



SEC/48/2017-63

September 06, 2022

The Manager Compliance Department BSE Limited Phiroze Jeejeebhoy Tower Dalal Street Mumbai – 400 001	The Manager Compliance Department The National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex, Bandra (East) Mumbai – 400 051
Scrip Code/Symbol: 540678/COCHINSHIP	

Dear Sir / Madam,

Subject: Notice of the 50th AGM of Cochin Shipyard Limited scheduled on September 29, 2022 at 11:00 hrs. IST through VC / OAVM

1. We wish to inform you that the 50th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 29, 2022 at 11:00 hrs. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”). Pursuant to Regulation 30 read with Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice convening the 50th AGM of the Company, which is being circulated to the shareholders through electronic mode.
2. The Notice of the AGM is being hosted on the Company's website at www.cochinshipyard.in and on the website of e-voting Agency, National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com.
3. The above is for your information and record please.

Thanking you,

For Cochin Shipyard Limited



पंजीकृत कार्यालय : प्रशासनिक भवन, पी.ओ.बैग सं 1653, पेरुमानूर पी. ओ., कोची - 682 015
Registered Office : Administrative Building, P.O. Bag No. 1653, Perumanoor P.O., Kochi - 682 015
फोन / Phone : +91(484) 2361181 / 2501200 फाक्स / Fax : +91 (484) 2370897 / 2383902
वेबसाइट / Website : www.cochinshipyard.in सीआईएन / CIN: L63032KL1972GOI002414



COCHIN SHIPYARD LIMITED

Corporate Identity Number: L63032KL1972GOI002414

Registered Office: Administrative Building, Cochin Shipyard Premises
Perumanoor, Ernakulam, Kerala – 682015

Tel: +91 (484) 2501306 **Fax:** +91 (484) 2384001

E-mail: secretary@cochinshipyard.in **Website:** www.cochinshipyard.in

NOTICE

Notice is hereby given that, the 50th Annual General Meeting (AGM) of Cochin Shipyard Limited (CSL) will be held on Thursday, September 29, 2022 at 11:00 hrs. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors’ and the Auditors’ thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors’ thereon.
3. To confirm the payment of first interim dividend of ₹6.00 (60%) per equity share and second interim dividend of ₹7.00 (70%) per equity share and to declare final dividend of ₹3.75 (37.50%) per equity share (face value ₹10/-) for the financial year 2021-22.
4. To appoint a Director in place of Shri Jose V J (DIN: 08444440), who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of the auditors appointed by the Comptroller and Auditor General of India (C&AG) for the financial year 2022-23.

Special Business

6. Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration of ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum plus applicable tax payable to M/s. BBS & Associates, Cost Accountants (Firm Registration No.: 00273), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2023.”

“RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

7. Appointment of Smt. Amrapali Prashant Salve (DIN: 09415405) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Smt. Amrapali Prashant Salve (DIN: 09415405) as the Non-official (Independent) Director of the Company, with effect from November 26, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

8. Appointment of Shri Nahar Singh Maheshwari (DIN: 09419082) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri Nahar Singh Maheshwari (DIN: 09419082) as the Non-official (Independent) Director of the Company, with effect from December 01, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

9. Appointment of Shri Ashok Sharma (DIN: 09414565) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri Ashok Sharma (DIN: 09414565) as the Non-official (Independent) Director of the Company, with effect from November 26, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

10. Appointment of Shri Prithviraj Harichandan (DIN: 01351097) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri Prithviraj Harichandan (DIN:

01351097) as the Non-official (Independent) Director of the Company, with effect from November 22, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

11. Appointment of Shri Venkatesan M (DIN: 07667728) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri Venkatesan M (DIN: 07667728) as the Non-official (Independent) Director of the Company, with effect from November 22, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

12. Appointment of Shri Abhijit Biswas (DIN: 09419083) as Non-official (Independent) Director

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and the order of the Government of India vide letter No. SY-11012/1/2016-CSL dated November 22, 2021, consent of the Shareholders of the Company be and is hereby accorded for the appointment of Shri Abhijit Biswas (DIN: 09419083) as the Non-official (Independent) Director of the Company, with effect from December 01, 2021 till November 21, 2024 or until further orders of the Government of India, whichever is earlier.”

13. Appointment of Shri Sreejith K Narayanan (DIN: 09543968) as Director (Operations)

To consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies

(Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Government of India letter F.No.SY-11012/1/2020-CSL dated July 21, 2022 issued by the Ministry of Ports, Shipping and Waterways (on behalf of the President of India), and as per the recommendation made by the Nomination and Remuneration Committee, the approval of the shareholders be and is hereby accorded for the appointment of Shri Sreejith K Narayanan (DIN: 09543968) as Director (Operations) of the Company with effect from July 21, 2022 till the date of his superannuation i.e. May 31, 2025, or until further orders, whichever is earlier, and whose office is liable to retire by rotation.”

14. Amendment of Articles of Association

To consider and if thought fit, to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any

amendments thereto or re-enactment thereof) the Articles of Association of Company be and is hereby amended by deleting the existing Article 29(b) viz., ‘Any proposal of investment in a particular type of security or shares, if such investment exceeds Rs. 10 lakhs except as provided in clause 28A’.”

“RESOLVED FURTHER THAT the Chairman & Managing Director or any one of the Directors of the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution, including **but not limited to filing necessary e-forms with the Registrar of Companies.**”

By Order of the Board of Directors

Kochi
September 06, 2022

Syankamal N
Company Secretary
M. No. A25337

Notes:

1. In view of the continuing COVID-19 Pandemic and the social distancing norms, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 2/2022 dated May 05, 2022, read with Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 02/2021 dated January 13, 2021 Circular No. 20/2020 dated May 05, 2020, Circular No.14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, and all other relevant Circulars issued from time to time (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circulars, the 50th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
 2. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
 3. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), in respect of Director seeking appointment / re-appointment at this AGM is annexed to this Notice.
 4. Pursuant to the provisions of the Companies Act, 2013, 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. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with and hence the facility for appointment of proxies by the Members will not be available for the AGM. Therefore, the proxy form, attendance slip and route map are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 5. Annual Report for the year 2021-22 including the audited financial statements for the year ended March 31, 2022, is being sent by e-mail to those Members whose e-mail addresses are registered with Company’s RTA/ Depository Participants (DP). Further, the hard copies of the same would also be made available to the Members on request. Members may forward their request for hard copy to secretary@cochinshipyard.in. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.cochinshipyard.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsd.com.
 6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider converting their holdings to dematerialized mode. Members can contact the Company or Company’s Registrar and Transfer Agents (RTA), Link Intime India Private Limited for assistance in this regard.
 7. Members who have not yet registered/updated their e-mail addresses are requested to register/update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Link Intime India Private Limited, Company’s RTA, in case the shares are held in physical mode. Members are requested to register/update their e-mail addresses to enable the Company/RTA to send communications through e-mail.
 8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc.
- For shares held in demat mode:** To their DPs.
- For shares held in physical mode:** To Link Intime India Private Limited, Company’s RTA, in the prescribed Form ISR-1. The said form is available at https://cochinshipyard.in/investor/investor_titles/56.
- Members holding shares in physical mode may kindly note that SEBI vide its Circulars dated November 03, 2021 and December, 14 2021 has mandated the submission of PAN,

KYC and nomination details by March 31, 2023. Those Members who have not yet submitted the said details may submit the same with the Company's RTA, Link Intime India Private Limited. The detailed instructions for the same are available at <https://www.linkintime.co.in/home-KYC.html>.

9. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Link Intime India Private Limited. Members are requested to submit the said details to their DP in case the shares are held in demat mode and to Link Intime India Private Limited in case the shares are held in physical mode.

10. Book Closure and Dividend

- (i) The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 23, 2022 to Thursday, September 29, 2022, both days inclusive.
- (ii) The final dividend for the financial year 2021-22, as recommended by the Board of Directors, if approved at the AGM, will be paid, subject to deduction of tax at source, by October 28, 2022 i.e. within 30 days from the date of approval to those Members whose names appear in the Register of Members/Depositories' records, as the case may be, at the close of business hours on Thursday, September 22, 2022.
- (iii) Company will be making the dividend payment by electronic mode wherever possible and by dividend warrants/demand drafts in other cases. In respect of shares held in demat mode, the dividend will be paid on the basis of beneficial ownership details furnished by the Depositories (NSDL & CDSL) as at the close of business hours on Thursday, September 22, 2022. Members holding shares in demat mode may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in demat mode for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant of

the Members. Members who have changed their bank account after opening the demat account and want to receive dividend in an account other than the one specified while opening the demat account, are requested to change/correct their bank account details (including the nine digit Bank code) with their Depository Participant, before September 22, 2022.

- (iv) As per the Finance Act, 2020, dividend paid and distributed by a Company will be taxable in the hands of Shareholders with effect from April 01, 2020. Therefore, the Company will be required to deduct taxes at source (TDS) at the rates applicable to each category of Shareholder under the provisions of the Income Tax Act, 1961 as explained below:

A. Resident Shareholders

- (a) TDS would not apply in case of individuals if the aggregate dividend distributed to them during the financial year 2022-23 does not exceed ₹5,000.
- (b) Tax at source will not be deducted in cases where a Shareholder provides
 - Form 15G (applicable to any person other than a Company or a Firm)
 - Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met.
 - The Form 15H/15G is available for download at the Company's website at www.cochinshipyard.in.
- (c) Tax will be deducted at source ("TDS") under Section 194 of the Income Tax Act, 1961 @ 10% on the amount of dividend payable unless exempted under any of its provisions.
- (d) In case of "specified person" under Section 206AB of the Income Tax Act, the TDS shall be deducted at twice the rates specified in the relevant provisions of the Income Tax Act, 1961.
- (e) If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.
- (f) Shareholders are requested to update their PAN with the Company's RTA, Link Intime India Private Limited (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode).

- (g) Shareholders holding shares under multiple accounts under different status/ category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- (h) Shareholders are requested to kindly verify the correctness of the records and update the same with the Depository Participant (if shares are held in demat mode) or the Company's RTA (if shares are held in physical mode), at the earliest.
- (i) Eligible Shareholders are also requested to submit the following documents as prescribed under the Income Tax Act, 1961 latest by 23:59 hrs. on September 21, 2022 at the portal of the Company's RTA, Link Intime India Private Limited at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> to avail the benefit of exemption or lower deduction from withholding tax.

Category	Documents required	Remarks
General	Self-attested copy of withholding tax certificate for lower deduction u/s 197	If lower rate of tax is to be claimed
Individual	Duly signed Form 15G or 15H (as may be applicable) along with the self-attested copy of the PAN card	If tax exemption is to be claimed
Insurance Company	Self-declaration* that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate	If tax exemption is to be claimed
Mutual Funds	Self-declaration* that they are specified in Section 10(23D) of the Income Tax Act, 1961, along with self-attested copy of PAN card and registration certificate	If tax exemption is to be claimed
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	Self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN card	If tax exemption is to be claimed
Alternative Investment Fund (AIF) established/ incorporated in India	Self-declaration* that its income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and that they are governed by SEBI Regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate	If tax exemption is to be claimed

*The format of self-declaration is available at Company's website at www.cochinshipyard.in.

B. Non-Resident Shareholders

- (a) Tax is required to be deducted at source in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at applicable rates in force. As per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- (b) Shareholders are requested to kindly verify the correctness of the records and update the same with the Depository Participant (if shares are held in demat mode) or the Company's RTA (if shares are held in physical mode), at the earliest.
- (c) Eligible Shareholders are also requested to submit the following documents as prescribed under the Income Tax Act, 1961 latest by 23:59 hrs. on September 21, 2022 at the portal of the Company's RTA, Link Intime India Private Limited at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> to avail the benefit of Double Taxation Avoidance Agreement (DTAA) between India and their country of residence.

Category of Shareholder		Documents
Investments made by routes other than FPI route	Individual	<ul style="list-style-type: none"> • Self-attested copy of Tax Residency Certificate issued by the country in which the Shareholder is a resident • Form 10F* • Self-declaration* • Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.
	Partnerships, Trusts	<ul style="list-style-type: none"> • Self-attested copy of Tax Residency Certificate issued by the country in which the Shareholder is a resident • Form 10F* • List of partners/ beneficiaries, their respective shares in the income of the partnership/ trust and their respective residential status (if not forming part of TRC)
		<ul style="list-style-type: none"> • Self-declaration* • Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.
	Companies	<ul style="list-style-type: none"> • Self-attested copy of Tax Residency Certificate issued by the country in which the Shareholder is a resident • Form 10F* • Proof of satisfaction of LoB wherever required as per treaty (for example, in case the foreign company is registered on the stock exchange of the other country – the listing certificate of the company) • Self-declaration* • Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.

Category of Shareholder		Documents
Investments made through FPI route	FPIs (if shares are held under the FDI regime)	<ul style="list-style-type: none"> • Self-attested copy of Tax Residency Certificate issued by the country in which the Shareholder is a resident • Form 10F* • Proof of satisfaction of LoB wherever required as per treaty (for example, in case the foreign company is registered on the stock exchange of the other country – the listing certificate of the company) • Self-declaration* • Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.
	FPIs (other than above)	<ul style="list-style-type: none"> • Self-attested declaration that investment has been made under FPI route • Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.

*The Form 10F and the format of Self-declaration is available at Company's website at www.cochinshipyard.in.

- (d) Kindly note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by non-resident shareholders.
- (e) Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors and Foreign Portfolio Investors under Section 196D of the Income Tax Act, 1961. Such TDS rate shall not be reduced on account of the application of the lower DTAA rate, if any.
- (v) Kindly note that the aforementioned documents should be uploaded at the portal of the Company's RTA, Link Intime India Private Limited at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 23:59 hrs. on September 21, 2022. Documents submitted through e-mail or any other form will not be considered.
- (vi) No communication on the tax determination/deduction shall be entertained after September 21, 2022.
- (vii) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, Shareholders would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return by consulting a tax advisor. No claim shall lie against the Company for such taxes deducted.
- (viii) Shareholders are requested to register/update their e-mail addresses with their Depository Participant (DP) in case the shares are held in demat mode and with Link Intime India Private Limited, Company's RTA, in case the shares are held in physical mode to enable the Company to send Form 16A with respect to the TDS on Dividend. Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in>.
- (ix) **Disclaimer:** *This communication shall not be treated as an advice from the Company. For the tax related matters Shareholders should obtain the tax advice from a tax professional.*
- Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("IEPF") established by the Central Government.
- (ii) Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all the shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the Shareholders to encash/claim their respective dividend during the prescribed period.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
14. Members are requested to:
- (i) Intimate to the Company/RTA, changes if any, in their respective addresses along with the pincode at an early date.
- (ii) Quote folio numbers in all their correspondences.
- (iii) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.
15. Non-Resident Indian Shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection to the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretary@cochinshipyard.in.

11. Unclaimed Dividend

- (i) Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend

17. Members are requested to send all communications relating to shares to the Company’s Registrar and Transfer Agents (RTA) at the following address:

Link Intime India Private Limited

“Surya”, 35, Mayflower Avenue
 Behind Senthil Nagar, Sowripalayam Road
 Coimbatore, Tamil Nadu – 641028
 Phone: +91 (422) 2314792, 2315792
 E-mail: coimbatore@linkintime.co.in

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as the e-voting system on the date of the AGM will be provided by NSDL.

19. Instructions to Shareholders for remote e-voting

- (i) The remote e-voting period begins on Monday, September 26, 2022 at 09:00 hrs. and ends on Wednesday, September 28, 2022 at 17:00 hrs. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/Depositories’ records, as the case may be, as on the cut-off date, Thursday, September 22, 2022, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 22, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) Process and manner of voting by electronic means

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the Beneficial Owner icon under Login which is available under IDeAS section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on Access to e-Voting under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of Shareholders	Login Method
	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the URL https://www.evoting.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon Login which is available under Shareholder/Member section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. 4. Shareholders/Members can also download NSDL Mobile App NSDL Speede facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting menu. The menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective E-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting.</p>

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

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

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

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon **Login** which is available under **Shareholder/Member** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-Services i.e. **IDeAS**, you can login at <https://eservices.nsdl.com> with your existing **IDeAS** login. Once you login to NSDL e-Services using your login credentials, click on **e-Voting** and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if your folio number is 001*** and EVEN is 101456 then your User ID is 101456001***.

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

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - (i) If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail address is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail addresses are not registered**.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password.

- (a) Click on **Forgot User Details/Password?** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on **Agree to Terms and Conditions** by selecting on the check box.

8. Now, you will have to click on **Login** button.

9. After you click on the **Login** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system

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

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

(iv) General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cochin@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the **Download** section of www.evoting.nsdl.com. You may also send a request to Shri Amit Vishal, Assistant Vice President, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 at the e-mail address evoting@nsdl.co.in or call on toll free no. 1800 1020 990 and 1800 22 44 30.
- (v) Process for those Shareholders whose e-mail addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail addresses for e-voting for the resolutions set out in this notice
1. In case shares are held in physical mode please provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Company's RTA at coimbatore@linkintime.co.in.
 2. In case shares are held in demat mode, please provide DPID-CLID (NSDL – 16 digit DPID + CLID or CDSL – 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Company's RTA at coimbatore@linkintime.co.in. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** above i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
 3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
 4. In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their

mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

20. Instructions for Members for e-voting on the day of the AGM

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

21. Instructions for Members for attending the AGM through VC/OAVM

- (i) Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled for the AGM by following the procedure mentioned hereinafter. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders with 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The facility to attend the AGM through VC/OAVM is provided to the Members through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, Members are requested to click on **VC/OAVM** link placed under **Join Meeting** menu against Company name. The link for VC/OAVM will be available in **Shareholder/Member** login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID

and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush.

- (iii) The attendance of the Members in the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (iv) Members are encouraged to join the Meeting through laptops for better experience.
- (v) Further, Members will be required to allow camera, if any, and use internet with a good speed to avoid any disturbance during the Meeting.
- (vi) Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account no./folio no., e-mail address and mobile no. at speakers@cochinshipyard.in from September 21, 2022 (08.00 hrs.) to September 23, 2022 (16:00 hrs.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(viii) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. Relevancy of the question and the order of speakers will be decided by the Chairman.

(ix) Members seeking any information with regard to annual accounts at the time of Meeting are requested to send their queries to the Company at least seven days before the date of Meeting so as to enable the management to keep the information ready.

22. Other Instructions

- (i) Persons who have acquired shares and become Members of the Company after the dispatch of Notice and hold shares as on cut-off date of September 22, 2022, may obtain the Notice and e-voting instructions by sending request to the Company's RTA, Link Intime India Private Limited at their e-mail address coimbatore@linkintime.co.in or download Notice and e-voting instructions from www.evoting.nsdl.com or Company's website www.cochinshipyard.in.
- (ii) The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.cochinshipyard.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

The Board at its 267th Meeting held on August 10, 2022 has appointed M/s. BBS & Associates, Cost Accountants (Firm Registration No.: 00273), as the Cost Auditors of the Company for the financial year 2022-23 at a remuneration of ₹1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum plus applicable taxes. As per Section 148(3) of the Companies Act, 2013, the remuneration of Cost Auditors is required to be ratified by the Members.

The Board accordingly recommends the resolution set out in item no. 6 of the accompanying Notice for the approval of the Members of the Company by way of an ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no. 6 of the Notice.

Item No. 7 to 12

Smt. Amrapali Prashant Salve (DIN: 09415405), Shri Nahar Singh Maheshwari (DIN: 09419082), Shri Ashok Sharma (DIN: 09414565), Shri Prithiviraj Harichandan (DIN: 01351097, Shri Venkatesan M (DIN: 07667728), Shri Abhijit Biswas (DIN: 09419083) were appointed as the Non-official (Independent) Directors of the Company vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier.

The above mentioned Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. They are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Their brief resume containing age, qualification, expertise etc. is annexed herewith.

The Board recommends the passing of the proposed special resolutions for appointment of the Independent Directors as contained in item no. 7 to 12 of this Notice by the members of the Company.

Smt. Amrapali Prashant Salve, Shri Nahar Singh Maheshwari, Shri Ashok Sharma, Shri Prithiviraj Harichandan, Shri Venkatesan M and Shri Abhijit Biswas are interested in the resolution, at item nos.7 to 12 of the Notice, to the extent as it concerns their appointment. None of other Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in the resolution at item nos.7 to 12 of the Notice.

Item No.13

Shri Sreejith K Narayanan (DIN: 09543968), former Chief General Manager (Ship Repair) of Cochin Shipyard Limited was appointed as the Director (Operations) of the Company by the Ministry of Ports, Shipping & Waterways, Government of India vide their letter F.No. SY-11012/1/2020-CSL dated July 21, 2022 with effect from the date of his assumption of charge of the post i.e July 21, 2022 till the date of his superannuation i.e. May 31, 2025, or until further orders, whichever is earlier. His appointment was recommended by the Nomination and Remuneration Committee at its meeting held on August 10, 2022. His brief resume containing, age, qualification, expertise etc. is annexed herewith.

The Board accordingly recommends the resolution set out in item no. 13 of the Notice for the approval of the Members of the Company by way of an ordinary resolution.

Shri Sreejith K Narayanan is interested in the resolution to the extent as it concerns his appointment. None of other Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no.13 of the Notice.

Item No.14

CSL, being a Government Company, has reserved certain powers to be exercised only with the approval of the President of India. These have been mentioned at Article 29 of the Articles of Association (AoA) of the Company. As per Article 29(b), any proposal for investment in a particular type of security or shares exceeding ₹10 lakhs require the approval of the President of India. This clause has been there since the Company's incorporation on March 29, 1972.

The Company was granted the status of 'Category I Mini Ratna' by the Government of India in the year 2008. As per the DPE Guidelines, the Board of Directors of Mini Ratna Companies are empowered to invest in domestic joint ventures and subsidiary companies up to an amount of 15% of the net-worth of the Company in one project subject to an overall ceiling of 30% of the net-worth or ₹500 Crores, whichever is less, and hence the limit of ₹10 Lakhs (a limit which was set at the time of incorporation of CSL in March 1972) is obsolete and redundant.

In view of the above, it is considered appropriate to remove Article 29(b) from the AoA of the Company. The proposal is also in line with the Companies Act and applicable DPE Guidelines.

The above proposal was approved by the Board of Directors at their Meeting held on May 20, 2022. The said proposal is also subject to the approval/ concurrence of the President of India acting through the Ministry of Ports, Shipping and Waterways.

The Board accordingly recommends the resolution set out in item no. 14 of the Notice for the approval of the Members of the Company by way of special resolution.

By Order of the Board of Directors

Kochi
September 06, 2022

Syankamal N
Company Secretary
M. No. A25337

Registered Office

Administrative Building
Cochin Shipyard Premises
Perumanoor, Ernakulam, Kerala – 682015
CIN: L63032KL1972GOI002414
Tel: +91 (484) 236 1306
E-mail: secretary@cochinshipyard.in
Website: www.cochinshipyard.in

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 50TH AGM

[PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS]

Name and DIN	Shri Jose V J (DIN: 08444440)
Age and Date of Birth	55 years, February 04, 1967
Date of first appointment on the Board	August 01, 2019
Qualifications	Shri Jose V J is a member of the Institute of Cost Accountants of India and also holds a degree in Law from Government Law College, Ernakulam
Expertise in specific functional areas	He has approximately 31 years of work experience across diverse field viz., financial management, strategic planning, risk management, forex management, budgeting and cost control. He is also heading the Information Systems Department of the Company.
Terms and conditions of appointment or re-appointment	Shri Jose V J was appointed as Director (Finance) of CSL on August 01, 2019 pursuant to Ministry of Ports, Shipping and Waterways (former, Ministry of Shipping) Order F. No. SY-11012/2/2018-CSL dated July 15, 2019. He was appointed to the position of Director (Finance) through a selection process of Public Enterprises Selection Board. The terms and conditions of his employment are prescribed by Ministry of Ports, Shipping and Waterways, Government of India, in line with the applicable DPE Guidelines.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	₹56.28 Lakhs
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Hooghly Cochin Shipyard Limited (HCSL) Udupi Cochin Shipyard Limited (UCSL) (wholly owned subsidiaries of CSL)
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	5/5
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Name and DIN	Smt. Amrapali Prashant Salve (DIN: 09415405)
Age and Date of Birth	47 years, September 20, 1974
Date of first appointment on the Board	The date of appointment pursuant to Section 152(3) of the Companies Act, 2013, is November 26, 2021
Qualifications	Smt. Amrapali Prashant Salve holds a degree of Bachelor of Arts in Economics and Sociology from Mumbai University.
Expertise in specific functional areas	She is actively engaged in social service and women empowerment by arranging training and skill development programmes. She is also working for self-help group viz., Pandit Deen Dayal Antyodaya Yojana – National Urban Livelihood Mission.
Terms and conditions of appointment or re-appointment	She was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating her appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Name and DIN	Shri Nahar Singh Maheshwari (DIN: 09419082)
Age and Date of Birth	58 years, January 23, 1964
Date of first appointment on the Board	The date of appointment pursuant to Section 152(3) of the Companies Act, 2013, is December 01, 2021
Qualifications	Shri Nahar Singh Maheshwari holds a Post Graduate degree in Law from Rajasthan University. He also holds a degree in Master of Arts in Political Science from Rajasthan University.

Expertise in specific functional areas	He is a member of the Bar Council of Rajasthan and practicing as lawyer since 1989.
Terms and conditions of appointment or re-appointment	He was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating his appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Name and DIN	Shri Ashok Sharma (DIN: 09414565)
Age and Date of Birth	57 years, October 01, 1964
Date of first appointment on the Board	The date of appointment pursuant to Section 152(3) of the Companies Act, 2013, is November 26, 2021
Qualifications	Shri Ashok Sharma holds a Post Graduate degree in Hindi, Sanskrit, Political Science and Education. He has also received Honorary Doctorate in literature (Vidhya Vachaspati) from Vikramshila Hindi Vidyapeeth (Bhagalpur, Bihar).
Expertise in specific functional areas	He started his career as a lecturer and is currently serving as the Vice-Principal of RNI College, Bhagwanpur in Haridwar District. He has also been associated with journalism as writer/editor in many newspapers like Dainik Jagran, Punjab Kesari, Amar Ujala, Badri Vishal etc.
Terms and conditions of appointment or re-appointment	He was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating his appointment are determined by the Government of India.

Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Name and DIN	Shri Prithiviraj Harichandan (DIN: 01351097)
Age and Date of Birth	53 years, December 06, 1968
Date of first appointment on the Board	November 22, 2021
Qualifications	Shri Prithiviraj Harichandan holds a Master of Science degree in Zoology from Utkal University, Bhubaneswar. He is also an MBA graduate in Human Resource and Finance from Amity University.
Expertise in specific functional areas	He is an entrepreneur and in addition he is serving as the Chairman of Mahatma Gandhi Gram Swaraj Abhiyan and National Council of Martial Tradition and Culture (NCMTC).
Terms and conditions of appointment or re-appointment	He was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating his appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.

Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Name and DIN	Shri Venkatesan M (DIN: 07667728)
Age and Date of Birth	41 years, November 20, 1980
Date of first appointment on the Board	November 22, 2021
Qualifications	Shri Venkatesan M holds a Post Graduate Degree in Arts from Ramakrishna Mission Vivekananda College, Chennai.
Expertise in specific functional areas	He was the Chairman of National Commission for Safai Karmacharis (NCSK). He is also a notable writer and has authored various books mainly focussing on the issues relating to Dalits.
Terms and conditions of appointment or re-appointment	He was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating his appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil

Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Name and DIN	Shri Abhijit Biswas (DIN: 09419083)
Age and Date of Birth	42 years, June 09, 1980
Date of first appointment on the Board	The date of appointment pursuant to Section 152(3) of the Companies Act, 2013, is December 01, 2021
Qualifications	Shri Abhijit Biswas holds a degree of Bachelor of Commerce from Calcutta University.
Expertise in specific functional areas	He has around 15 years of experience as financial service consultant.
Terms and conditions of appointment or re-appointment	He was appointed as Non-official (Independent) Director of CSL vide Government of India letter No. SY-11012/1/2016-CSL dated November 22, 2021, for a period of three years till November 21, 2024 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating his appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	Independent Directors are paid sitting fees for attending Board/Committee Meetings. Further, the expenses incurred for attending the Board/Committee Meetings are reimbursed.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	2/2

No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Name and DIN	Shri Sreejith K Narayanan (DIN: 09543968)
Age and Date of Birth	57 years, May 17, 1965
Date of first appointment on the Board	July 21, 2022
Qualifications	Shri Sreejith K Narayanan holds a degree in Bachelor of Technology (Mechanical) from Regional Engineering College, Calicut & Master of Business Administration from School of Management Studies, Cochin University of Science and Technology.
Expertise in specific functional areas	He has approximately 34 years of work experience in the area of Ship Building, Ship Design and Ship Repair. He is also a Director in Hooghly Cochin Shipyard Limited and Udupi Cochin Shipyard Limited, the wholly owned subsidiaries of CSL.
Terms and conditions of appointment or re-appointment	Shri Sreejith K Narayanan was appointed as Director (Operations) of CSL on July 21, 2022 pursuant to Ministry of Ports, Shipping and Waterways Order F.No.SY-11012/1/2020-CSL dated July 21, 2022. He was appointed to the position of Director (Operations) through a selection process of Public Enterprises Selection Board. The terms and conditions of his employment are prescribed by Ministry of Ports, Shipping and Waterways, Government of India, in line with the applicable DPE Guidelines.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements.	Please refer to the chart on Skills / Expertise / Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2021-22)	₹55.30 Lakhs was drawn during FY22, in the capacity of Chief General Manager (Ship Repair) of CSL.
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Hooghly Cochin Shipyard Limited (HCSL) Udupi Cochin Shipyard Limited (UCSL) (wholly owned subsidiaries of CSL)
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership / Chairmanship of Committees in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2021-22	Not Applicable
No. of equity shares held in the Company:	
(a) Own	Nil
(a) For other persons on a beneficial basis	Nil
Relationship with other Directors/Key Managerial Personnel	Nil