

**THE GREAT EASTERN
SHIPPING COMPANY LIMITED**
CIN: L35110MH1948PLC006472



OCEAN HOUSE, 134/A, Dr. Annie Besant Road, Worli, Mumbai - 400 018, INDIA. Tel.: +91(22) 6661 3000 / 2492 2100 Fax : +91(22) 2498 5335

Our Ref.: S/2023/JMT

October 27, 2023

BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip code: **500620**

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Trading Symbol – **GESHIP**

Dear Sirs,

Sub: Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Security Cover Certificate for the quarter ended September 30, 2023.

Pursuant to Regulation 54 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Security Cover Certificate for the quarter ended September 30, 2023.

You are requested to take note of the above.

Yours faithfully,

For THE GREAT EASTERN SHIPPING COMPANY LIMITED

Anand Punde

Company Secretary

Email ID: anand_punde@greatship.com

Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of "Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non-Convertible debentures of The Great Eastern Shipping Company Limited as at and for the period ended September 30, 2023" ("the Statement")

REF: MP/2023-24/102

To
The Board of Directors
The Great Eastern Shipping Company Limited
Ocean House,
134/A Dr. Annie Besant Road,
Worli, Mumbai – 400 018

1. This certificate is issued in accordance with the terms of our engagement letter with reference no. MP/EL/2023-24/30 dated September 17, 2023.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditor of The Great Eastern Shipping Company Limited ("the Company"), have been requested by the Management of the Company to certify book values of assets of the Company contained in Columns A to J of the Statement, and whether the Company has complied with financial covenants with respect to the listed secured non-convertible debentures issued and outstanding as at September 30, 2023 as given in note 4 of the Statement ("the debentures").

The Statement is prepared by the Company from the unaudited books of account and other relevant records and documents maintained by the Company as at and for the period ended September 30, 2023 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of submission to Vistra ITCL (India) Limited, Debenture Trustee of the Non-Convertible debentures (hereinafter referred to as "the Debenture Trustee") issued by the Company and outstanding as at September 30, 2023.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



4. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the terms of Offer Document / Information Memorandum / Debenture Trust Deed.

Auditor's Responsibility

5. Pursuant to the requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the book values of the assets of the Company contained in Columns A to J of the Statement have been accurately extracted and ascertained from the unaudited books of account of the Company and other relevant records and documents maintained by the Company, and whether the Company has complied with financial covenants of the debentures.
6. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed vary in nature and timing from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Accordingly, we have performed the following procedures in relation to the statement:

- a) Obtained the Statement from the management.
 - b) Verified that the information contained in the Statement have been accurately extracted and ascertained from the unaudited books of account of the Company as at and for the period ended September 30, 2023 and other relevant records and documents maintained by the Company, in the normal course of its business.
 - c) Verified and examined the arithmetical and clerical accuracy of the information included in the Statement.
 - d) Reviewed the terms of Offer Document / Information Memorandum / Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - e) Obtained Register of Charges kept by the Company as per the requirements of the Companies Act, 2013 to understand the composition of charges already created on assets of the company.
 - f) Read the terms relating to financial covenants of the debentures and recomputed the financial covenants.
 - g) Performed necessary inquiries with the management and obtained necessary representations.
7. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



Deloitte Haskins & Sells LLP

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

9. Based on the procedures performed as referred to in paragraph 6 above and according to the information and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the book values of the assets of the Company contained in Columns A to J of the Statement have not been accurately extracted and ascertained from unaudited books of account of the Company as at and for the period ended September 30, 2023 and other relevant records and documents maintained by the Company and that the Company has not complied with financial covenants of the debentures.

Restriction on Use

10. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

(Firm's Registration No. 117366W/ W-100018)



Mehul Parekh

Partner

(Membership No. 121513)

UDIN: 23121513BGYAHZ8582

Mumbai, October 27, 2023

**THE GREAT EASTERN
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The Great Eastern Shipping Company Limited (the Company)

Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non-Convertible debentures of the Company for the period ended and as at September 30, 2023

Rs. in crores

| Column A | Column B | Column C | Column D | Column E | Column F | Column G | Column H | Column I | Column J | Column K | Column L | Column M | Column N | Column O | |
|---|--|--|--------------------------|--|--|--|--|---|------------------|--|---|---|---|----------------------|------------------------|
| Particulars | Description of asset for which this certificate relate | Exclusive Charge | Exclusive Charge | Pari-Passu Charge | Pari-Passu Charge | Pari-Passu Charge | Assets not offered as Security and Debt not backed by any assets offered as Security | Elimination (amount in negative) | (Total C to H) | Related to only those items covered by this certificate | | | | | Total Value (=K+L+M+N) |
| | | Debt for which this certificate being issued | Other Secured Debt | Debt for which this certificate being issued | Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge) | Other assets on which there is pari-Passu Charge (excluding items covered in column F) | | debt amount considered more than once (due to exclusive plus pari passu charge) | | Market Value for Assets charged on Exclusive basis (pertaining to items mentioned in column C) | Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For E.g. Bank Balance, DSRA market value is not applicable) | Market Value for Pari passu charge Assets | Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For E.g. Bank Balance, DSRA market value is not applicable) | | |
| | | Book Value | Book Value | Yes/ No | Book Value | Book Value | | | | | | | | Relating to Column F | |
| ASSETS | | | | | | | | | | | | | | | |
| Property, Plant and Equipment | Refer note 4 | 718.74 (refer note 4) | 556.91 (refer note 8) | No | - | - | 3,660.85 | - | 4,936.50 | 1,722.25 (refer note 2) | 0.48 (refer note 3) | - | - | 1,722.73 | |
| Capital Work-in-Progress | - | - | - | No | - | - | 17.56 | - | 17.56 | - | - | - | - | - | |
| Right of Use Assets | - | - | - | No | - | - | 2.04 | - | 2.04 | - | - | - | - | - | |
| Goodwill | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Intangible Assets | - | - | - | No | - | - | 5.16 | - | 5.16 | - | - | - | - | - | |
| Intangible Assets under Development | - | - | - | No | - | - | 3.20 | - | 3.20 | - | - | - | - | - | |
| Investments | - | - | - | No | - | - | 3,031.82 | - | 3,031.82 | - | - | - | - | - | |
| Loans | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Inventories | - | - | - | No | - | - | 163.06 | - | 163.06 | - | - | - | - | - | |
| Trade Receivables | - | - | - | No | - | - | 312.26 | - | 312.26 | - | - | - | - | - | |
| Cash and Cash Equivalents | - | - | - | No | - | - | 2,971.03 | - | 2,971.03 | - | - | - | - | - | |
| Bank Balances other than Cash and Cash Equivalents | - | - | - | No | - | - | 882.16 | - | 882.16 | - | - | - | - | - | |
| Others | - | - | - | No | - | - | 523.79 | - | 523.79 | - | - | - | - | - | |
| Total | | 718.74 | 556.91 | | | | 11,572.93 | | 12,848.58 | 1,722.25 | 0.48 | | | 1,722.73 | |
| LIABILITIES | | | | | | | | | | | | | | | |
| Debt securities to which this certificate pertains (Secured Non-Convertible debentures) | - | 623.50 (refer note 4 and 5) | - | No | - | - | - | - | 623.50 | - | - | - | - | - | |
| Other debt sharing pari-passu charge with above debt | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Other Debt | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Subordinated debt | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Borrowings (ECBs) | - | - | 365.98 (refer note 5) | No | - | - | - | - | 365.98 | - | - | - | - | - | |
| Bank | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Debt Securities (Unsecured Non-Convertible debentures) | - | - | - | No | - | - | 1,626.33 (refer note 5 and 7) | - | 1,626.33 | - | - | - | - | - | |
| Others | - | - | - | No | - | - | - | - | - | - | - | - | - | - | |
| Trade payables | - | - | - | No | - | - | 303.36 | - | 303.36 | - | - | - | - | - | |
| Lease Liabilities | - | - | - | No | - | - | 3.81 | - | 3.81 | - | - | - | - | - | |
| Provisions | - | - | - | No | - | - | 57.26 | - | 57.26 | - | - | - | - | - | |
| Others | - | - | - | No | - | - | 551.08 | - | 551.08 | - | - | - | - | - | |
| Total | | 623.50 | 365.98 | | | | 2,541.84 | | 3,531.32 | | | | | | |
| Cover on Book Value | | 1.15 | | | Nil | | | | | | | | | | |
| Cover on Market Value (refer note 7 below) | | 2.76 | | | Nil | | | | | | | | | | |
| | | Exclusive Security Cover Ratio | | | Pari-Passu Security Cover Ratio | | | | | | | | | | |

Handwritten initials: JS, BS

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Notes:

- 1) The financial information as on September 30, 2023 has been extracted from the unaudited books of account as at and for the quarter ended September 30, 2023 and other relevant records and documents of the Company.
- 2) The market values of the security (vessels) as at September 30, 2023 have been considered based on the reports of research agencies appointed by the Company. The Statutory Auditors have not performed any independent procedures in this regard.
- 3) The Company has created additional security by way of mortgage of immovable property having a carrying value of Rs. 0.48 crore as a September 30, 2023.

4) ISIN wise details of Secured Non-Convertible debentures and interest accrued thereon.

| Sr No | ISIN | Sanctioned amount | Outstanding as on September 30, 2023 | Interest Accrued as on September 30, 2023 | Books Value as on September 30, 2023 | Market Value as on September 30, 2023 | Assets Covered | |
|----------------------|--------------|-------------------|--------------------------------------|---|--------------------------------------|---------------------------------------|--------------------------------------|--|
| | | | | | | | Vessets | Immovable Property |
| Amount in INR crores | | | | | | | | |
| 1 | INE017A07542 | 150.00 | 150.00 | 1.03 | 194.59 | 431.86 | Jag Lakshya | Flat No. 2B-I, 2nd Floor, The Great Eastern Royale |
| 2 | INE017A07559 | 300.00 | 300.00 | 12.51 | 298.81 | 745.37 | Jag Pranav, Jag Aalok and Jag Lokesh | Flat No. 244, Falcon Crest |
| 3 | INE017A07567 | 150.00 | 150.00 | 11.02 | 227.34 | 545.02 | Jag Lok and Jag Aabha | Flat No. 2AII, 2nd Floor, The Great Eastern Royale |
| Total | | 600.00 | 600.00 | 24.56 | 718.74 | 1,722.25 | | |

- 5) Interest accrued as at September 30, 2023 Rs. 24.56 Crores - Debt for which this certificate being issued (Secured NCDs), Rs. 7.88 Crores - Other Secured Debt (External Commercial Borrowings) and Rs. 77.89 Crores - Debt not backed by any assets offered as Security (Unsecured NCDs).
- 6) This statement is prepared in accordance with Regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular on Monitoring and Disclosures by Debenture Trustee(s) vide circular No. SEBI / HO / MIRSD / MIRSD _CRADT / CIR / P / 2022 / 67 dated May 19, 2022 ("the Regulations")
- 7) As per the terms of Unsecured Non-Convertible debenture agreement, the Company has maintained unencumbered assets (including cash and cash equivalents) of market value not less than outstanding face value amount of these unsecured Non-Convertible debentures.
- 8) The Company has complied with the financial and other covenants as per the debenture trust deeds with respect to Non-convertible debentures issued by it.

As per our certificate of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants


Mehul Parakh

Partner

Date: October 27, 2023

Place: Mumbai

For The Great Eastern Shipping Company Limited



G. Shivakumar
Executive Director and Chief Financial Officer

Date: October 27, 2023

Place: Mumbai

