



SEC/48/2017-63

September 07, 2024

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

Dear Sir/Madam,

Subject: Notice of the 52nd AGM of Cochin Shipyard Limited scheduled on September 30, 2024 at 11:00 hrs. IST through VC/ OAVM

1. We wish to inform you that the 52nd Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 30, 2024 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 52nd 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, Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
3. The above is for your information and record please.

For Cochin Shipyard Limited





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 52nd Annual General Meeting (AGM) of Cochin Shipyard Limited (CSL) will be held on Monday, September 30, 2024 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, 2024, 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, 2024, together with the Report of the Auditors' thereon.
3. To confirm the payment of first interim dividend of ₹8.00 (80%) per equity share of face value of ₹10/- each and second interim dividend of ₹3.50 (70%) per equity share of face value of ₹5/- each and to declare final dividend of ₹2.25 (45%) per equity share of face value of ₹5/- each for the financial year 2023-24.
4. To appoint a Director in place of Shri Sreejith K Narayanan (DIN: 09543968), 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 2024-25.

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. Rajendran Mani and Varier, Cost Accountants (Firm Registration No.: 000006), 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, 2025."

"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. Approval of extension of tenure of Shri Jose V J (DIN: 08444440), as Director (Finance)

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 read with Rules, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders be and is hereby accorded for the extension of tenure of Shri Jose V J (DIN: 08444440), as Director (Finance) of the Company, beyond August 01, 2024 till the date of his superannuation i.e., February 28, 2027, or until further orders, whichever is earlier, by the Government of India vide Ministry of Ports, Shipping and Waterways letter F. No. SY-11012/2/2018-CSL dated July 03, 2024, on the terms and conditions as stipulated by the Government of India, and whose office is liable to retire by rotation."

By Order of the Board of Directors

Syamkamal N

Company Secretary
M. No. A25337

Kochi
September 06, 2024

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 20/2020 dated May 05, 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 52nd 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 attendance of the Shareholders in the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. 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.
4. 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 Directors seeking appointment/ re-appointment/ extension at this AGM is annexed to this Notice.
5. 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.
6. Annual Report for the year 2023-24 including the audited financial statements for the year ended March 31, 2024, 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 2023-24 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 Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
7. 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.
8. 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.
9. 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.

SEBI has mandated that with effect from April 01, 2024, dividend to Shareholders holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only if the PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature for their corresponding folio numbers are submitted. 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>.

10. 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.
11. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. After exhausting the option to resolve the grievances with the Company/ RTA directly and through the SCORES Portal, the investors can initiate dispute resolution through the ODR Portal, which can be accessed at <https://smartodr.in/login>.
12. **Book Closure and Dividend**
 - (i) The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, September 24, 2024 to Monday, September 30, 2024, both days inclusive.
 - (ii) The final dividend for the financial year 2023-24, as recommended by the Board of Directors, if approved at the AGM, will be paid, subject to deduction of tax at source, by October 29, 2024 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 Monday, September 23, 2024.
 - (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 Monday, September 23, 2024. 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 23, 2024.

- (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 2024-25 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); or
 - Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met.

The Form 15G/ 15H 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) TDS rate in case of "specified persons"

The Finance Act, 2021 has inserted the provisions of Section 206AB of the Income Tax Act, 1961 with effect from July 01, 2021, pursuant to which the Company

would be liable to deduct tax at higher of the below rates on the dividend paid to “specified persons”:

- (i) At twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- (ii) At twice the rate or rates in force; or
- (iii) At the rate of 5%.

For the purposes of Section 206AB “specified person” means

- (i) A person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of Section 139 has expired; and
- (ii) the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

In cases where Sections 206AA and 206AB are applicable i.e., the Shareholder has not submitted PAN as well as not filed the return, tax will be deducted at higher of the rates prescribed in these sections.

The Income Tax Department has issued a compliance check utility to check whether a person is covered under the “specified person” as defined under Section 206AB of the Income Tax Act, 1961. Accordingly, for determining TDS rate on Dividend, the Company will be using the said utility to determine the applicability of Section 206AB.

- (e) Shareholders may also note that linking of PAN and Aadhar is mandatory. Accordingly, Shareholders are requested to link their PAN with Aadhar on the Income tax website. In case the PAN is not linked with Aadhar, then the PAN is liable to be treated as invalid. If PAN is invalid/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 September 23, 2024 at the portal of the Company’s RTA, Link Intime India Private Limited at <https://liiplweb.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.

Category	Documents required	Remarks
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.

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 September 23, 2024 at the portal of the Company's RTA, Link Intime India Private Limited at <https://liiplweb.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 (of FY 2024-25 or calendar year 2024) issued by the country in which the Shareholder is a resident; • Self-declaration⁽¹⁾; • E-Form 10F⁽²⁾; and • 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 (of FY 2024-25 or calendar year 2024) issued by the country in which the Shareholder is a resident; • 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); • Self-declaration⁽¹⁾; • E-Form 10F⁽²⁾; and • 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	
Companies	<ul style="list-style-type: none"> Self-attested copy of Tax Residency Certificate (of FY 2024-25 or calendar year 2024) issued by the country in which the Shareholder is a resident; 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⁽¹⁾; E-Form 10F⁽²⁾; and Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any. 	
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 (of FY 2024-25 or calendar year 2024) issued by the country in which the Shareholder is a resident; 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⁽¹⁾; E-Form 10F⁽²⁾; and 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; and Self-attested copy of lower/ nil withholding tax certificate provided under Section 197 of the Income Tax Act, 1961, if any.

⁽¹⁾The format of Self-declaration is available at Company’s website at www.cochinshipyard.in.

⁽²⁾Electronic Form 10F as per notification No. 03/2022 dated July 16, 2022 from the Central Board of Direct Tax {Notification can be read under -notification-no-3-2022-systems.pdf (incometaxindia.gov.in)}. Form 10F can be obtained electronically through e-filing portal of income tax website and the procedure for the same is detailed below:

<p>PROCEDURE FOR ELECTRONICALLY FURNISHING OF FORM 10F – STEPS/ PROCEDURE FOR E-FILING FORM 10F</p> <p>(i) Login to https://www.incometax.gov.in/iec/foportal using PAN login.</p> <p>(ii) Go to E-file>Income Tax Forms>File Income Tax Forms.</p> <p>(iii) Select Form 10F from the available options.</p> <p>(iv) Select the relevant Assessment Year for which you need to file Form 10F and click on continue.</p> <p>(v) Fill all the required fields in the Form.</p> <p>(vi) Attach the Tax Residency Certificate and Save the Draft and then Proceed to submit the Form with digital signature (DSC) of the authorized signatory/self.</p> <p>(vii) Once submitted, go to ‘View Filed Forms’ and download the copy of the Form 10F and submit along with other tax forms.</p>	<p>Kindy note that, as per Rule 21AB of Income Tax Rules, a non-resident, who wishes to avail the benefit of Double Taxation Avoidance Agreement between India and the country of their residence, is required to furnish certain information in Form 10F. Further under sub rule 2 of the aforesaid rule, a non-resident is not required to furnish Form 10F if all the information as required in the form is contained in the TRC.</p> <p>As per Sections 90 and 90A read with Section 295 of the Income Tax Act, 1961 read with Rule 21AB(1) of Income Tax Rules, 1962, a certificate (TRC) to be obtained by a non-resident, from the country of his tax residence, shall contain the following particulars namely:-</p> <p>(i) Name of the assessee;</p> <p>(ii) Status (individual, company, firm etc.) of the assessee;</p> <p>(iii) Nationality (in case of individual);</p>
---	---

- (iv) Country or specified territory of incorporation or registration (in case of others);
- (v) Assessee's tax identification number in the country or specified territory of residence or in case no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory;
- (vi) Residential status for the purposes of tax;
- (vii) Period for which the certificate is applicable; and
- (viii) Address of the applicant for the period for which the certificate is applicable.

Thus, if Form 10F is required to be furnished, then it shall be done electronically as laid out above.

- (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://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by September 23, 2024. 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 23, 2024.
- (vii) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/

documents, Shareholders will 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.

13. 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 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. The details of such unclaimed dividends that are liable to be transferred to IEPF are available at the Company's website www.cochinshipyard.in.
 - (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 within the prescribed period.
14. 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.
 15. 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.

16. 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.
17. Non-Resident Indian Shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
18. 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.
19. 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

20. 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 Central Depository Services (India) Limited (CDSL) 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 CDSL.

21. The Board of Directors of the Company has appointed CS Sreekumar P. S. (FCS No. 8130, CP No. 8067) Partner, M/s. SVJS & Associates, Practising Company Secretaries, Kochi, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

22. Instructions to Shareholders for remote e-voting

- (i) The remote e-voting period begins on Friday, September 27, 2024 at 09:00 hrs. and ends on Sunday, September 29, 2024 at 17:00 hrs. The remote e-voting module shall be disabled by CDSL 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, Monday, September 23, 2024, 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 Monday, September 23, 2024. 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.
- (iii) Process and manner of voting by electronic means

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on 'e-Voting Facility Provided by Listed Entities', e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

In terms of the said SEBI Circular, login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on the home page of CDSL website www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 5. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 6. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 7. 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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 toll free no. 1800 21 09911.
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 contact at 022 – 4886 7000 and 022 – 2499 7000.

B. Login Method for e-Voting and joining virtual meeting for Shareholders holding shares in physical mode and non-individual Shareholders in demat mode

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat mode and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For physical Shareholders and non-individual Shareholders holding shares in demat mode	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for Cochin Shipyard Limited.
 - (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
 - (xviii) Additional facility for Non-Individual Shareholders and Custodians – For Remote e-Voting only
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email to scrutiniservoting@gmail.com and to the Company at the email address secretary@cochinshipyard.in, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the Scrutinizer to verify the same.
- 23. Instructions for Shareholders attending the AGM through VC/ OAVM & e-Voting during the meeting**
- (i) The procedure for attending the meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
 - (ii) The link for VC/ OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
 - (iii) The facility for joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for the Shareholders on first come first serve basis.
 - (iv) Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - (v) Shareholders are encouraged to join the meeting through laptops/ iPads for better experience.
 - (vi) Further, Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - (vii) 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.

- (viii) 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 22, 2024 (08:00 hrs.) to September 24, 2024 (16:00 hrs.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (ix) 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.
- (x) 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.
- (xi) Only those Shareholders, who are 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 available during the AGM.

(xii) Process for those Shareholders whose e-mail/ mobile no. are not registered with the Company/ Depositories

- (a) For Physical Shareholders: Please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's RTA at coimbatore@linkintime.co.in.
- (b) For Demat Shareholders: Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
- (c) **For Individual Demat Shareholders: Please update your e-mail id & mobile no. with your respective Depository Participant (DP)**

which is mandatory while e-Voting & joining virtual meetings through Depository.

- 24. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
- 25. All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

26. 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 23, 2024, 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.evotingindia.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 CDSL www.evotingindia.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 278th Meeting held on August 08, 2024 has appointed M/s. Rajendran Mani and Varier, Cost Accountants (Firm Registration No.: 000006), as the Cost Auditors of the

Company for the financial year 2024-25 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 Shareholders.

The Board accordingly recommends the resolution set out in item no. 6 of the Notice for the approval of the Shareholders 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

As per Article 21 of the Articles of Association of the Company, the President of India has the power to appoint the Directors on the Board of the Company. Accordingly, Shri Jose V J (DIN: 08444440) was appointed as the Director (Finance) of the Company by the Ministry of Ports, Shipping and Waterways, Government of India vide letter F. No. SY-11012/2/2018-CSL dated July 15, 2019 for a period of five years with effect from the date of his assumption of charge of the post i.e., August

01, 2019, or till the date of his superannuation, or until further orders, whichever is the earliest. The Ministry of Ports, Shipping and Waterways, Government of India vide letter F. No. SY-11012/2/2018-CSL dated July 03, 2024 extended his tenure as Director (Finance) beyond August 01, 2024 till the date of his superannuation i.e., February 28, 2027, or until further orders, whichever is earlier. His brief resume containing, qualification, expertise etc. is annexed herewith.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the first proviso thereto, the Company is required to obtain the approval of the Shareholders at the next general meeting.

The Board accordingly recommends the resolution set out in item no. 7 of the Notice for the approval of the Shareholders of the Company by way of an ordinary resolution.

Shri Jose V J and his relatives are interested in the resolution to the extent as it concerns his appointment. None of the 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. 7 of the Notice.

By Order of the Board of Directors

Kochi
September 06, 2024

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

Syamkamal N
Company Secretary
M. No. A25337

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/ EXTENSION AT THE 52ND 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 Sreejith K Narayanan (DIN: 09543968)
Age and Date of Birth	59 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	Shri Sreejith K Narayanan joined the Company on June 16, 1988 as an executive trainee and has more than 36 years of work experience spanning across ship building, ship design and ship repair.
Terms and conditions of appointment/ 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 including remuneration are prescribed by the 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 2023-24)	₹58.87 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 2023-24	5/5
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name and DIN	Shri Jose V J (DIN: 08444440)
Age and Date of Birth	57 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	Shri Jose V J has approximately 33 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/ re-appointment/ extension	The Ministry of Ports, Shipping and Waterways, Government of India vide letter F. No. SY-11012/2/2018-CSL dated July 03, 2024 extended the tenure of Shri Jose V J as Director (Finance) for a further period beyond August 01, 2024 till the date of his superannuation i.e., February 28, 2027, or until further orders, whichever is earlier. The terms and conditions of his employment including remuneration are prescribed by the 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 2023-24)	₹59.09 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	Member, Securities Offer, Allotment & Transfer Committee, Hooghly Cochin Shipyard Limited (HCSL)
No. of Board Meetings attended during the Financial Year 2023-24	5/5
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

