE

Your Company has a cash balance of Rs.3.15 crores and made short term deposits in various banks. The Company is still under construction stage and yet to commence its operation. However, during the year under review, Company registered a net Loss after tax of Rs.248.20 lakhs (i.e. The Loss in Sale of Navigational Aids worth Rs.226.69 Lakhs removed from Sundry Adjustment A/c and charged in the Profit and Loss account as Loss on Sale of Navigational Aids

during the FY 2024-2025) as against the net loss of Rs.17.55 lakhs reported during the previous year.

INDUSTRIAL RELATIONS

During the year, No. of employees – Nil.

ACKNOWLEDGEMENT

I gratefully acknowledge the guidance and support received from the Ministry of Ports, Shipping & Waterways, Government of India. I would also like to thank colleagues on Board who spared considerable time and participated actively in the deliberations of the Board and their in-depth knowledge and guidance on various issues greatly contributed in taking appropriate decisions. My sincere thanks to the Bankers and Legal Counsels for their co-operation.

CONCLUSION

Before concluding I wish to place on record our deep sense of gratitude for the sincere efforts put in at all levels which enabled the Company to record the progress during the year.

Sd/-

Chairman cum Managing Director
Sethusamudram Corporation Limited

Place: Chennai

Date:10.09.2025

SETHUSAMUDRAM CORPORATION LIMITED

(A Government of India Enterprise)

CIN: U75111TN2004GOI054824

Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

Phone: 044 – 25270651.

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the shareholders of Sethusamudram Corporation Limited will be held in the Board Room of Chennai Port Authority on 24.09.2025 at 04:00 PM (IST) and also through Video conference (VC) or other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet as at 31st March 2025, the statement of Profit & Loss Account of the Company for the year ended 31st March, 2025 and the reports of the Board of Directors, the Auditors' Report and Comments of Comptroller and Audit General of India under section 143 (6) of the Companies Act, 2013.
2. To appoint a Director in place of Shri. Polamraju Lakshmi Haranadh, IRTS, (DIN No.07295378), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Rear Admiral Jaswinder Singh (DIN no.10104264) director (Liner & Passenger Services) Shipping Corporation of India Ltd as Nominee Director.**

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

“RESOLVED THAT Rear Admiral Jaswinder Singh (DIN no.10104264) director (Liner & Passenger Services) Shipping Corporation of India Ltd who was appointed as Additional Director of the Company by the Board w.e.f. 04.02.2025 in terms of Shipping Corporation of India letter No. A-10/BD/SEC/Sethusamudram, dt. 29.11.2024 be and is hereby appointed as Director of the Company, not liable to retire by rotation”.

4. **Appointment of Shri. Rituraj Misra, (DIN no.02636799) Director, Ministry of Ports, Shipping & Waterways as Nominee Director.**

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

“RESOLVED THAT Shri. Rituraj Misra, (DIN no.02636799) Director, Ministry of Ports, Shipping & Waterways who was appointed as Government Director of the Company by the Board w.e.f. 04.02.2025 in terms of Ministry of Ports, Shipping & Waterways (Ports Wing) letter No.PD-26014/7/2004-Sethu (Part file),

dt. 30.10.2024 be and is hereby appointed as Government Nominee Director of the Company, not liable to retire by rotation”.

By Order of the Board

Sd/-

(Shri. Sunil Paliwal, IAS)

Chairman cum Managing Director

Place: Chennai
Date: 14.08.2025

NOTES

- a) Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (“MCA”) Companies are allowed to hold Annual General Meeting (“AGM”) through VC /OAVM without the physical presence of the Members at a common venue till September 30, 2025. In compliance with the Circulars, the 20th AGM of the Company is being held through VC /OAVM. The Notice for the 20th AGM along with Annual Report 2024-25 is being sent through electronic mode to those members whose email addresses are registered with the company.
- b) The circulars issued by the Ministry of Corporate Affairs (“MCA”) permits the holding of Annual General Meeting of the Company (“AGM”) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), till 30.09.2025.
- c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy form, Route map and Attendance slip is not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members participating through VC or OAVM may cast their votes on the resolutions during the meeting by show of hands or only by sending emails only through their email addresses registered with the Company in case of a Poll. The said emails shall only be sent to the designated email address circulated by the Company.
- d) Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/such other documents authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote.
- e) The members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- f) Members are requested to notify immediately any change of address to their respective Depository participant.
- g) Brief Resume of the Director seeking appointment at this Annual General Meeting is attached hereto and forms part of the Notice.

Instructions for attending the AGM through VC

1. Web link and log-in credentials for attending AGM through VC/OAVM will be provided in the e-mail forwarding the Notice and Annual Report.
2. Members can join Video conference either through Mobile/Laptop/Desktop

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013.

Item No. 3

The Ministry of Shipping, vide their letter No. PD/26014/1/2004-Sethu, dated 17.9.2004 conveyed their approval for formation of Sethusamudram Corporation Limited indicated interalia that SCL in the beginning will be headed by Chairman of Tuticorin Port Authority as its Chairman cum Managing director with the Chairman from participating Major Ports and CMDs of participating Public Sector Undertakings as Directors of the Company on ex-officio basis.

According to Article 122 (C) of the Articles of Association of the Company, if the promoter Port / Company nominee retires, resigns, removed or otherwise vacates the office at any time, then subject to Article 121, the concerned Promoter Port / Company shall be entitled to nominate one replacement, Director upon such retirement, resignation, removal or otherwise of its nominee Director.

Accordingly, Shipping Corporation of India Ltd has communicated vide their letter no. A-10/BD/SEC/Sethusamudram, dt. 29.11.2024, informing that Rear Admiral Jaswinder Singh (DIN No.10104264) Director (Liner & Passenger Services) Shipping Corporation of India Ltd (SCI) has been nominated as Director in the Board of SCL and the same was taken on record at the 82nd Meeting of Board of Directors held on 04.02.2025.

His brief resume is as under:

Particulars	Details
Date of Birth	15-09-1968
Educational & Professional Qualification	Post Graduate in Business Administration & MSc
Experience	Rear Admiral Jaswinder Singh has been at the helm of Liner and Passenger Services business of the Shipping Corporation of India (SCI) since 2023. He has also been appointed as a Director on the board of SCI Bharat IFSC Ltd, a Wholly Owned Subsidiary of SCI. Chief of Staff of the Southern Naval Command, Assistant Chief of Naval Staff Foreign Cooperation, Principal Director at Naval Headquarters

	responsible for formulating the specifications for ships and inducting their equipment, Command of Destroyer, Corvette and Training Establishment are some of the prestigious appointments held by the Admiral in top leadership role in the Indian Navy. Rear Admiral Jaswinder Singh is a Post Graduate in Business Administration, and also an alumnus of Naval Post Graduate School at California USA and Defence Services Staff College at Wellington. He has been awarded the prestigious Nau Sena Medal for his distinguished service in Indian Navy.	
Securities held in Sethusamudram Corporation Ltd	Nil	
Relationship with other Directors of Sethusamudram Corporation Ltd	Nil	
Directorship/Membership in other Companies	Name of the company	Nature of interest/Concern
	Shipping Corporation of India Limited	Director
	SCI Bharat IFSC Limited	Director
	SCI Bharat IFSC Limited	Nominee Shareholder of SCI (1 Share)
Remuneration last drawn	Not Applicable	
Number of Meetings of the Board attended during the year	Details provided in the Corporate Governance Report.	

In terms of Section 161 of the Companies Act, 2013, Rear Admiral Jaswinder Singh (DIN No.10104264) Nominee Director of SCL representing Shipping Corporation of India Ltd holds office up to the date of this Annual General Meeting.

Considering his background, experience and valuable contribution, appointment of Rear Admiral Jaswinder Singh is in the interest of the Company and Board of Directors recommends the resolution for members approval as an Ordinary Resolution.

Except Rear Admiral Jaswinder Singh (DIN No.10104264) Nominee Director, none of the directors is concerned or interested in the resolution.

Item No. 4

The Ministry of Shipping, vide their letter No. PD/26014/1/2004-Sethu, dated 17.9.2004 conveyed their approval for formation of Sethusamudram Corporation Limited indicated interalia that SCL in the beginning will be headed by Chairman of Tuticorin Port Authority as its Chairman cum Managing director with the Chairman from participating Major Ports and CMDs of participating Public Sector Undertakings as Directors of the Company on ex-officio basis.

According to Article 122 (C) of the Articles of Association of the Company, if the promoter Port / Company nominee retires, resigns, removed or otherwise vacates the office at any time, then subject to Article 121, the concerned Promoter Port / Company shall be entitled to nominate one replacement, Director upon such retirement, resignation, removal or otherwise of its nominee Director.

Accordingly, Ministry of Ports, Shipping & Waterways (Ports Wing) vide their letter No.PD-26014/7/2004-Sethu (Part file), dt.30.10.2024 has communicated Shri. Rituraj Misra, (DIN no.02636799) Director, Ministry of Ports, Shipping & Waterways has been nominated as Government Nominee Director in the Board of SCL in place of Shri. Gopinath Nayak, Dy. Secretary (DIN no.10078138) who is retired on superannuation and the same was taken on record at the 82nd Meeting of Board of Directors held on 04.02.2025.

His brief resume is as under:

Particulars	Details
Date of Birth	27-12-1982
Educational & Professional Qualification	B. Tech (Mechanical Engg.) & M. Tech (Thermal, Energy and Environment Engg.), Indian Institute of Technology, Khargpur, India. Masters of Public Administration, Lee kuan Yew School of Public Policy, National University of Singapore.

Experience	Over 15 years of experience in policy formulation, port development, public private partnerships, HR Management and digital transformation in Indian Railways and the Ministry of Ports, Shipping and Waterways.	
Securities held in Sethusamudram Corporation Ltd	Nil	
Relationship with other Directors of Sethusamudram Corporation Ltd	Not Applicable	
Directorship/Membership in other Companies	Name of the company	Nature of interest/Concern
Remuneration last drawn	Not Applicable	
Number of Meetings of the Board attended during the year	Details provided in the Corporate Governance Report.	

In terms of Section 161 of the Companies Act, 2013, Shri. Rituraj Misra, (DIN no. 02636799) Director, MoPS&W, Nominee Director of SCL representing Ministry of Ports, Shipping & Waterways holds office up to the date of this Annual General Meeting.

Considering his background, experience and valuable contribution, appointment of Shri. Rituraj Misra is in the interest of the Company and Board of Directors recommends the resolution for members approval as an Ordinary Resolution.

Except Shri. Rituraj Misra, (DIN No.02636799), Nominee Director, none of the directors is concerned or interested in the resolution.

By Order of the Board
Sd/-
(Shri Sunil Paliwal, IAS)
Chairman cum Managing Director

Place: Chennai
Date: 14.08.2025

SETHUSAMUDRAM CORPORATION LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE)
CIN: U75111TN2004GOI054824

Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

DIRECTORS' REPORT

To the Shareholders,

Your Directors have great pleasure in presenting the 20th Annual Report for the financial year 2024-2025 together with Audited statement of Accounts of the Company for the financial year ended 31st March 2025.

1. FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Other Income	23.22	22.30
Expenses	(271.42)	(39.85)
Prior Period adjustments	-----	-----
Profit/Loss before tax and Exceptional Items	(248.20)	(17.55)
Exceptional Item	-----	-----
Tax expenses	0.00	0.00
Profit / Loss after tax	(248.20)	(17.55)

2. FINANCIAL PERFORMANCE

The Company has not commenced its commercial operation. In the meantime, as per the directions of Ministry of Shipping, the Company has passed Board Resolution No.59/03 dt.28th June 2019 for sending proposal for winding up of the company to the MoS after obtaining legal opinion. Further, in the meeting chaired by Hon'ble Minister of State for Ports, Shipping & Waterways held on 29.04.2021 to discuss the closure of the company and the process of settlement of dues to Dredging Corporation of India was discussed. However, it is informed that the final closure of the Sethusamudram Corporation Ltd is not communicated by the Ministry as on date. The Legal procedure for winding up has not been initiated.

During the year under review, Company registered a Loss of Rs 248.20 Lakhs as against the loss of Rs.17.54 Lakhs reported during the previous year as tabulated above. The loss was incurred due to charging the amount of Rs.226.69 lakhs for monitoring,

synchronization and buoy position by GPS to Profit & Loss account for the Financial Year 2024-25.

3. DIVIDEND

As commercial operations have not started, your Directors do not recommend any Dividend for the period under report.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT.

In respect of the dredging works already carried out by the Company at SSCP, there was a long pending dispute on the rate at which to be settled was amicably arrived by the ASFA committee formed by MoS. It has been decided by the Committee that Rs.136.72 crs is due and payable to DCI. Accordingly, up to financial year 2021-22 SCL had settled Rs.71.00 crs from the fund available with SCL, and your company has sought financial assistance from Government of India for balance dues payable to DCI. Due to non-availability of funds, in the financial year 2024-25 your company has not paid any amount to DCI.

5. PARTICULARS OF LOANS, GUARANTEES,

The Company has not given any Loans and Guarantees under section 186 of Companies Act, 2013

6. INVESTMENTS

During the year, no specific investment has been made by your Company.

7. FIXED DEPOSITS

Your Company has not accepted any deposits including the year under review.

8. INTERNAL FINANCIAL CONTROL

The company has established its internal financial controls through set of policies framed and procedures followed by the Company for approval and recording of those minimal financial transactions and thereby for financial reporting. Every transaction is approved by the GM (F). Every first time transaction is approved by CMD. The approval of the Board will be sought and obtained based on the requirement of internal financial control policies.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

(Section 134(3) of the Companies Act, 2013)

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the act. There are no material departures from prescribed accounting standards in the adoption of the standards.

The Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that year;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

10. AUDITORS

In terms of Section 139 of the Companies Act, 2013, Comptroller and Auditor General of India has appointed M/s. Ravi & Raghu, Chartered Accountants, Chennai as Statutory Auditors of the company for the Financial Year 2024-25.

10.1 Statutory Auditor's report

The statutory Auditor of the Company, M/s. Ravi & Raghu, Chartered Accountants, has given an adverse opinion on the accounts of the Company for the financial year 2024-25.

10.2 Reply to the comments of Statutory Auditor

DIRECTOR'S EXPLANATION U/S 134(3) (f) OF COMPANIES ACT, 2013 ON THE ADVERSE OPINION OR DISCLAIMER MADE BY THE STATUTORY AUDITOR IN THE AUDIT REPORT:

Sl. No	Opinion in Auditor's report	Management's reply
1.	<p>Opinion</p> <p>We have audited the accompanying Standalone Ind AS financial statements of M/s.SETHUSAMUDRAM CORPORATION LIMITED ("the Company") which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss including Other Comprehensive income, Statement of Changes in Equity and the statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information for the year then ended.</p> <p>In our opinion and to the best of our information and according to the explanations given to us, due to the significance of the matter discussed in the Basis for Adverse Opinion section of our report, the aforesaid standalone Ind AS financial statements do not give a true and fair view in conformity with the accounting principles generally accepted in India, including Indian Accounting Standards prescribed under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended), of the state of affairs of the Company as at 31 March, 2025, its Loss including other comprehensive income, changes in equity</p>	<p>The company has disclosed the fact in Note 32 that as per directions of MoS vide letter dated 18.06.2019, SCL in its 59th Board meeting dated 28.06.2019 accorded approval for sending the proposal of closure of the company to MoS after obtaining legal opinion. Accordingly, the proposal for winding up of SCL was sent to Ministry on 28.08.2019. The ASG opinion relating to steps to be followed for closure of SCL was also sent on 13.12.2019. The company will initiate the procedure for winding up the company only after receiving approval from MoS.</p>

Sl. No	Opinion in Auditor's report	Management's reply
	and its cash flows for the year ended on that date.	
2.	<p>The evidences obtained and circumstances indicate the existence of material uncertainty that cast significant doubt about the Company's ability to continue as a going concern and hence the Financial Statements shall not be prepared on a going concern basis.</p> <p>"An entity shall not prepare its financial statements on a going concern basis if management determines after the reporting period either that it intends to liquidate the entity or to cease trading, or that it has no realistic alternative but to do so."</p> <p>Basis</p> <p>The Company has not begun commercial operations till date since inception from 2004. Capital dredging work was suspended on the direction of H'ble Supreme court in 2007 due to various litigations. Company has also sold various operational assets like tugs, navigational aids, launches, buoys due to cessation of operational activities from the year 2009 and onwards. As per directions of MoS vide letter dated 18.06.2019, SCL in its 59th Board meeting dated 28.06.2019 accorded approval for sending the proposal of closure of the company to MoS after obtaining legal opinion. The Additional Solicitor General has opined on 13.12.2019 that the corporation can be wound up under Section 272 of the Companies Act, 2013 subject to other conditions. In the meeting chaired by Hon'ble Minister of State for Ports, Shipping & Waterways to discuss the closure of the company on 29.04.2021, the</p>	<p>As per Para No.3 of the basis of Adverse opinion of the independent auditor report "An entity shall not prepare its financial statements on a going concern basis if management determines after the reporting period either that it intends to liquidate the entity or to cease trading, or that it has no realistic alternative but to do so."</p> <p>However, the management is not intending to liquidate the entity or close the company as of now and awaiting for Ministry's approval in this regard. Hence, the financial statement is prepared on a going concern basis.</p>

Sl. No	Opinion in Auditor's report	Management's reply
	<p>process of settlement of dues to Dredging Corporation of India was discussed.</p> <p>The Ministry of Ports, Shipping & Waterways as per the communication dated 24.06.2021 has requested decision to be taken regarding the balance of amount due to Dredging Corporation of India and to draw a timeline for completion of activities for closure of the company within 6 months. There has been no further development on this till the date of this report.</p>	
3.	<p>Confirmation of balance in respect of Note no.6, 7 and 16 of notes to standalone Ind AS financial statements regarding Sundry Adjustments, Capital advances, Trade receivables, Deposits and Provision for Capital Dredging to be obtained and reconciled.</p>	<p>The company is in the process of obtaining confirmation of balances for trade receivables, deposits, sundry adjustments, sundry receivables and capital advances from the parties concerned. The company does not foresee any material difference in the balances outstanding and differences if any will be reconciled and rectified in next accounting year</p>
4.	<p>According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, sufficient appropriate audit evidence were not available to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2025. We have considered the disclaimer</p>	<p>The company has not commenced its business operation and involved in very minimal transactions mainly of making investments and earnings of interest on Investments. The company has established its internal financial controls through set of policies framed and procedures followed by the Company for approval and recording of those minimal financial transactions and thereby for financial reporting. Every transaction is approved by the GM (F). Every first time transaction is approved by CMD. The approval of the Board</p>

Sl. No	Opinion in Auditor's report	Management's reply
	reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company and the disclaimer does not affect our opinion on the standalone financial statements of the Company.	will be sought and obtained based on the requirement of internal financial control policies

11. SECRETARIAL AUDIT

M/s. John O & Associates, Practicing Company Secretaries were appointed to conduct Secretarial Audit of your Company for the financial year 2024-25. They have reported that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Nominee Directors except the appointment of Independent Directors, and Company Secretary. The Secretarial Audit report is enclosed as **Annexure -1**.

11.1 Reply to the comments of Secretarial Auditor.

DIRECTOR'S EXPLANATION U/S 204 OF COMPANIES ACT, 2013 ON THE QUALIFICATION OR DISCLAIMER MADE BY THE SECRETARIAL AUDITOR IN THEIR AUDIT REPORT:

S.No	Qualification in Secretarial auditor's report	Management's reply
1)	The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Nominee Directors except the appointment of Independent Directors, and Company Secretary.	<p>During the year under review, your Company did not have required number of Independent Directors. As your Company is a public-sector undertaking, Independent Director has to be appointed by Ministry of Port, Shipping & Waterways. Your Company has taken up the matter with the Ministry of Port, Shipping & Waterways, GOI.</p> <p>The Company has made effort to appoint a company secretary</p>

		and requested the Institute of Company Secretaries of India, Chennai for suitable candidates. In spite of the efforts taken the company is unable to appoint a company secretary
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12. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion & Analysis (MDA) is not applicable, since SCL has not yet started its commercial operation.

13. BUSINESS RESPONSIBILITY REPORT

Business Responsibility Report (BRR) is not applicable, since SCL has not yet started its commercial operation.

14. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

15. EXTRACT OF ANNUAL RETURN

Enclosed as **Annexure – 2**.

16. CONTRACTS OR ARRANGEMENT WITH RELATED PARTY U/S 188(1)

There are no CONTRACTS OR ARRANGEMENT

17. COMPANY POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

Please refer Paragraph 2 of Corporate Governance and Notes to the financials.

18. STATE OF COMPANY AFFAIRS

Being a Government organization, the Company is managed by well regulated systems and procedures.

19. TRANSFER TO RESERVE

The Company does not propose to transfer any amount to reserve

20. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board of Director's in their meeting takes stock of the risks associated with project and finance and take appropriate decisions.

21. PARTICULARS OF EMPLOYEES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

During the year under review, there was no employee of the company. As the Company has not begun commercial operations till date since inception from 2004. Capital dredging work was suspended on the direction of Hon'ble Supreme court in 2007 due to various litigations. Hence all applicable provisions pertaining to employees dose not arise.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, your Directors state that the Company is yet to commence its operations. There was no earning or outgo in foreign exchange during the year.

23. BORROWINGS:

The Company has not availed of any term Loans during the FY 2024 - 25.

24. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

Your Company does not have any subsidiary, joint venture or Associate Company

25. RIGHT TO INFORMATION ACT, 2005

Your Company has implemented the Right to Information Act, 2005 to provide information to the citizens of India and also to maintain accountability and transparency in the working of the Company. During the year under report no applications were received under RTI Act.

26. REPORT ON CORPORATE GOVERNANCE

A report on corporate Governance for the year ended 31st March, 2025 is enclosed as **Annexure – 3**.

27. COST RECORDS:

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.

28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT
WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013
AND WOMEN EMPOWERMENT

No. of employees – Nil.

29.WHISTLE BLOWER POLICY:

No. of employees – Nil.

30. MATERNITY BENEFIT ACT 1961

No. of Employees – Nil.

For and on behalf of the Board of Directors of
Sethusamudram Corporation Limited

Sd/-

Chairman cum Managing Director
(DIN No.01310101)

Place: Chennai
Date: 30.07.2025

Company Secretarial Auditors

Dr. J. John Ohilvi, M.Com., L.L.B., FCS., Ph.D., IP, RV
Company Secretary, Insolvency Professional,
Registered Valuer, Forensic Auditor & Social Auditor

3/95A, East of Medical College,
Asaripallam - 629201,
Nagercoil, Tamil Nadu.
Cell: 098421-34891, 095788-08888
Ph: 04652-234289
E-mail: johnohilvi@yahoo.co.in
Website: www.johnohilvi.com

Date:

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

THE MEMBERS,
SETHUSAMUDRAM CORPORATION LIMITED
NATIONAL INSTITUTE OF PORTMANAGEMENT
EAST COAST ROAD UTHANDI,
CHENNAI - 600119

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SETHUSAMUDRAM CORPORATION LIMITED (CIN: U75111TN2004GOI054824)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion there on.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made herein



I have examined the books, papers, minute books, forms and returns filed and other records maintained by SETHUSAMUDRAM CORPORATION LIMITED for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013(the Act)and the rules made there under;

The Company has completed with the procedure laid under the Companies Act 1956/2013, forms, returns in this connection have been filed.

However, the company is yet to appoint Independent Directors, into the Board.

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the RegulationsandBye-lawsframed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable as the company is unlisted Public Government Company. :-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.



(vi) As informed to me the following other laws specifically applicable to the Company as under.

1. Payment of Wages Act, 1936
2. The Minimum Wages Act, 1948
3. The Equal Remuneration Act, 1976
4. The Contract Labour (Regulation and Abolition) Act, 1970
5. The Child Labour Prohibition and Regulation Act, 1986
6. The Environment Protection Act 1986.
7. The Air (Prevention and Control of Pollution) Act, 1981

I have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The company being unlisted Public Company the Listing Agreements as described by the Stock Exchanges is not applicable.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observation.

The company is yet to commence its commercial operations, and the company is the stage of taking up projects which requires sanction of various government departments.

I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Nominee Directors except the appointment of Independent Directors, and Company Secretary. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for participation at the meeting.



Decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

I further report that there are systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulation, guidelines, etc, having a major bearing on the companies affairs.

Place: Nagercoil

Date: 28/07/2025



A handwritten signature in black ink, appearing to read "J. John Ohilvi".

J. JOHN OHILVI
FCS: 4513 / CP: 4010

UDIN: F004513G000878155

ANNEXURE - I

To

THE MEMBERS

SETHUSAMUDRAM CORPORATION LIMITED,
NATIONAL INSTITUTE OF PORTMANAGEMENT
EAST COAST ROAD UTHANDI,
CHENNAI - 600119

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Nagercoil

Date: 28/07/2025



J. JOHN OHILVI
FCS: 4513 / CP: 4010

UDIN: F004513G000878155

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H3	Water transport	0

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	745,000,000	745,000,000	745,000,000
Total amount of equity shares (in Rupees)	10,000,000,000	7,450,000,000	7,450,000,000	7,450,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	745,000,000	745,000,000	745,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	7,450,000,000	7,450,000,000	7,450,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	745,000,000	0	745,000,000	7,450,000,000	7,450,000,000	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	745,000,000	0	745000000	7,450,000,0	7,450,000,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
	31		

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

0

(ii) Net worth of the Company

8,151,050,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	495,000,000	66.44	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	250,000,000	33.56	0	
10.	Others	0	0	0	
	Total	745,000,000	100	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	4	1	0	0	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	2	0	7	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	7	0	0
(iv) Small share holders	0	0	0	0	0	0
			34			

(v) Others	0	0	0	0	0	0
Total	1	6	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
HARANADHLAKSHMI	07295378	Nominee director	0	
SUNIL PALIWAL	01310101	Managing Director	0	
PRADEEPKUMARRO	10395264	Nominee director	0	
JESUDASANPETERIF	08839241	Nominee director	0	
DURGESHKUMARDU	09207436	Nominee director	0	
S.DIVAKAR	09675405	Nominee director	0	24/06/2024
GOPINATH NAYAK	10078138	Nominee director	0	30/10/2024
BIMAL KUMAR JHA	07059268	Nominee director	0	24/06/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
THANALAPATHY KI	03104487	Director	30/08/2023	Cessation
RAMA MOHANA RA	07620951	Nominee director	30/08/2023	Cessation
PARMESHWAR BAI	09128834	Nominee director	19/12/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/12/2023	35	6	86

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2023	5	2	40
2	30/08/2023	5	4	80
3	19/12/2023	5	4	80
4	28/03/2024	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	30/08/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/12/2024
								(Y/N/NA)
1	HARANADHL	4	3	75	1	1	100	Yes
2	SUNIL PALIW	4	4	100	1	1	100	Yes
3	PRADEEPKU	2	2	100	0	0	0	Yes
4	JESUDASANF	3	3	100	0	0	0	Yes
5	DURGESHKU	3	2	66.67	0	0	0	Yes
6	S.DIVAKAR	4	4	100	1	1	100	Yes
7	GOPINATH N.	4	4	100	0	0	0	No
8	BIMAL KUMA	3	1	33.33	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

As per Secretarial Auditor Report

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

J.JOHN OHILVI

Whether associate or fellow

Associate Fellow

Certificate of practice number

4010

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sunil Paliwal
Digitally signed by Sunil Paliwal
 Date: 2025.01.28 17:12:29 +05'30'

DIN of the director

0*3*0*0*

To be digitally signed by

JOHN OHILVI
Digitally signed by JOHN OHILVI
 Date: 2025.01.29 10:26:39 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Share Holders List_Sethusamudram Corp Approval letter for extention of AGM_Sethu FORM MGT-8_SETHUSAMUDRAM_2024
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

REPORT ON CORPORATE GOVERNANCE

1. COMPANY’S PHILOSOPHY

The Department of Public Enterprises (DPE) had issued Guidelines on Corporate Governance for listed and unlisted Central Public-Sector Enterprises (CPSEs). The Board of Directors of your Company strongly supports the principles of Corporate Governance which involves Board, employees, shareholders and other stakeholders. The management and employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability.

2. BOARD OF DIRECTORS

2.1 Composition and category of the Board of Directors, as on 31.03.2025 is as below:

S.No	Name of the Director	Representing Port/Company
01	Shri. Sunil Paliwal, IAS (DIN no.01310101)	Chairman-cum-Managing Director
02	Smt. J.P. Irene Cynthia, IAS (DIN no.08839241)	Nominee Director representing Kamarajar Port Limited
03	Shri. Susanta Kumar Purohit, IRSEE (DIN no.09725013)	Nominee Director representing V.O. Chidambaranar Port Authority
04	Shri. Polamraju Lakshmi Haranadh, IRTS (DIN no.07295378)	Nominee Director representing Paradip Port Authority
05	Shri. Durgesh Kumar Dubey, IRTS (DIN no.09207436)	Nominee Director representing Visakhapatnam Port Authority & Dredging Corporation of India Ltd
06	Shri. Pradeep Kumar Roy (DIN no.09128834)	Nominee Director representing MoPS&W
07	Shri. Rituraj Misra (DIN no.02636799)	Nominee Director representing MoPS&W
08	Rear Admiral Jaswinder Singh (DIN no.10104264)	Nominee Director representing Shipping Corporation of India Ltd

The Board of Directors of the company consists of Chairman / Dy. Chairman / Director(s) from the participating Major Ports and Chairman-cum-Managing Directors / Director (s) of participating CPSUs on ex-officio basis and nominees from the Ministry of Shipping, representing Government of India.

As per Article 122 (b) and 125A of our company, the Directors representing VoCPA and SCI shall be non-rotational Directors. The Directors appointed by the President of India shall not be liable to retire at General Meeting of the Company.

As per Article 162, of our company, the Chairman-cum-Managing Director or Managing Director shall not be liable to retirement by rotation so long as he holds office as Chairman-cum-Managing Director or Managing Director.

The Chairman-cum-Managing Director and Managing Director shall subject to such sanction by the Central Government as by law required, receive such remuneration (Whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.

2.2 Composition and category of the Board of Directors during the financial year 2024-25 and up to date of this report:

S.No	Name of the Director	Category	Date of appointment	Date of cessation
01	Shri. Sunil Paliwal, IAS (DIN no.01310101)	Chairman-cum-Managing Director	23.10.2019	Continue
02	Shri. Polamraju Lakshmi Haranadh, IRTS (DIN no.07295378)	Nominee Director	13.12.2021	Continue
03	Smt. J.P. Irene Cynthia, IAS (DIN No.08839241)	Nominee Director	30.08.2023	Continue
04	Shri. Durgesh Kumar Dubey, * IRTS (DIN No.09207436)	Nominee Director	30.08.2023	Continue
05	Shri. Susanta Kumar Purohit, IRSEE (DIN no. 09725013)	Additional Director	24.06.2024	Continue
06	Shri. Pradeep Kumar Roy, (DIN No.10395264)	Nominee Director	19.12.2023	Continue

07	Shri. Rituraj Misra (DIN no. 02636799)	Nominee Director	04.02.2025	Continue
08	Rear Admiral Jaswinder Singh (DIN No. 10104264)	Additional Director	04.02.2025	Continue
09	Shri. Bimal Kumar Jha (DIN No.07059268)	Nominee Director	30.08.2023	24.06.2024
10	Capt. S. Divakar (DIN no.09675405)	Nominee Director	28.10.2022	24.06.2024
11	Shri. Gopinath Nayak (DIN no.10078138)	Nominee Director	17.03.2023	30.10.2024

- Shri. Durgesh Kumar Dubey, IRTS (DIN No.09207436) – has been appointed as Additional Director representing DCI in addition to Vishakhapatnam Port Authority

Your Directors would like to place on record their appreciation for their valuable services and guidance received from Capt. S. Divakar, Erstwhile MD & CEO representing DCI, Shri. Bimal Kumar Jha, Erstwhile Dy. chairperson representing V.O. Chidambaranar Port Authority and Shri. Gopinath Nayak, Erstwhile Dy. Secretary to the Govt of India, MoPS&W during their tenure on the Board of your Company.

During the year under review, your Company did not have required number of Independent Directors. As your Company is a public-sector undertaking, Independent Director has to be appointed by Ministry of Port, Shipping & Waterways. Your Company has taken up the matter with the Ministry of Port, Shipping & Waterways, GOI.

2.3 Attendance of each Director at the Meetings held during the year 2024-25 (01.04.2024 to 31.03.2025) on 24.06.2024, 22.10.2024, 30.10.2024 and 04.02.2025 and the last AGM held on 23.12.2024.

Name of Director	Designation of the Director	No. of Board Meeting held during the tenure of respective Director in F.Y. 2024-25		Attendance of Last AGM
		Held	Attended	
Shri. Sunil Paliwal (DIN no.01310101)	Chairman cum Managing Director	4	4	Yes
Shri. Polamraju Lakshmi Haranadh (DIN no.07295378)	Director Non – Executive	4	2	No
Smt. J.P. Irene Cynthia, IAS (DIN No.08839241)	Director Non – Executive	4	4	No
Shri. Durgesh Kumar Dubey, IRTS (DIN No.09207436)	Director Non – Executive	4	4	No
Shri. Susanta Kumar Purohit, IRSEE (DIN no. 09725013)	Director Non – Executive	4	1	Yes
Shri. Pradeep Kumar Roy, (DIN No.10395264)	Director Non – Executive	4	4	Yes
Shri. Rituraj Misra (DIN no.02636799)	Director Non – Executive	1	1	NA
Rear Admiral Jaswinder Singh (DIN no.10104264)	Director Non – Executive	1	1	NA
Shri. Gopinath Nayak (DIN No.10078138)	Director Non – Executive	1	1	No

3. COMPOSITION OF AUDIT COMMITTEE

3.1 The Audit committee of the Company comprised of the following members as on 31.03.2025.

Name of Directors	Position
Shri. Polamraju Lakshmi Haranadh, IRTS (DIN No: 07295378)	Chairman
Shri. Sunil Paliwal, IAS (DIN no:01310101)	Member
Smt. J.P. Irene Cynthia, IAS (DIN no.08839241)	Member

3.2 Meetings and Attendance during the year:

During the year 2024-25, one Audit Committee meeting was held on 30.10.2024 and the attendance of Members is as detailed below:

Name of Directors	Position	No. of Meetings during tenure	Attendance by Members	
			No. of Meetings	Percentage (%)
Shri. Polamraju Lakshmi Haranadh, IRTS (DIN No: 07295378)	Chairman	01	01	100
Shri. Sunil Paliwal, IAS (DIN no:01310101)	Member	01	01	100
Smt. J.P. Irene Cynthia, IAS (DIN no.08839241)	Member	01	01	100

4. GENERAL BODY MEETING

The venue, date and time of the AGMs held during the preceding three years are as under:

Year	Venue	Date	Time	Special Resolution Passed
2023-24	Board Room of Chennai Port Trust, Chennai – 600 001.	23.12.2024	03:00 PM	NIL
2022-23	Board Room of Chennai Port Trust, Chennai – 600 001.	29.12.2023	03:00 PM	NIL
2021-22	Board Room of Chennai Port Trust, Chennai – 600 001.	30.12.2022*	04:00 PM	NIL

* The AGM was Adjourned on 30.12.2022 and the Adjourned AGM was held on 27.01.2023 at 03:30 PM in JKR Resort, Rameswaram.

5. DISCLOSURES

- (i) Related Party Transactions are set out in Note No.25 to the notes forming part of the financial statement for the year ended 31st March 2025 in the Annual Report.
- (ii) The statutory authorities have also not passed any strictures or imposed penalty on the Company under any Act/Rules during the last three financial years.
- (iii) Your Company has a Whistle Blower Policy and no personnel of the Company has been denied access to the Audit Committee.
- (iv) The Presidential Directives and orders of the Central Government from time to time on reservation of posts/benefits in favour of the Scheduled Caste, Scheduled Tribes, Other Backward Classes, and Minorities etc. is not applicable for your company as there are no permanent employees in your company.
- (v) No item of expenditure was debited in books of accounts which was not for the purpose of the business. Further, no expense was incurred for the Board of Directors and Top Management which was personal in nature.
- (vi) Details of administrative & office expenses and financial expenses for the year under review and for the previous year are available in annual accounts.
- (vii) The Company has complied with the requirements of DPE Guidelines on Corporate Governance, Certificate of Practicing Company Secretary on compliance of DPE Guidelines on Corporate Governance is enclosed as Annexure – 4 which is self-explanatory.

6. INDUSTRIAL RELATIONS

During the year, No. of employees – Nil.

7. ACKNOWLEDGEMENT

Your Directors acknowledge gratefully the support and guidance received from the officials of Ministry of Shipping, Government of India, participating Ports, Shipping Corporation of India, Dredging Corporation of India Ltd, Ministry of Environment and Forests, Indian Port Association etc., Your Directors also take this opportunity to thank the support and co-operation of the Bankers, and all employees of the company.

For and on behalf of the Board of Directors of
Sethusamudram Corporation Ltd

Sd/-

Chairman cum Managing Director
(DIN No.01310101)

Place: Chennai
Date: 30.07.2025

JOHN O. & ASSOCIATES

Annexure - 4

Company Secretarial Auditors

Dr. J. John Ohilvi, M.Com., L.L.B., FCS., Ph.D., IP, RV
Company Secretary, Insolvency Professional,
Registered Valuer, Forensic Auditor & Social Auditor

3/95A, East of Medical College,
Asaripallam - 629201,
Nagercoil, Tamil Nadu
Cell: 098421-34891, 095788-08888
Ph: 04652-234289
E-mail: johnohilvi@yahoo.co.in
Website: www.johnohilvi.com

Date:

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

THE SHAREHOLDERS
M/s. SETHUSAMUDRAM CORPORATION LIMITED
CIN: U75111TN2004GOI054824
National Institute Of Port Management,
East Coast Road, Uthandi,
Chennai, Tamil Nadu, India-600119.

We have examined the compliance of condition of Corporate Governance by M/s. Sethusamudram Corporation Limited, (CIN: U75111TN2004GOI054824) for the year ended March 31, 2025 as per the guidelines issued by Department of public enterprises (DPE) vide reference No.18(8)/2005-GM dated 14th May 2010.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.



In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate Governance, as per the guidelines issued by department public enterprises (DPE) vide reference No.18 (8)/2005-GM dated 14th May 2010, except the conditions with regard to appointment of Independent Director as envisaged in condition 3.1.4 of the Guidelines.

We state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Nagercoil

Date : 28/07/2025



J. JOHN OHILVI

FCS: 4513 / C.P.NO.:4010

(UDIN: F004513G000878155)

प्रधान निदेशक वाणिज्यिक लेखापरीक्षा का कार्यालय, चेन्नै
भारतीय लेखापरीक्षा एवं लेखा विभाग
इंडियन ऑयल भवन, स्तर 2,
139, महात्मा गांधी मार्ग,
चेन्नै - 600 034



Office of the Principal Director of
Commercial Audit, Chennai
Indian Audit and Accounts Department
Indian Oil Bhavan, Level - 2,
139, Mahatma Gandhi Road, Chennai-600 034
Dated: 12/08/2025

No. PDCA/CA-II/4-126/2025-26/342

To
The Chairman-cum-Managing Director,
Sethusamudram Corporation Limited,
Old Administration Building,
4th floor, Chennai Port Authority
Chennai - 600 001.

Sir,

Sub: Comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013 on the Financial Statements of Sethusamudram Corporation Limited, for the year ended 31 March 2025.

I am to forward herewith comments of the Comptroller and Auditor General of India under section 143(6)(b) of the Companies Act, 2013 on the Financial Statements of Sethusamudram Corporation Limited, for the year ended 31 March 2025.

Two copies of Printed Annual Report of your company may be arranged to be forwarded to this office. The date of conducting Annual General Meeting of the company may be intimated.

Receipt of this letter may kindly be acknowledged

Yours faithfully,

S. Velliangiri
(S. Velliangiri)

Principal Director of Commercial Audit

Encl: Audit Certificate

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF SETHUSAMUDRAM CORPORATION LIMITED,
FOR THE YEAR ENDED 31 MARCH 2025.**

The preparation of financial statements of Sethusamudram Corporation Limited, for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 01.08.2025.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of Sethusamudram Corporation Limited, for the year ended 31 March 2025 under section 143 (6) (a) of the Act.

For and on behalf of the
Comptroller & Auditor General of India


(S. VELLIANGIRI)

Principal Director of Commercial Audit

Place: Chennai
Date: 12.08.2025



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/s. SETHUSAMUDRAM CORPORATION LIMITED

Report on the Audit of the Standalone Indian Accounting Standards (Ind AS) Financial Statements

Adverse Opinion

We have audited the accompanying Standalone Ind AS financial statements of **M/s.SETHUSAMUDRAM CORPORATION LIMITED** ("the Company") which comprise the Balance Sheet as at 31stMarch 2025, the Statement of Profit and Loss including Other Comprehensive income, Statement of Changes in Equity and the statement of Cash Flows for the year then ended and notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information for the year then ended.

In our opinion and to the best of our information and according to the explanations given to us, due to the significance of the matter discussed in the Basis for Adverse Opinion section of our report, the aforesaid standalone Ind AS financial statements do not give a true and fair view in conformity with the accounting principles generally accepted in India, including Indian Accounting Standards prescribed under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended), of the state of affairs of the Company as at 31 March, 2025, its Loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Adverse Opinion

1. The Company has not begun commercial operations till date since inception from 2004. Capital dredging work was suspended on the direction of H'ble Supreme court in 2007 due to various litigations. Company has also sold various operational assets like tugs, navigational aids, launches, buoys due to cessation of operational activities from the year 2009 and onwards. As per directions of MoS vide letter dated 18.06.2019, SCL in its 59th Board meeting dated 28.06.2019 accorded approval for sending the proposal

"Kadambari", 1st Floor, 35, Cathedral Road, Chennai - 600 086.

Phone : 2811 5010 / 11 / 12 / 13

E-mail : auditors@raviandraghu.com / mailmeoffice@gmail.com Website : raviandraghu.in



of closure of the company to MoS after obtaining legal opinion. The Additional Solicitor General has opined on 13.12.2019 that the corporation can be wound up under Section 272 of the Companies Act, 2013 subject to other conditions. In the meeting chaired by Hon'ble Minister of State for Ports, Shipping & Waterways to discuss the closure of the company on 29.04.2021; the process of settlement of dues to Dredging Corporation of India was discussed.

2. The Ministry of Ports, Shipping & Waterways as per the communication dated 24.06.2021 has requested decision to be taken regarding the balance of amount due to Dredging Corporation of India and to draw a timeline for completion of activities for closure of the company within 6 months. There has been no further development on this till the date of this report.
3. As per Ind AS 1 -Presentation of Financial Statements, when preparing financial Statements, management shall make an assessment of an entity's ability to continue as a going concern. The evidences obtained and circumstances indicate the existence of material uncertainty that cast significant doubt about the Company's ability to continue as a going concern and hence the Financial Statements shall not be prepared on a going concern basis.
4. The impairment value of the assets and liabilities are to be recognized in the standalone Ind AS financial statements and we are unable to quantify the amount of impairment value in the absence of adequate information and non-availability of technical reports. The company may be unable to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not adequately disclose this matter.
5. Further relevant paragraphs ongoing concern in Ind AS 10: Events after Reporting Period, as applicable, are also reproduced herein below:

"An entity shall not prepare its financial statements on a going concern basis if management determines after the reporting period either that it intends to liquidate the entity or to cease trading, or that it has no realistic alternative but to do so."

"Deterioration in operating results and financial position after the reporting period may indicate a need to consider whether the going concern assumption is still appropriate. If the going concern assumption is no longer appropriate, the effect is so pervasive that this



standard requires a fundamental change in the basis of accounting, rather than an adjustment to the amounts recognized within the original basis of accounting."

Thus, Ind AS 10 prohibits preparation of financial statements on going concern basis, even if the going concern assumption ceases to exist after the reporting date. Therefore, it is also applicable for a company which has discontinued its operation and thus going concern assumption ceased to exist before the reporting date itself.

In the Significant Accounting Policies (Note 2) containing the 'Basis of Preparation' the company has stated that "The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Ind AS) Rules, 2015 and other relevant provisions of the Act."

The financial statements produced to us for audit have been prepared with the basic assumption of going concern which is not valid due to the reasons mentioned above. Thus, the assertion of the company that the financial statements have been prepared in accordance with Indian Accounting Standards is not tenable, since Ind AS 1 and Ind AS 10 do not permit the preparation of financial statements on going concern assumption in such situation.

In the Significant Accounting Policies (Note 2), the Company has stated that "The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Ind AS) Rules, 2015 and other relevant provisions of the Act." This assertion is not tenable in the current context. The continued preparation of financial statements on a going concern basis, despite the above facts, is in violation of Ind AS requirements and results in material misstatement of the financial position and performance.

6. Confirmation of balance in respect of Note no.6,7 and 16 of notes to standalone Ind AS financial statements regarding Sundry Adjustments, Capital advances, Trade receivables, Deposits and Provision for Capital Dredging to be obtained and reconciled.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the



Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report and Corporate Governance Report but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have concluded that such material misstatement of the other information exist in respect of matters described in the basis for adverse opinion section above.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the Current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Adverse Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.



S.No.	Key Audit Matters	Auditors Response
1.	<p><u>Dues to Dredging Corporation of India(DCI):</u></p> <p>Many committees were formed to resolve the balance dues payable by the Company to Dredging Corporation of India. Finally, MOS constituted a committee with AS & FA/MOS, JS(P) & DA(P). The Company had made some payments with the available funds and the Company has requested a grant of Rs.115.72 Crores from Govt. of India in May 2019. During the FY 2021-22, an amount of Rs. 20 Crores has been paid to DCI. Amount payable to DCI now is Rs.65.72 Crores.</p>	<p>Based on the communication available with the Company and discussions with the management, we understand that the grant requested from Govt. of India is yet to be received.</p>
2.	<p><u>Provisions and Contingent Liabilities:</u></p> <p>The Company is subject to a number of legal and regulatory cases for which final outcome cannot be easily predicted and which could potentially result in insignificant liabilities.</p> <p>Management's disclosures with regards to contingent liabilities are presented in Note No. 24 to the Standalone Ind AS Financial Statements.</p> <p>The assessment of the risks associated with the litigations is based on complex assumptions. This requires use of judgment to establish the level of provisioning, increases the risk that provisions and contingent liabilities may not be appropriately provided against or adequately disclosed.</p>	<p>In order to get a sufficient understanding of litigations and contingent liabilities, we have discussed the process of identification implemented by the Management for such provisions through various discussions with Company's personnel and management. We read, where applicable, external legal or regulatory advice sought by the Company. We discussed with the Company certain material cases noted in the report to determine the Company's assessment of the likelihood, magnitude and accounting of any liability that may arise.</p> <p>Status of the legal cases filed and pending for disposal as on 31 March</p>



Accordingly, this matter is considered to be a key audit matter.	2025 was analysed. In light of the above, we reviewed the amount of provisions recorded and exercised our professional judgment to assess the adequacy of disclosures in the Standalone Ind AS financial statements.
--	--

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements.

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive income, Changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The management and Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our



conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Please also refer 'Basis for Adverse Opinion' section above.

- v. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the provisions of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;



- ii. Except for the effects of the matters described in the Basis for Adverse Opinion paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- iii. The balance sheet, the statement of profit and loss, statement of changes in equity and statement of cash flows dealt with by this report are in agreement with the books of account;
- iv. Except for the effects of the matters described in the Basis for Adverse Opinion paragraph above, in our opinion, the aforesaid Ind AS standalone financial statements comply with the Indian accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- v. As per notification no. GSR 463(E) dated 05.06.2015, issued by the Ministry of Corporate Affairs, Government of India, Section 164(2) of the Companies Act, 2013 is not applicable to Government Company;
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in Annexure B; and
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements; Refer note No.24 to the standalone Ind AS financial statements.

- a) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- b) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



3. As required by Section 143(5) of the Companies Act, 2013, we give in Annexure C, statement on the matters specified in the directions issued by the Comptroller and Auditor General of India in respect of the Company.
4. As per notification no.GSR 463(E) dated 05.06.2015, issued by the Ministry of Corporate Affairs, Government of India, Section 197 of the Companies Act, 2013 is not applicable to Government Company.
5. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) contain any material mis-statement.
6. The Company has not declared any dividend U/s.123 of the Companies Act,2013.



7. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not used accounting software having an audit trail (edit log) feature for maintaining its books of account for the financial year ended March 31, 2025, as required under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended. Accordingly, the Company has not preserved the audit trail as mandated, and the reporting under Rule 11(g) reflects such non-compliance.

Place: Chennai.
Date: 01.08.2025

For RAVI & RAGHU
Chartered Accountants
Firm Reg. No.005060S


(K RAVI)

Partner
M.No.026783
UDIN: 25026783BMIXQO9287



ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements' of our report of even date)

a) (A) In our opinion, the Company is adequately maintaining proper records showing full particulars, including quantitative details and location of Property, Plant & Equipment. However, the same needs further improvement.

(B) Company has no Intangible Assets during the year. Accordingly, the reporting under Clause 3(i)(a)(B) of the Order is not applicable to the Company.

b) According to the information and explanations given to us, all the Property, Plant & Equipment have not been physically verified by the management at reasonable intervals. The last physical verification was conducted by the company as on 19th November 2020. No material discrepancies were noticed during the last verification.

c) According to information and explanations given to us, the company has no immovable properties and verification of original Title deeds does not arise.

d) Company has not revalued any of its Property, Plant and Equipment during the year. Hence not commented upon.

e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

i. According to the information and explanations given to us, there were no inventories hence this clause (ii) is not applicable to the Company.



- ii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Consequently, the provisions of clause (iii) (a) to (c) of the Order are not applicable to the Company.
- iii. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees and security, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- iv. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposit and within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- v. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the companies Act, 2013.
- vi. (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, wherever applicable, with the appropriate authorities during the year and no undisputed amounts payable were outstanding as at March 31 2025 for a period of more than six months from the day on which they became payable.

(Rs. In Lakhs)

Name of the Statute	Nature of Dues	Amount	Period to which the Amount relates (Financial Years)	Due date	Date of payment
Tax Deducted at Source Income Tax	Short Deduction, Interest, Late filing fee.	5.12	Earlier years	NA	NA



(b) According to the information and explanations given to us, there are no disputed dues in respect of Sales Tax, Goods and Service Tax, Duty of Custom, Duty of Excise,

Value Added Tax, Cess and any other statutory dues applicable, except income tax as given below:-

(Rs. In Lakhs)

Name of the Statute	Nature of Dues	Gross Amount	Period to which the Amount relates	Forum Where Dispute is pending
Nil	Nil	Nil	Nil	Nil

- vii. There were no transactions unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- viii. According to the information and explanations given to us, the company has not obtained any loans (including debt instruments) during the year either from Financial Institutions or Banks or Government and hence this clause is not applicable to the Company.
- ix. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments, preferential allotment or private placement of shares or fully or partly convertible debentures. Hence reporting under this clause (x) is not applicable to the Company.
- x. (a) According to the information and explanations given to us for the purpose of reporting the true and fair view of the financial statements by the management, we report that no fraud by the company or on the company by the officers and employees of the company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) Whistle-blower mechanism is not mandatory for the Company and hence not commented upon.



- xi. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, this clause of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanation given to us, transactions entered into with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, where applicable. The details of all transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiii. The company has an internal audit system commensurate with the size and nature of its business and the report of the Internal Auditor for the period under audit was considered.
- xiv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them.
- xv. (a) In our opinion, the Company is not required to be registered under section 45-LA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi. Company has incurred cash losses of Rs.21.51 Lakhs during the financial year covered by our audit and cash losses of Rs.17.54 Lakhs incurred in the immediately preceding financial year.
- xvii. There has been no resignation of the statutory auditors of the Company during the year.
- xviii. On the basis of ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, there has been material uncertainty as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the



Balance sheet date. We further state that our reporting is based on the facts up to the dates of the audit report.

xix. Provisions of section 135 of Companies Act 2013 are not applicable to the Company. Hence, reporting under clause 3 (xx) of the Order is not applicable.

xx. Reporting under clause 3 (xxi) of the Order is not applicable in respect of audit of standalone financial statements. Hence, not commented upon.

Place: Chennai.
Date: 01.08.2025

For RAVI & RAGHU
Chartered Accountants
Firm Reg. No.005060S



(K RAVI)

Partner

M.No.026783

UDIN: 25026783BMIXQO9287



ANNEXURE – B TO THE AUDITORS' REPORT

(Referred to our report of even date)

Annexure "B" to the Independent Auditor's Report of M/S. SETHUSAMUDRAM CORPORATION LIMITED as of and for the year ended March 31, 2025.

(Referred to in paragraph 2 under Report on Other Legal and Regulatory Requirements' of our report of even date).

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") We were engaged to audit the internal financial controls over financial reporting of M/s. Sethusamudram Corporation Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance



Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, sufficient appropriate audit evidence were not available to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2025. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company and the disclaimer does not affect our opinion on the standalone financial statements of the Company.

Place: Chennai.
Date: 01.08.2025

For RAVI & RAGHU
Chartered Accountants
Firm Reg. No.005060S


(K RAVI)

Partner
M.No.026783
UDIN: 25026783BMIXQO9287



Annexure- C

To,
The Members of M/s. Sethusamudram Corporation Limited

We report hereunder our comments in respect of the directions and sub-directions issued by the Comptroller and Auditor General of India under Section 143(5) of the Companies Act, 2013, for the financial year ended 31st March, 2025:

S.NO	Directions/Sub-Directions	Action Taken	Impact on Financial Statement (Rs.)
1	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the Accounts along with the financial implications, If any, may be stated.	According to the information and Explanations given to us, the Company maintains accounts in Tally Software. The company has not begun commercial operations. All the income and expenses are accounted in Tally. No processing of accounting transactions outside IT system has taken place during the year 2024-25.	Not Applicable
2	Whether there is any restructuring of an existing loan or waiver/write-off of debts/loans /Interest etc., made by lender to the company due to the company's inability to repay the loan? If yes, the financial Impact may be stated.	According to information and explanations given to us, during the year 2024-25, no cases of restructuring/waiver /write off of debts/loans/interest etc.	Not Applicable



3	Whether funds received/receivable for specific schemes from Central/State agencies were properly accounted for/utilized as per its term and conditions? List the cases of deviation.	According to information and explanations given to us, during the year 2024-25, no funds were received/receivable for specific schemes from Central/State agencies.	Not Applicable
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Place: Chennai.
Date: 01.08.2025

For RAVI & RAGHU
Chartered Accountants
Firm Reg. No.005060S



(K RAVI)

Partner

M.No.026783

UDIN: 25026783BMIXQO9287



Name of the Public Sector Undertaking - Sethusamudram Corporation Limited (SCL)

DETAILS OF CASES AND ITS POSITIONS

Sl. No	Name of the Petitioner	Case No and name of the court in which the case is pending	Since when the case is pending	Category / Brief issue of the case	Amount involved (In Rs.)	Present status of the case
1	O. Fernandes Vs. TNPCB, UoI, TPT & Others	WP 33528 & 34436 In the High Court of Madras	2004	The public hearing carried out from 07.09.2004 to be ineffective and stay further public hearing to be held from 19.11.2004 to 30.11.2004. Since the EIA conducted by NEERI is not a comprehensive one and the public hearing not complying with requirements of law.	NIL	All cases are against the implementation of SSCP. All cases are being heard as a single one. An affidavit has been filed on 16.03.2018, stating "that the Govt of India intends to explore an alternative to the earlier alignment of Sethusamudram Ship Channel Project without affecting/damaging the Adam's Bridge/Ram Sethu in the interest of the nation. The Hon'ble Court may dispose of the petitions accordingly. Further, the case heard on 11.12.2023, the Hon'ble Supreme Court of India made the following order "Common sole petitioner is dead. Ld. Counsel for the petitioner has not cured the defects in the Application for substitution, despite last opportunity having been granted. Registry to process

						the matters for listing before the Hon'ble Judge in Chambers for necessary directions". Lastly the case was heard on 03.03.2025, and posted for hearing after six weeks. Awaiting for final judgment.
2	O. Fernandes Vs UoI, MoE&F, TPT, NPCB & Others	WP 21532 of & WP MP nos 23473 to 23475. In the High Court of Madras.	2005	Quash the environmental clearance dated 31.03.2005	NIL	As above
3	O. Fernandes Vs UoI & Others	SLP (C) 19176 & SLP (C) 20758. In the Hon'ble Supreme Court of India.	2005	(a) Stay the operation of Final judgment and order dated 30.06.2005 in WP (C) 21532/2005 passed by the High Court of Judicature at Madras. (b) Stay further implementation of Sethusamudram Ship Channel Project SSCP) being undertaken by the respondent	NIL	As above
4	Shri. Ramagopalan Vs UoI & Others	WP No 18076. Subsequently these become transfer case (C), 25 at Hon'ble Supreme Court of India.	2007	Adams Bridge be not demolished by following alignment no.6 and directing the respondent to consider completion of the project by any other alignment except alignment No.3,5 &6 and complete the project following alignment No.1, 2 or 4	NIL	As above

5	Dr. Subramanyan Swamy & UoI & Others	WP NO.18223 Subsequently these become transfer case (C), 26 at Hon'ble Supreme Court of India.	2007	Issue a writ of mandamus or any other appropriate writ or order directing the respondents particularly the 2 & 5th respondent in implementing the SSCP by following any other alternative route or alignment without affecting or destroying or demolishing the historic place Ram Sethu otherwise known as Adams Bridge	NIL	As above
6	Dr. Subramanyan Swamy & UoI & Others	WP NO.18224 subsequently these become transfer case (C), 27 at Hon'ble Supreme Court of India.	2007	Issue a writ of mandamus or any other appropriate writ or order directing the respondents 1, 3 & 4 to conduct investigation into the origin and history of Adams Bridge / Ram Sethu and consequently declare it as monuments of national importance under the Ancient Monument and Archaeological Sites and Reminds Act 1958.	NIL	As above
7	Dandi Swamy Shri Vidyanande Bharathi Ji Monk of Sankaracharya Vs UoI & Others	WP (C) NO.413 at Supreme Court of India.	2007	Quash the decision of UoI to undertake SSCP 2.Quash the Environmental clearance dated 31.03.2005 3.Quash the permission granted to SSCP under the provision of wild life (protection) Act, 1972	NIL	As above

				<p>4.Directing the respondents here in not to implement the SSCP</p> <p>5.Directing the Central Government to declare Ram Sethu as an ancient monument of national importance under the ancient Monument and Archaeological Sites and Remains Act 1958</p>		
8	Ms. J. Jayalalithaa Vs UoI & Others	WP No.15 at Hon'ble Supreme Court of India	2008	<p>Issue a writ order or direction in the nature of a writ or mandamus directing the 3rd & 4th respondents to declare Adams Bridge / Ram Sethu as a national monument and takeover preserve and maintain the same.</p> <p>Forbear the 1st & 2nd respondents from in any manner destroying / damaging the said Adams Bridge / Ram Sethu in the process of execution of the Sethusamudram Project.</p>	NIL	As above

SETHUSAMUDRAM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN : U75111TN2004GOI054824 Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

SETHUSAMUDRAM CORPORATION LIMITED			
BALANCE SHEET AS AT 31.03.2025			
Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
		Rs. in Lakhs	Rs. in Lakhs
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	3	4.77	4.77
(b) Capital Work-in-Progress	4	86,598.76	86,598.76
(c) Other Intangible assets	5	-	-
(d) Other non-current assets	6	85.11	347.28
TOTAL [1]		86,688.64	86,950.80
(2) Current Assets			
(a) Financial Assets			
(i) Trade receivables	7	789.09	789.09
(ii) Cash and Cash equivalents	8	315.13	325.67
(iii) Loans	9	-	-
(iv) Other financial assets	10	29.97	12.72
(b) Other current assets	11	13.40	4.94
TOTAL [2]		1,147.59	1,132.42
TOTAL A - [1+2]		87,836.23	88,083.22
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	74,500.00	74,500.00
(b) Other Equity	13	6,762.31	7,010.51
TOTAL [1]		81,262.31	81,510.51
(2) Non-Current Liabilities			
(a) Provisions	14	-	-
(b) Other non current liabilities	15	-	-
TOTAL [2]		-	-
(3) Current Liabilities			
(a) Other Current Liabilities	16	6,573.91	6,572.70
(b) Provisions	17	-	-
(c) Current Tax Liabilities (Net)	18	-	-
TOTAL [3]		6,573.91	6,572.70
TOTAL B - [1+2+3]		87,836.23	88,083.22
Significant Accounting Policies			
See accompanying Notes to the Financial Statements		1 to 33	
As per report of even date for Ravi & Raghu Chartered Accountants Firm Reg. No.0005060S Sd/- (K RAVI) Partner M.No.026783 UDIN No.25026783BMIXQO9287 Sd/- Shri. Malla Srinivasa Rao General Manager (F) Place :Chennai Date : 01.08.2025.	For and on behalf of the Board Sd/- Chairman cum Managing Director Sd/- Smt. J.P. Irene Cynthia, IAS Director		

SETHUSAMUDRAM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN : U75111TN2004GOI054824 Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

SETHUSAMUDRAM CORPORATION LIMITED			
Statement of Profit and Loss account for the year ended 31.03.2025			
		As at 31.03.2025	As at 31.03.2024
Particulars	Note No.	Rs. in Lakhs	Rs. in Lakhs
I Revenue from operations		-	-
II Other Income	19	23.22	22.32
III Net gain on de-recognition of financial assets at amortized cost		-	-
IV Net gain on reclassification of financial assets		-	-
V Total Income (A)		23.22	22.32
VI <u>Expenses:</u>			
Employee benefit expenses	20	24.06	21.15
Finance Costs		-	-
Depreciation and Amortization expenses	3	-	-
Impairment losses		-	-
Net loss on de-recognition of financial assets at amortized cost		-	-
Net loss on reclassification of financial assets		-	-
Other expenses	21	247.36	18.70
Total Expenses (B)		271.42	39.85
Profit before Prior period adjustments [A-B]		(248.20)	(17.54)
Prior Period Adjustments		-	-
VII Profit before exceptional items and Tax		(248.20)	(17.54)
VIII Exceptional Items		-	-
IX Profit before Tax		(248.20)	(17.54)
X Tax expense:			
(1) Current Tax	22	-	-
(2) Deferred Tax		-	-
XI Profit /(Loss) for the period from continuing operations		(248.20)	(17.54)
XII Profit/ (loss) from discontinued operations		-	-
XIII Tax expense of discontinued operations		-	-
XIV Profit/ (loss) from discontinued operations (after tax)		-	-
XV Profit / (loss) for the period (XI + XIV)		(248.20)	(17.54)
XVI Other Comprehensive Income		-	-
XVII Total Comprehensive Income for the period (XV + XVI)		(248.20)	(17.54)
XVIII Earnings per equity shares (for continuing operation)			
(1) Basic		(0.03)	(0.00)
(2) Diluted		(0.03)	(0.00)
XIX Earnings per equity shares (for discontinued operation)			
(1) Basic		-	-
(2) Diluted		-	-
operations)			
(1) Basic		(0.03)	(0.00)
(2) Diluted		(0.03)	(0.00)
Significant Accounting Policies			
See accompanying Notes to the Financial Statements			
		1 to 33	
As per report of even date		For and on behalf of the Board	
For Ravi & Raghu			
Chartered Accountants			
Firm Reg. No.0005060S			
Sd/-		Sd/-	
(K RAVI)		Chairman cum Managing Director	
Partner			
M.No.026783			
UDIN No.25026783BMIXQO9287			
Sd/-		Sd/-	
Shri. Malla Srinivasa Rao		Smt. J.P. Irne Cynthia, IAS	
General Manager (F)		Director	
Place :Chennai			
Date : 01.08.2025.			

SETHUSAMUDRAM CORPORATION LIMITED

Applicable Ind AS Notes

1. Corporate Information

The Sethusamudram Ship Channel Project (SSCP) envisaged reduction in the journey time and distance between the east and west coast of India and other countries and to improve the navigation within territorial waters of India. With a view to establish this channel, the Government of India formed Sethusamudram Corporation Limited as a Special Purpose Vehicle on 2nd September, 2004 and the same was incorporated as a Company on 6th December, 2004 having its registered office at Indian Maritime University, Uthandi, Chennai with Corporate office at 4th floor (North wing), Old Admin Building, Chennai Port Authority, Raji Salai, Chennai.

2. Summary of Accounting Policy

1. Basis of Preparation.

The Financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements have been prepared on historical cost basis under accrual basis accounting.

The financial statements up to year ended March 31, 2025 were prepared in accordance with the accounting standards notified under Companies (Accounting standards) Rules, 2006 (as amended) and other relevant provisions of the act.

The financial statements are authorized for issue by Company's board of directors on 30.07.2025.

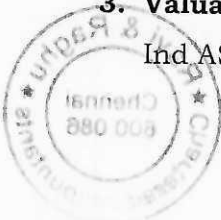
The financial statements figures have been rounded off to the nearest Rupee in Lakhs.

2. Basis of Accounting

The books are maintained on accrual basis as a going concern. The accounting policies are applied consistently to all the periods presented in the financial statements.

3. Valuation of Inventories

Ind AS 2 is not applicable, as the company does not hold any inventories.



4. Statement of Cash Flows

Cash flow prepared as per indirect method and complied the Ind AS 7.

5. Accounting Policies, changes in Accounting Estimates and errors

Ind AS 8 is applicable and there is no changes in the estimates for the FY 2024-25. The company based its assumptions and estimates on parameters available when the financial were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the company. Such changes are reflected in the assumptions when they occur.

6. Events after the Reporting period

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are approved.

The nature of the events and its financial affect are disclosed in the notes forming part of financial statements.

7. Taxes on Income

Current tax for current and prior periods to the extent unpaid is recognized as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognized as an asset.

The company has provided for Income Tax on the estimated interest income for the year. As the company is entitled for Tax Holiday u/s 80-IA of the Income Tax Act, there is no virtual certainty of adjusting the taxes already paid against future tax liabilities. Hence, Deferred Tax Asset/Liability has not been recognized in the accounts.

8. Property, Plant and Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 and use that carrying value as the deemed cost of such property, plant and equipment.

Property, Plant and Equipment are stated at historical cost less depreciation. Capital Work in progress is stated at cost. All costs relating to the acquisition and installation of assets are capitalized. Any trade discounts and rebates are deducted in arriving at the cost. The net carrying amount



Property, Plant and Equipment is the cost of fixed asset or other amount substituted for cost, less its residual value.

Any item of property, plant and equipment and any significant part initially recognized is derecognized, upon disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognized.

Depreciation is charged on Useful Life of assets basis at the rates prescribed under Schedule II to the Companies Act, 2013. Useful life of fixed asset is the period over which an asset is expected to be available for use by an entity. The Company has adopted residual life of fixed assets as specified in the Part C of the Schedule II to the Companies Act, 2013.

Depreciation method and useful life are reviewed at each financial year end and adjusted if appropriate. Based on technical evaluation and consequent advices, the management believes that its estimates of useful life as given above best represent the period over which management expects to use these assets.

Depreciation on property, plant and equipment added/disposed off during the year is provided on pro-rata basis with respect to date of acquisition/disposal.

9. Impairment of Assets

Pending Decision on project in Supreme Court, not in the position to satisfy Ind AS 36 on impairment of asset.

10. Revenue recognition

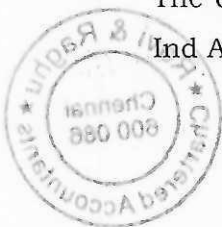
The company has not begun commercial operations till date. Other income shown in statement of profit and loss includes interest earned from short term deposits of unutilized funds in banks. All expenditures are met out of this income and surplus is transferred to reserves & surplus. Interest income is recognized on a time proportion basis.

11. Foreign currency transactions

The company has not made any transactions involving foreign currencies during the year, hence Ind AS 21 is not applicable.

12. Investments

The company has not made any investments as specified under Ind AS 32, Ind AS 107 and Ind AS 109 hence the same are not applicable.



13. Employees Benefits

The company does not have any statutory obligation towards provident fund, Employee State Insurance Corporation, superannuation fund and gratuity fund, hence the provisions of Ind AS 19 is not applicable.

14. Borrowing Cost

The company does not have any borrowings; hence Ind AS 23 is not applicable.

15. Related Party Disclosures

The information on related party transactions is compiled based on Ind AS 24 on Related Disclosures.

16. Leases

The company not entered in to any contract of lease, hence Ind As 17 is not applicable.

17. Investment Property

The company does not have any investment property, hence Ind AS 40 is not applicable.

18. Financial Assets & Liabilities

The company identifies and categorizes its financial assets and liabilities and accounts them on the fair value as prescribed under Ind AS 32, Ind AS 107 and Ind AS 109 – Financial Instruments.

19. Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment if any, intangible assets are amortized over their respective estimated useful lives on a straight line basis, from the date that they are available for use.

Any gain or loss arising on derecognition of the intangible asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the intangible asset is derecognized.

20. Provisions, Contingent liabilities and Contingent assets

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.



The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period.

The expenses relating to any provision is presented in the statement of profit or loss, net of any reimbursement.

Contingent liabilities may arise in relation to claims against the company, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence and potential quantum, of contingencies inherently involves the exercise of significant judgment and the use of estimates regarding the outcome of future events.

21. Earning per Shares

Ind AS 33 is applicable and workings are made for the FY 2024-25.

22. Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at Bank and on Hand and short term deposits.

As the current investments are Fixed Deposits with Nationalized banks, there will not be any difference between cost and realizable value.

23. Interim Financial Reporting

Ind AS 34 is not applicable.



NOTES TO THE FINANCIAL STATEMENTS

Note

No

**3 Non-Current Assets
Property, Plant & Equipment
Reconciliation of Carrying amount**

(In Rupees)

	Computers & Accessories	Furnitures & Fixtures	Vehicles	Office equipment	Total
Cost or deemed Cost (gross carrying amount)					
Balance at 01.04.2023	13,42,763.00	43,48,387.00	5,10,550.00	33,69,047.74	95,70,747.74
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-
Balance at 31.03.2024	13,42,763.00	43,48,387.00	5,10,550.00	33,69,047.74	95,70,747.74
Balance at 01.04.2024	13,42,763.00	43,48,387.00	5,10,550.00	33,69,047.74	95,70,747.74
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-
Balance at 31.03.2025	13,42,763.00	-	-	-	95,70,747.74
Accumulated Depreciation and impairment losses					
Balance at 01.04.2023	-	-	-	-	90,94,205.00
Depreciation for the Year	-	-	-	-	-
Adjustment to Depreciation	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-
Balance at 31.03.2024	-	-	-	-	90,94,205.00
Balance at 31.03.2024					90,94,205.00
Depreciation for the Year	-	-	-	-	-
Adjustment to Depreciation	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-
Balance at 31.03.2025	-	-	-	-	90,94,205.00
Carrying amount (net)					
At 31.03.2024	13,42,763.00	43,48,387.00	5,10,550.00	33,69,047.74	4,76,542.74
At 31.03.2025	13,42,763.00	82 -	-	-	4,76,542.74

- (i) Property, Plant and Equipment are accounted for at the historical cost and all cost relating to the acquisition and installation of fixed assets are capitalized.
- (ii) The net carrying amount of Property, Plant and Equipment is the cost of fixed asset or other amount substituted for cost, less its residual value.
- (iii) Useful life of fixed asset is the period over which an asset is expected to be available for use by an entity. The Company has adopted residual life of fixed assets as specified in the Part C of the Schedule II to the Companies Act, 2013.
- (iv) Depreciation method and useful life are reviewed at each financial year end and adjusted if appropriate. Based on technical evaluation and consequent advices, the management believes that its estimates of useful life as given above best represent the period over which management expects to use these assets.
- (v) Negative balances denote excess depreciation of earlier years.

	<u>As at</u> <u>31.03.2025</u> <u>Rs. in Lakhs</u>	<u>As at</u> <u>31.03.2024</u> <u>Rs. in Lakhs</u>
4 Capital Work-in Progress		
Capital Dredging	84,096.34	84,096.34
Coastal Community Development Programme	517.94	517.94
Navigation Aids	-	-
Shore Based facilities	160.76	160.76
VTMS Systems	12.01	12.01
Survey, Studies & Allied expenses	1,811.71	1,811.71
	86,598.76	86,598.76
Balance carrying amount as at 31st March	86,598.76	86,598.76

Capital dredging work was suspended on the direction of H'ble Supreme court in 2007 due to various litigations. Capital WIP includes expenses incurred on (a) Capital Dredging, Navigational Aids, VTMS systems, (b) Shore based civil works (c) Coastal community development programme i.e. development of fishing harbours, (d) survey and studies and other services, after adjusting any amount recoverable from the contractor as per the terms of the agreement entered with them. In respect of Adams bridge dredging work has been temporarily suspended w.e.f. 17.9.2007 consequent to the direction of the Hon. Supreme Court of India. The recommencement of the work and completion may depend on the final verdict of Hon. Supreme Court of India.

The Loss in Sale of Navigational Aids worth Rs.226.69 Lakhs removed from Sundry Adjunct A/c and charged in the Profit and Loss account as a Loss in Sale of Navigation during the FY 2024-2025

<u>CWIP Ageing Schedule</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>>3 year</u>	<u>TOTAL</u>
Projects in Progress				
Projects Temporarily suspended			86,598.76	86598.76

5 **Other Intangible assets**

	<u>Gross carrying a</u> <u>31.03.2024</u>	<u>Accumulated depreciation</u>		<u>Net carrying amount</u>	
		<u>31.03.2025</u>	<u>31.03.2024</u>	<u>31.03.2025</u>	<u>31.03.2024</u>
<u>Intangible assets</u>					
1. Software	4.40	0.00	4.40	0.00	0.00
Total	4.40	0.00	4.40	0.00	0.00

In respect of software, depreciation fully claimed in previous years on SLM basis over a estimated life period of 3 years

6 **Other non-current assets**

Advances to Related parties

Unsecured, Considered good

Sundry receivables

IT refunds

Sundry Adjustments

Secured, Considered good

Security deposit for Rent, Electricity,etc

Capital Advances

Unsecured, Considered good

Advance payment to DCI for dredging at Palk Straight*

Total

	<u>As at</u> <u>31.03.2025</u>	<u>As at</u> <u>31.03.2024</u>
Sundry receivables	-	-
IT refunds	-	-
Sundry Adjustments	81.20	307.89
Security deposit for Rent, Electricity,etc	3.91	39.39
Advance payment to DCI for dredging at Palk Straight*	-	-
Total	85.11	347.28

Due to prolonged Court cases DCI withdrawn all dredges on 27.07.2009. However, DCI claimed additional cost for the dredging work carried out. In this regard, many committees were formed. Finally, MOS constituted a committee with AS&FA, MOS, JS(P) & DA (P). This committee had a meeting on 25.02.2019 and finalise the amount to be given to DCI by the company as Rs.136.72 Crores. Rs.71.00 Crores was paid from the available funds of the company and company has requested a grant of Rs.115.72 crores from MOS, GOI therefore the advance payment to DCI has been accounted under Capital Work in Progress since final settlement on the amount to be settled has been arrived at.

The Loss in Sale of Navigational Aids worth Rs.226.69 Lakhs removed from Sundry Adjument A/c and charged in the Profit and Loss account as Loss on Sale of Navigational Aids during the FY 2024-2025

7 Current Assets	<u>As at</u>	<u>As at</u>
Trade receivables: Sale of Launches, Channal Buoys and lease charges	31.03.2025	31.03.2024
Receivables from related parties		
Chennai Port Trust	-	-
Ennore Port Limited	-	-
Tuticorin Port Trust	131.62	131.62
Trade receivables		
Kandla Port Trust	3.58	3.58
Mormagao Port Trust	643.64	643.64
Mumbai Port Trust	8.31	8.31
New Mangalore Port Trust	1.95	1.95
	789.09	789.09

Trade Receivables include dues from various Ports towards sale/lease of launches and channel buoys. Trade Receivables also include certain unconfirmed balances, which in the opinion of management would realize their value, as stated in accounts, in the ordinary course of business. The amounts shown under Trade Receivables is not a Trade receivable in the ordinary course of business.

In respect of Sundry Debtors , the company has no other security other than the personal guarantee of the concerned parties.

Pending finalization of detailed terms and conditions with the major ports relating to sale / lease of launches, the interest, if any, receivable for the delayed payment by the major ports has not been accounted in the books in tune with **Ind AS 115**.

Particulars	Outstanding for the following periods from due date of payment as at 31st March 2025				
	< 6 Months	< 1 year	1-2 years	2-3 years	> 3 years
(i)Undisputed Trade receivables- Considered good		-	-	-	-
(ii)Undisputed Trade receivables- Considered doubtful	-	-	-	-	789.09
(iii)Disputed Trade receivables- Considered good	-	-	-	-	-
(iv)Disputed Trade receivables- Considered doubtful	-	-	-	-	-
Particulars	Outstanding for the following periods from due date of payment as at 31st March 2024				
	< 6 Months	< 1 year	1-2 years	2-3 years	> 3 years
(i)Undisputed Trade receivables- Considered good	-	-	-	-	-
(ii)Undisputed Trade receivables- Considered doubtful	-	-	-	-	789.09
(iii)Disputed Trade receivables- Considered good	-	-	-	-	-
(iv)Disputed Trade receivables- Considered doubtful	-	-	-	-	-

8 Cash & Cash Equivalents	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
(a) Balances with Banks		
Indian Bank A/c No. 422161367	-	-
Indian Bank A/c No. 802770387	-	-
Indian Bank SB A/c No. 6469440457	10.08	25.57
Short Term Deposits with Banks	305.00	300.00
(b) Cash in hand	0.05	0.10
Total	315.13	325.67

(i) Confirmation of balances has been obtained from banks for the Short-term Deposits held by them

(ii) As the current investments are Fixed Deposits with the nationalized banks, there will not be any difference between cost and realizable value.

9 Loans	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
(i) (a) Loans and advances to related parties	-	-
<u>(b) Others - Secured, Considered good</u>		
Advance to Employees	0.00	0.00
Total	0.00	0.00

(ii) Loans and advances including dues from the Directors / Officers as follows:

Due as on year end	(nil)	(nil)
Maximum amount due at any time during the financial year	(nil)	(nil)

10 Other Financial Assests	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
Accrued Interest on Short Term Deposits	12.18	12.72
Interest due from banks	0.00	0.00
Rental Deposit	17.79	
	29.97	12.72

11 Other Current Assets	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
Advance Tax, GST ITC & TDS	5.53	4.93
Prepaid Rent & Other Expenses	7.87	0.00
Total	13.40	4.93

12 **A. Authorized, Issued, Subscribed and Paid-up Share Capital**

	As at 31.03.2025	As at 31.03.2024
Authorised:		
1,00,00,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,00,00,00,000 Equity Shares of Rs. 10/- each)	1,00,000.00	1,00,000.00
Issued, Subscribed and Paid-up:		
74,50,00,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year 74,50,00,000 Equity Shares of Rs. 10/- each)	74,500.00	74,500.00
Total	74,500.00	74,500.00

Out of Rs. 1000 crores of Authorized Capital earmarked for the Project, Rs.745 crores has been subscribed and paid up by various stakeholders. The contribution by Government of India is Rs.495 crores. The contribution by V.O.Chidambaranar Port Trust and Shipping Corporation of India is Rs.50 crores each. The remaining Rs.150 crores has been contributed by the Dredging Corporation of India, Chennai Port Trust, Ennore Port Limited, Vishakapatnam Port Trust and Paradip Port Trust at Rs.30 crores each

B. Reconciliation of Number of Shares outstanding at the beginning and end of the year :

	2024-2025	2023-2024
	Numbers	Numbers
Equity Shares outstanding at the beginning of the year	74,50,00,000	74,50,00,000
Add: Equity Shares issued during the year	-	-
Less: Equity shares bought back/redeemed during the year	-	-
Equity Shares outstanding at the end of the year	74,50,00,000	74,50,00,000

C. Details of Shareholders holding more than 5% Shares of the Company on the reporting date

Name of the Shareholder	Class of share	As at 31.03.2025		As at 31.03.2024	
		Number of Shares held	Percentage of Holding	Number of Shares held	Percentage of Holding
Government Of India	Equity	49,50,00,000	66.43	49,50,00,000	66.43
V.O.Chidhambaranar Port Trust	Equity	5,00,00,000	6.71	5,00,00,000	6.71
Shipping Corporation Of India	Equity	5,00,00,000	6.71	5,00,00,000	6.71
Others	Equity	15,00,00,000	20.15	15,00,00,000	20.15
Dredging Corporation of India					
Chennai Port Trust					
Ennore Port Limited					
Vishakapatnam Port Trust					
Paradip Port Trust					
Total		74,50,00,000	100.00	74,50,00,000	100.00

D. Details of Shareholders holding of the Company on the date

Name of the Shareholder	Class of share	As on date		Change during the year in %
		Number of Shares held	Percentage of Holding	
Government Of India	Equity	49,50,00,000	66.43	0.00%
V.O.Chidhambaranar Port Trust	Equity	5,00,00,000	6.71	0.00%
Shipping Corporation Of India	Equity	5,00,00,000	6.71	0.00%
Dredging Corporation of India	Equity	3,00,00,000	4.03	0.00%
Chennai Port Trust	Equity	3,00,00,000	4.03	0.00%
Ennore Port Limited	Equity	3,00,00,000	4.03	0.00%
Vishakapatnam Port Trust	Equity	3,00,00,000	4.03	0.00%
Paradip Port Trust	Equity	3,00,00,000	4.03	0.00%
Total		74,50,00,000	100.00	

13 **Other Equity**

	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
Other Reserves		
1. Capital Reserve		
- As per last Balance Sheet	1,499.60	1,499.60
- Additions/(Deductions)	-	-
Total	1,499.60	1,499.60
2. Retained Earnings		
- As at 31.03.2024	5,510.91	5,528.45
- Profit / (Loss) for the period	(248.20)	(17.54)
- Excess Depreciation of earlier years	-	-
- Other Comprehensive Income, net of tax	-	-
- Excess Depreciation of earlier years	-	-
- As at 31.03.2025	5,262.71	5,510.91
Total (1+2)	6,762.31	7,010.51

The Company has not begun commercial operations till date. Other Income shown in Statement of Profit and Loss includes interest earned from short term deposit of unutilized funds in banks. All expenditures are met out of these income and surplus is transferred to Reserves & Surplus.

14 **Provisions Non Current Liabilities**

<u>As at</u> <u>31.03.2025</u>	<u>As at</u> <u>31.03.2024</u>
0.00	0.00
-	-

15 **Other non current Liabilities**

(a) From Other Parties
Deposits

<u>As at</u> <u>31.03.2025</u>	<u>As at</u> <u>31.03.2024</u>
0.00	0.00
0.00	0.00

16 **Other Current Liabilities**

Audit fee payable
Expenses payable
Duties & Taxes payable
Rent Payable
Sundry Creditors Payable
Provision for dredging

Total

<u>As at</u> <u>31.03.2025</u>	<u>As at</u> <u>31.03.2024</u>
0.65	0.60
0.34	0.07
0.76	0.03
0.00	0.00
0.16	0.00
6,572.00	6,572.00
6,573.91	6,572.70

Duties and taxes payable includes TNVAT and TDS payments

(i)

Trade Payables Ageing schedule					
Particulars	Outstanding for the following periods from due date of payment as at 31st March 2025				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1.91	-	-	6,572.00	6,573.91
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Particulars	Outstanding for the following periods from due d .				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	0.70	-	-	6,572.00	6,572.70
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

17	Provisions	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
		0.00	0.00
	Total	0.00	0.00
18	Current Tax Liabilities (Net)	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
	Provision for taxation	0.00	0.00
		0.00	0.00
19	Other Income	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
	Interest on Short-Term Deposits	23.16	22.30
	Miscellaneous income	0.06	0.02
	Total	23.22	22.32
20	Employee benefit expenses	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
	Leave Salary & Pension Contribution	0.00	0.00
	Salaries & Wages - Contract Employees	18.54	14.41
	Salary & Wages - Deputationists & others	5.53	6.74
	Staff welfare expenses	0.00	0.00
	Total	24.06	21.15
	Managerial remuneration paid to the Chairman cum Managing Director during the year is Nil.		
21	Other expenses	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
	Audit Fees	0.71	0.60
	Administrative expenses	0.89	1.07
	Rent	17.00	16.46
	Legal and Professional Charges	1.69	0.53
	Repairs and maintenance	0.23	0.01
	Travelling and Conveyance	0.04	0.03
	Loss on Sale of Navigational Aids	226.69	0.00
	Prior Period Expenses	0.11	0.00
	Total	247.36	18.70

22 Tax expense		31.03.2025	31.03.2024
Current Tax		0.00	0.00
Deferred Tax		-	-
Total		0.00	0.00

The company is having loses for the FY 2024-25 and hence, no provision for tax has been provided. As depreciation has not been provided during the current FY deferred tax assets / deferred tax liabilities do not arise.

23 Surplus in Profit & Loss account

The Company is in construction stage, implementing the Sethusamudram Ship channel project and the Company has not commenced commercial operations. However, necessary details as per Part II of Schedule III of the Companies Act,2013 have been disclosed in the Statement of Profit and Loss and the net surplus/deficit is disclosed separately under Other Equity in the Balance Sheet.

24 Contingent Liabilities

Description	Estimated Amount (Rs. In Lakhs)	
	As at 31.03.2025	As at 31.03.2024
Claims against the Company/ Disputed liabilities not acknowledged as debts		
a. Centage charge Claimed by VoC PT	785.00	785.00
b. Towards Share of meeting expenses	0.83	0.83

25 Related Party Disclosure as required by IndAS 24

a) Description of relationships and names of related parties

- i) Key Management Personnel
- ii) Shareholders

Nature of Transaction	Key Management	Share holders
	(Previous year figures are shown in brackets)	
Additional charge paid to Director	2.70 (2.69)	
Rent paid (including penalty)		17.00 (16.46)
Trade receivables		131.62 (131.62)
Other Non Current Assets		3.91 (39.39)

Managerial remuneration paid during the year is 2.70 Lakhs

26 Trade Receivables, Deposits, Sundry Adjustments, Sundry Receivables and Capital Advances are subject to confirmation and reconciliation.

27 Additional information pursuant to the provisions of part II of Schedule III to the Companies Act 2013

- (i) CIF Value of imports during the year (nil)
- (ii) Expenditure in foreign currency on account of Royalty, Technical Know-how, Consultar (nil)
- (iii) Value of imported spare parts & components consumed during the year (nil)
- (iv) Amount settled in Foreign currency during the year on account of dividends (nil)
- (v) Earnings in Foreign currency (nil)

28 The company has not obtained information/ identified about the dues payable to Micro, Small and Medium Enterprises as defined in Micro, Small and Medium Enterprises Act 2006. Hence, the breakup of dues outstanding to Micro, Small and Medium Enterprises and others not given.

29 (i) Figures have been rounded off to the nearest Rupee in Lakhs except in note3.

(ii) Figures for the previous year have been regrouped wherever necessary to conform to this year's classification

30 Earnings per share

Earning per share is calculated by dividing the profit attributable to shareholders by the number of equity shares outstanding during the year. The earning per share is calculated as follows:

	<u>As at</u> 31.03.2025	<u>As at</u> 31.03.2024
Profit / (Loss) after tax - Rs.	(248.20)	(17.54)
Number of Equity shares - in Lacs	7,450.00	7,450.00
Face value per share	10.00	10.00
Earnings per share (EPS)	(0.03)	(0.00)

31 **The ratios as per the latest amendment to Schedule III are as below:**

	FY-2024-2025	FY-2023-2024
(1) Current ratio Total current assets/Current liabilities	0.17	0.18
(2) Net debt equity ratio (Net debt/Average equity)	NA	NA
(3) Debt service coverage ratio (EBIT/Finance Cost + Scheduled principal repayments of non current borrowings)	NA	NA
(4) Return on Equity (%) (Profit after tax (PAT)/Average Equity)	-0.30%	-0.02%
(5) Inventory turnover ratio (in days) (Average inventory/Sale of products in days)	NA	NA
(6) Debtors turnover ratio (in days) (Average trade receivables/Turnover in days)	NA	NA
(7) Trade payables turnover ratio (in days) (Average Trade Payables/Expenses)	NA	NA
(8) Net capital turnover ratio (in days) (Average working capital/Turnover)	NA	NA
(9) Net profit ratio (%) (Net profit after tax/Turnover)	NA	NA
(10) Return on Capital Employed (%) (EBIT/Average capital employed)	-0.30%	-0.02%
(11) Return on investment (%) (Net gain/(loss) on sale/fair value changes of mutual funds/Average investment funds in current investments)	NA	NA

- 32 The Company has not begun commercial operations till date since inception from 2004. Capital dredging work was suspended on the direction of H'ble Supreme court in 2007 due to various litigations. Company has also sold various operational assets like tugs, navigational aids, launches, buoys due to cessation of operational activities from the year 2009 and onwards. As per directions of MoS vide letter dated 18.06.2019, SCL in its 59th Board meeting dated 28.06.2019 accorded approval for sending the proposal of closure of the company to MoS after obtaining legal opinion. The Additional Solicitor General has opined on 13.12.2019 that the corporation can be wound up by Section 272 of the Companies Act,2013 subject to other conditions. In the meeting chaired by Hon'ble Minister of State for PSW on the closure of Sethusamudram corporation on 29.04.2021, the process of settlement of dues to DCI was discussed. The Ministry of PSW as per the communication dated 24.06.2021 has requested to send the comments on the decision taken on 29.04.2021 regarding the balance of amount due to DCI so that a time line may be drawn for completion of activities for closure of SCL within 6 months. Accordingly, the company has furnished its comments on 27.07.2021.
- 33 The Company is yet to appoint a compliance officer being a Company Secretary on board of the Company which is mandatory as per provisions of Companies Act, 2013.

For and on behalf of the Board

For Ravi & Raghu
Chartered Accountants
Firm Reg. No.005060S

Sd/-
(K RAVI)
Partner
M.No.026783
UDIN No.25026783BMIXQO9287

Sd/-
Shri. Malla Srinivasa Rao
General Manager (Finance)
Place: Chennai
Date: 01.08.2025.

Sd/-
Chairman cum Managing Director

Sd/-
Smt. J.P. Irene Cynthia, IAS
Director

SETHUSAMUDRAM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN : U75111TN2004GOI054824 Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

SETHUSAMUDRAM CORPORATION LIMITED			
CASHFLOW STATEMENT			
FOR THE YEAR ENDED 31ST MARCH 2025			
	Particulars	March 31' 2025 Rs. In Lakhs	March 31' 2024 Rs. In Lakhs
A	Cash Flow from Operating activities		
	Net Profit before Exceptional Item & Tax	-248.20	-17.54
	<i>Adjusted for :</i>		
	Depreciation for the year	-	-
	Interest on Investments	(23.16)	(22.30)
	Operating Profit before working Capital changes	(271.36)	(39.84)
	Adjustments for changes in working Capital		
	(Increase) / Decrease in Trade Receivables	-	-
	(Increase) / Decrease in Loans and other financial assets	(17.24)	(5.02)
	(Increase) / Decrease Other Current Assets	(8.45)	13.37
	(Increase) / Decrease Other Non-Current Assets	262.17	-
	Increase / (Decrease) Other Current Liabilities	1.21	(3.62)
	Increase / (Decrease) Other Non-Current Liabilities	-	-
	Increase / (Decrease) Provisions	-	-
	Increase / (Decrease) Current Tax Liability	-	-
	Cash generated from operations	(33.67)	(35.11)
	Income Tax Paid	-	-
	Cash flow before Exceptional items	(33.67)	(35.11)
	<i>Exceptional items:</i>		
	Loss on sale of Capital work in progress	-	-
	Provision for impairment	-	-
	<i>Adjusted for Non cash items</i>	-	-
	Cash flow from Exceptional items	-	-
	Net Cash from Operating activities	(33.67)	(35.11)
B	Cash flow from Investing activities		
	Interest from Investments	23.16	22.30
	Interest on Income tax refund	-	-
	Net Cash from Investing activities	23.16	22.30
C	Cash flow from financing activities	-	-
	Net Increase in cash & cash Equivalents	(10.52)	(12.81)
	Cash and cash equivalents at the beginning of the year	325.68	338.49
	Cash and cash equivalents at the end of the year	315.16	325.68
Significant Accounting Policies			
See accompanying Notes to the Financial Statements 1 to 33			
	As per report of even date for Ravi & Raghu Chartered Accountants Firm Reg. No.0005060S	For and on behalf of the Board	
	Sd/- (K RAVI) Partner M.No.026783	Sd/- Chairman cum Managing Director	
	Sd/- Shri. Malla Srinivasa Rao General Manager (F) Place :Chennai Date : 01.08.2025.	Sd/- Smt. J. P. Irene Cynthia, IAS Director	

SETHUSAMUDRAM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE)

CIN : U75111TN2004GOI054824 Regd. Office: Indian Maritime University, Uthandi, Chennai – 600 119.

SETHUSAMUDRAM CORPORATION LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2025

a) EQUITY SHARE CAPITAL

	No. of Shares	Amount
Equity Share of INR 10 each issues, subscribed and fully paid		
As At 31st March 2022	74,50,00,000	74,500
Issue of Share Capital	-	-
As at 31st March 2023	74,50,00,000	74,500
Issue of Share Capital	-	-
As At 31st March 2024	74,50,00,000	74,500

b) OTHER EQUITY

For the year ended 31 March 2025

	CAPITAL RESERVE	RETAINED EARNINGS	TOTAL OTHER EQUITY
As At 31st March 2024	1,499.59	5,510.90	7,010.49
Profit for the period & Excess Depn	-	(248.20)	(248.20)
Other Comprehensive Income, net of Tax	-	-	-
Total Comprehensive Income	-	(248.20)	(248.20)
As At 31st March 2025	1,499.59	5,262.70	6,762.29

For the year ended 31 March 2024

	RESERVE	EARNINGS	EQUITY
As at 31st March 2023	1,499.59	5,528.45	7,028.04
Profit for the period & Excess Depn	-	(17.55)	(17.55)
Other Comprehensive Income, net of Tax	-	-	-
Total Comprehensive Income	-	(17.55)	(17.55)
As At 31st March 2024	1,499.59	5,510.90	7,010.49

As per report of even date

For Ravi & Raghu

Chartered Accountants

Firm Reg. No.0005060S

Sd/-

(K RAVI)

Partner

M.No.026783

For and on behalf of the Board

Sd/-

Chairman cum Managing Director

Sd/-

Shri. Malla Srinivasa Rao

General Manager (F)

Place :Chennai

Date : 01.08.2025.

Sd/-

Smt. J.P. Irne Cynthia, IAS

Director