



CHOWGULE STEAMSHIPS LIMITED

CIN-L63090GA1963PLC000002

Regd. Office : Chowgule House, Mormugao Harbour, Goa - 403803 India



CSL/SE-34/2021-22

10th December, 2021

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

Scrip Code : 501833

Dear Sir,

Sub: Notice of the 58th Annual General Meeting (AGM)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice and the Explanatory Statement of the 58th Annual General Meeting of the Company scheduled to be held on Thursday, 30th December, 2021 at 11:00 a.m. (IST) at Gabmar Apartments, Vasco-da-Gama, South Goa, Goa - 403802.

The Notice is also available on the website of the Company at www.chowgulesteamships.co.in

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

You are requested to take the same on your record.

Thanking you,

Yours truly,

For **CHOWGULE STEAMSHIPS LIMITED**

VIJAY CHOWGULE
DIRECTOR



NOTICE

NOTICE is hereby given that the Fifty Eight Annual General Meeting (AGM) of the Members of CHOWGULE STEAMSHIPS LIMITED will be held on Thursday, 30th December, 2021 at 11:00 a.m. (IST) at Gabmar Apartments, Vasco-da-Gama, South Goa, Goa - 403802, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2021, together with the Report of the Board of Directors and Auditors thereon.**
2. To appoint a Director in place of Dr. Rohini Chowgule (DIN: 00019057), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Vijay Chowgule as Non-Executive And Non-Independent Director.

To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Vijay Chowgule (DIN : 00018903), who was appointed as an Additional Director of the Company with effect from 14th January, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Vijay Chowgule for the office of Director, be and is hereby appointed as a Director and Chairman of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Vijay Chowgule (DIN 00018903), who has attained the age of seventy five (75) year, to continue to be a Non-Executive Non Independent Director of the Company .

RESOLVED FURTHER THAT, any one director and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

4. Appointment of Mr. Ramesh Chowgule as Non-Executive And Non-Independent Director.

To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Ramesh Chowgule (DIN : 00018910), who was appointed as an Additional Director of the Company with effect from 14th January, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Ramesh Chowgule for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Ramesh Chowgule (DIN 00018910), who has attained the age of seventy five (75) year, to continue to be a Non-Executive Non Independent Director of the Company.

RESOLVED FURTHER THAT, any one director and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

5. Appointment of Mr. Sadashiv Shet as Non-Executive And Independent Director for the first term of 5 Consecutive Years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (Listing Obligations

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and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sadashiv Shet (holding DIN 02227102), who was appointed as an Additional & Independent Director of the Company with effect from 16th January, 2021, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 16th January, 2021 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT any one director and / or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Amit Khandelwal as Non-Executive And Independent Director for the first term of 5 Consecutive Years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions if any of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Amit Khandelwal (holding DIN 02479119), who was appointed as an Additional & Independent Director of the Company with effect from 16th January, 2021, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 16th January, 2021 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT any one director and / or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

7. To Change the registered office of the Company outside the local limits of the city, but within the same state and within the jurisdiction of same Registrar of Companies.

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

“**RESOLVED THAT** pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from Chowgule House, Marmugao, Harbour Goa 403803 to 5th Floor, Casa Del Sol, Panaji, Goa 403001 outside the local limits, subject to the transfer of property or through lease agreement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one director and / or Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC.22 and MGT-14 as return of Change in address of registered office with the Registrar of Companies, Goa.”

For **Chowgule Steamships Limited**

Place: Goa

Date: 6th December, 2021

Vijay Chowgule

Chairman

NOTES

1. **** “As per statute it is necessary to attach audited Financial Statements along with Auditors and Directors’ Report. However due to an interim injunction granted by an Arbitral Tribunal constituted under the terms of Memorandum of Family settlement dated 11.01.2021, Board of Directors are prevented from compiling financial statements and obtain the auditor and director reports. As and when the said stay is vacated, the Board will compile the said documents and circulate the same and obtain the necessary approval/adoption by the members of the company”.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice is annexed hereto.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company



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Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also mentioned.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

Although the address of the registered office of the company is presently situated at Chowgule House, Mormugao Harbour Goa, we would like to clarify that we do not have any staff at the designated registered office. Currently the company is operating from Gabmar Apartment, Vasco-da-gama, Goa 403802. Hence we request the members to deposit the proxy forms on or before 29th December, 2021, in person Gabmar Apartment, Vasco-da-gama, Goa 403802.

4. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days’ notice in writing to inspect is given to the company.

5. The Company’s Registrar & Share Transfer Agents (RTA) are:

Link Intime India Private Limited
C-101, 247 Park, L.B.Shastri Marg, Vikhroli (West), Mumbai 400 083
Tel.: (022) 4918 6270 / Fax : (022) 4918 6060
Email : rnt.helpdesk@linkintime.co.in

6. Shareholders are requested to notify any change of address:

- to their Depository Participants (DPs) in respect of the shares held in Demat form, and
- to the Company to its Legal Department at the Registered Office at Vasco, Goa in respect of the shares held in physical form.
- In case the mailing address mentioned on this Annual Report is without the PIN CODE, inform your DP or the Company, as mentioned above.

7. In view of the relaxations given by MCA circular and SEBI circular dated January 15, 2021 pursuant to the COVID-19 Pandemic, the Annual General Meeting Notice is being sent through email to those Members whose email addresses are registered with the Company /Depositories and no physical copy of the same will be sent by the Company. Members may note that the AGM Notice of the Company for the financial year 2020-21 will also be available on the Company’s website www.chowgulesteamships.co.in and website of the Stock Exchanges. Further please note that Annual Report including Financial Statements, Auditor’s Report, Board Report, Notice of AGM, along with all the annexures and attachments thereof will be send later as and when the stay is vacated by the Arbitral Tribunal.

8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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 form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.

9. The Register of members and share Transfer Books of the Company shall remain closed from Friday, 17th December, 2021 to Thursday, 23rd December, 2021, (both days inclusive).

10. Unclaimed Dividends up to the year 1994-95 have been transferred to the General Revenue Account of the Central Government. Those shareholders, who have so far not claimed or collected their dividend up to the above financial year, may claim their dividend from the Registrar of Companies, Goa, Daman and Diu.

11. Unclaimed Dividends for the years 1995-96, 1996-97, 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10 and 2010-11 have been duly transferred to the Investor Education and Protection Fund.

12. Shareholders are advised to avail of the facility for receipt of future dividends (if any) through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any

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change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9-digit MICR No. to our Registrar and Share Transfer Agent or to the Company with attested copy of your PAN Card and a photo copy of your cheque leaf (to capture correct bank account no, IFSC Code and 9-digit MICR Code).

13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
14. 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. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
16. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
17. The Company has designated darshankarekar@chowgulesteamships.co.in e-mail id for quick Redressal of shareholders/investors grievances.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
19. To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
20. All the Members wishing to ask questions during the 58th Annual General Meeting should forward them to the Gabmar Apartments, Vasco-da-Gama, South Goa, Goa - 403802, 7 days before the date of Annual General Meeting.
21. In Compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting platform provided by Link Intime India Private Limited on all resolutions set-forth in this Notice. Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice.
22. The Board of Directors has appointed CS Gaurav Shenoy, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
25. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.chowgulesteamships.co.in) and will be communicated to BSE Limited within 48 hours from the conclusion of the AGM.

By order of the Board
For **Chowgule Steamships Limited**

Place: Goa
Date: 6th December, 2021

Vijay Chowgule
Chairman



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND STATEMENT OF ADDITIONAL INFORMATION AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) WITH RESPECT TO FOLLOWING ITEMS OF THE NOTICE.

Item No: 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules/regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr. Vijay Chowgule (DIN 00018903) as an Additional Director with effect from 14th January, 2021 in the capacity of Non Executive Non Independent Director for holding the Office as such upto the date of the ensuing Annual General Meeting.

Mr. Vijay Chowgule will vacate office at the forthcoming Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Vijay Chowgule as a Non-Executive Non Independent Director of the Company as set out in the Resolution relating to his appointment. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Vijay Chowgule has been received by the Company, and consent has been filed by Mr. Vijay Chowgule pursuant to Section 152 of the Companies Act, 2013.

A brief profile of Mr. Vijay Chowgule is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.2 of this notice.

Name of the Director	Mr. Vijay Chowgule
Date of Birth	22nd August, 1946
Date of First Appointment on the Board	14th January, 2021
Qualifications	Mr. Vijay Chowgule aged 74 years has done his B.S. (textile Chemistry) and Industrial Management. He has been on the Board of Directors of other Public & Private Companies. He has vast, rich and varied business experience
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial
Number of Equity Shares held in the Company	17,96,262 shareholdings in the Company
Directorship held in other Indian Listed Companies	Nil
Chairman/Member of Board Committee of listed companies	Nil
Disclosure of relationships between Directors/KMP inter-se	Mr. Vijay V. Chowgule is an elder brother of Dr. Rohini Chowgule, Director of the Company.

As per the latest amendment made to SEBI (LODR) Regulations, 2015, for the continuation of Office of Non-Executive Directors on attaining the age of 75 years, consent of members of the Company is required by way of passing a Special Resolution. Mr. Vijay Chowgule will attain the age of 75 years on 22.08.1946. Since his appointment as Non-Executive Non Independent Director is considered now, considering his professional qualifications, vast experience in the field of Corporate, the Board deems it fit for his continuation in the position of Non-Executive Non Independent Director even after his attaining the age of 75 years on 22.08.1946 and recommends the same to the members for their approval.

Mr. Vijay Chowgule is not related to any Directors, Managers or Key Managerial Personnel in the Company except with Dr. Rohini Chowgule.

The Board of Directors recommends the resolution for the approval of the shareholders.

The Members' approval is solicited for the resolution at Item No. 3 of the accompanying Notice.

Item No: 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules/regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr. Ramesh Chowgule (DIN 00018910) as an Additional Director with effect from 14th January, 2021 in the capacity of Non Executive Non Independent Director for holding the Office as such upto the date of the ensuing

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Annual General Meeting.

Mr. Ramesh Chowgule will vacate office at the forthcoming Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Ramesh Chowgule as a Non-Executive Non Independent Director of the Company as set out in the Resolution relating to his appointment. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Ramesh Chowgule has been received by the Company, and consent has been filed by Mr. Ramesh Chowgule pursuant to Section 152 of the Companies Act, 2013.

A brief profile of Mr. Ramesh Chowgule is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.2 of this notice.

Name of the Director	Mr. Ramesh Chowgule
Date of Birth	8th June, 1942
Date of First Appointment on the Board	14th January, 2021
Qualifications	Mr. Ramesh Chowgule aged 78 years has done his Graduation and has more than 50 years of industrial experience.
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial 4. Marketing
Number of Equity Shares held in the Company	31,500 Shareholdings in the Company
Directorship held in other Indian Listed Companies	Nil
Chairman/Member of Board Committee of listed companies	Nil
Disclosure of relationships between Directors/KMP inter-se	NA

As per the latest amendment made to SEBI (LODR) Regulations, 2015, for the continuation of Office of Non-Executive Directors on attaining the age of 75 years, consent of members of the Company is required by way of passing a Special Resolution. Mr. Ramesh Chowgule has attained the age of 79 years on 08.06.1942. Since his appointment as Non-Executive Non Independent Director is considered now, considering his professional qualifications, vast experience in the field of Corporate Finance and other financial matters, the Board deems it fit for his continuation in the position of Non-Executive Non Independent Director even after his attaining the age of 79 years on 08.06.1942 and recommends the same to the members for their approval.

Mr. Ramesh Chowgule is not related to any Directors, Managers or Key Managerial Personnel in the Company.

The Board of Directors recommends the resolution for the approval of the shareholders.

The Members' approval is solicited for the resolution at Item No. 4 of the accompanying Notice.

Item No: 5 & 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 and the applicable rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, appointed Mr. Sadashiv Shet (DIN: 02227102) and Mr. Amit Khandelwal (DIN: 02479119) as an Additional Director with effect from 16th January, 2021 in the capacity of an Independent Director for holding office upto the date of the ensuing Annual General Meeting.

The Board at its meeting held on 8th May, 2021, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Sadashiv Shet and Mr Amit Khandelwal as a Non-Executive Independent Director of the Company as set out in the Resolution relating to his appointment. Accordingly, it is proposed to appoint Mr. Sadashiv Shet and Mr Amit Khandelwal as Independent Director of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years on the Board of the Company commencing from 16th January, 2021.

Details of Directors whose appointment / re-appointments as Independent Directors are proposed at Item No. 4 & 5 are provided below pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.



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Name of the Director	Mr. Sadashi Shet	Mr. Amit Khandelwal
Director Identification Number (DIN)	02227102	02479119
Date of Birth and Age	22nd February, 1951 Age: 70 years	3rd September, 1971 Age: 49 years
Date of Appointment at current designation / Date of first appointment on the Board	16th January, 2021 as an Additional Director in the capacity of Non-Executive Independent.	16th January, 2021 as an Additional Director in the capacity of Non-Executive Independent.
Profile / Qualifications & Experience	Mr. Sadashiv Shet is a Practicing Company Secretary and the Fellow member of Institute of the Company Secretaries of India having rich experience of more than 30 years in Secretarial, Legal and accountancy. He has done B.A. with Economics in 1971, Bachelors in Commerce with Advanced Accountancy in 1975, L.L.B. with Criminology and Labour welfare in 1984. He is also a director in several Companies.	Mr. Amit Khandelwal is a Chartered Accountant with over 2 decades of experience in the banking industry. Through the course of his career, he has been associated with prestigious brands such as DSP Merrill Lynch, Credit Suisse and Kotak Bank, serving as Relationship Manager, Team Leader, National Sales Head, and finally emerging as one of the most respected private bankers in the industry. He has not only managed prolific client portfolios in India, but has also successfully handled NRI accounts across the Middle East, Africa and Europe/UK. Amit brings to the table his rich experience in Market Research and Risk Management, and astute understanding of Fixed Income & Equity Operations, New Business Initiatives and Wealth Management.
Terms and conditions of appointment / reappointment.	Independent Director for term of consecutive 5 years	Independent Director for term of consecutive 5 years
Shareholding in the Company as of 31st March, 2021	Nil	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Nil	Nil

Mr. Sadashiv Shet is interested in the resolution set out at Item No. 4, Mr. Amit Khandelwal is interested in the resolution set out at Item No. 5 of the Notice.

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/s.

Item No: 7

The registered office of the Company is situated at Chowgule House, Marmugao, Harbour Goa 403803. Now the Board of Directors of the company at its meeting held on 8th June, 2021 decided that the registered office of the Company is to be shifted to 5th Floor, Casa Del Sol, Panaji, Goa 403001, a place outside the local limits of the city where the company's registered office is presently situated but which is situated within the same State, for Administrative purpose subject to the transfer of property or through lease agreement.

The Board recommends the proposed resolution to the members of the Company for their consideration and approval.

None of the directors of the company is concerned or interested in the proposed resolution.

By order of the Board
For **Chowgule Steamships Limited**

Place: Goa
Date: 6th December, 2021

Vijay Chowgule
Chairman

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PROCEDURE FOR E-VOTING

In compliance with section 108 the Companies Act 2013 read with Rule 20 the Company (Management and Administration) Rule 2014 the Company has provided 'remote e voting' (e-voting a place other than venue the AGM) through Link Intime India Private Limited (LIPL) as an alternative for all Members the Company to enable them to cast their votes electronically, on all the resolutions mentioned in the Notice the 58th Annual General Meeting of the Company, dated 30th December, 2021 (the AGM Notice).

The facility for voting through electronic mode shall also be made available during the 58th Annual General Meeting. The members attending the meeting through electronic mode, who have not already cast their vote through remote e voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend meeting, but shall not be entitled to cast their vote again at the AGM.

The Company has appointed CS Gaourav Shenoy, Practising Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after the completion scrutiny, and the result the voting will be announced by the Chairman or any Director the Company duly authorized, on 30th December, 2021 and will also be displayed on the website the Company (www.chowgulesteamships.co.in), besides being communicated to the Stock Exchanges Depositories and Registrar and Share Agent.

E voting is optional. In terms of requirements of the Companies Act 2013 and the relevant Rules the Company has fixed Thursday, 23rd December, 2021 as the 'Cut-off Date'. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd December, 2021.

The remote e-voting period begins on Monday, 27th December, 2021 at 09.00 A.M. and ends on Wednesday, 29th December, 2021 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd December, 2021 may cast their votes electronically.

The remote e-voting module shall be disabled by LIPL for voting after 5.00 p.m. on Wednesday, 29th December, 2021

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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.• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



	<ul style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab.

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	<ol style="list-style-type: none"> 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.