



## COCHIN SHIPYARD LIMITED

**Corporate Identity Number: L63032KL1972GOI002414**

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

**Tel. No:** +91 (484) 2361181/2501200 **Fax No:** +91 (484) 2370897/2383902

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

# NOTICE

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting (AGM) of Cochin Shipyard Limited (CSL) will be held on Tuesday, September 29, 2020 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, 2020, 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, 2020, together with the Report of the Auditors' thereon.
3. To confirm the payment of interim dividend of ₹1.63 (16.30%) per equity share and to declare final dividend of ₹15/- (150%) per equity share (face value ₹10/-) for the financial year 2019-20.
4. To appoint a Director in place of Shri Suresh Babu N V (DIN: 07482491), 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 2020-21.

### Special Business

6. **Re-appointment of Smt. Roopa Shekhar Rai (DIN: 07565156) as Non-official Part Time (Independent) Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder,

consent of the shareholders of the Company be and is hereby accorded for re-appointment of Smt. Roopa Shekhar Rai (DIN: 07565156) as the Non-official Part Time (Independent) Director by Government of India vide letter F.No.SY-11012/1/2016-CSL dated July 29, 2019 for a period from July 29, 2019 to March 20, 2020."

7. **Re-appointment of Shri Radhakrishna Menon (DIN: 07518727) as Non-official Part Time (Independent) Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri Radhakrishna Menon (DIN: 07518727) as the Non-official Part Time (Independent) Director by Government of India vide letter F.No.SY-11012/1/2016-CSL dated July 29, 2019 for a period from July 29, 2019 to March 20, 2020."

8. **Re-appointment of Shri Krishna Das E (DIN: 02731340) as Non-official Part Time (Independent) Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri Krishna Das E (DIN: 02731340) as the Non-official Part Time (Independent) Director by Government of India vide letter F.No.SY-11012/1/2016-CSL dated July 29, 2019 for a period from July 29, 2019 to March 20, 2020."

**9. Appointment 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 Section 152, 160, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Government of India letter F.No. SY-11012/2/2018-CSL dated July 15, 2019 issued by the Ministry of Shipping (on behalf of the President of India), in consultation with the Chairman of the Board of Directors and as per the recommendation made by the Nomination and Remuneration Committee, the approval of the shareholders be and is hereby accorded for the appointment of Shri Jose V J (DIN: 08444440), as Director (Finance) of the Company for a period of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation, or until further orders, whichever is earlier, whose office is liable to retire by rotation.”

**10. Ratification of Remuneration of Cost Auditor**

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 ₹1,25,000/- per annum plus applicable tax payable to M/s. K A Felix & Co., Cost Accountants, (Firm Registration No.100416) who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2021.

**“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 this resolution.”

By the Order of the Board of Directors

**Syamkamal N**  
Company Secretary  
M. No. A25337

Kochi  
September 04, 2020

**Notes:**

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated May 12, 2020, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 48<sup>th</sup> AGM of the Company is being held through VC/OAVM.
2. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
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. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the members in the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.cochinshipyard.com](http://www.cochinshipyard.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is

also disseminated on the website of CDSL i.e. www.evotingindia.com

7. 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 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 form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Private Limited for assistance in this regard.

8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with Link Intime India Private Limited in case the shares are held by them in physical form. Members, who are holding the shares in electronic form, are requested to update their email IDs with the concerned demat account, to enable the Company/Registrar to send communications through e-mail.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held by them in physical form.

10. Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020, both days inclusive.

The final dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid, subject to deduction of tax at source, on or after Tuesday, October 06, 2020 to those persons:

- a) whose names appear as beneficial owners at the end of the business hours on Tuesday, September 22, 2020 in the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
- b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Share Transfer Agents on Tuesday, September 22, 2020.

11. 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 electronic form, 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 Tuesday, September 22, 2020 for this purpose. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form 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 Depository Account and want to receive dividend in an account other than the one specified while opening the Depository Account, are requested to change/correct their bank account details (including the nine digit Bank code) with their Depository Participant, before September 22, 2020.

12. Unclaimed Dividend:

**Transfer to Investor Education and Protection Fund:**

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 ('the Fund') established by the Central Government.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.

13. 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.

14. Members are requested to:

- (i) Intimate to the Company/Company's Registrar & Share Transfer Agent, changes if any, in their

respective addresses along with the pin code at an early date.

- (ii) Quote folio numbers in all their correspondences.
- (iii) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.

15. Non-Resident Indian shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
16. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Registrar & Share Transfer Agent of the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
17. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the aforesaid document on the link of RTA, <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by 23:59 hrs. on September 21, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
18. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the aforesaid document on the link of RTA, <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders, latest by 23:59 hrs. on September 21, 2020.
19. Since AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
20. The documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays, second and fourth Saturdays of the months and public holidays) during business hours up to the date of the Meeting.
21. Relevancy of question and the order of speakers will be decided by the Chairman. Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the Company at least seven days before the date of meeting so as to enable the management to keep the information ready.
22. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent at the following address:  
  
Link Intime India Pvt. Ltd  
Surya, 35, Mayflower Avenue,  
Behind Senthil Nagar,  
Sowripalayam Road,  
Coimbatore, Tamil Nadu - 641028  
Phone: +91 (422) 2314792, 2315792  
Fax: +91 (422) 2314792  
E-mail: [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
23. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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 e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
24. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

#### **Instructions to shareholders for remote e-voting**

- (i) The voting period begins on Saturday, September 26, 2020 (09:00 hrs.) and ends on Monday, September 28, 2020 (17:00 hrs.). During this period, shareholders of

the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Tuesday, September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The process and manner of voting by electronic means is as follows:
    - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.
- OR
- Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (iv) Next, enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 OR Date of Birth (DOB)	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. 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 as mentioned in instruction (iii).
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- (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) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice**

1. 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 RTA email id coimbatore@linkintime.co.in
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) to RTA email id coimbatore@linkintime.co.in

**Instructions for shareholders attending the AGM through VC/OAVM**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through laptop/tablet for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop 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.
5. 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 number/folio number, email

id, mobile number at [speakers@cochinshipyard.com](mailto:speakers@cochinshipyard.com) from September 21, 2020 (08.00 hrs.) to September 23, 2020 (16:00 hrs.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for e-voting during the AGM**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. 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.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution/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.

6. Alternatively, non individual shareholders are required to send the relevant Board Resolution/Authority letter etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, to the Scrutinizer at the email address [cochin@mehta-mehta.com](mailto:cochin@mehta-mehta.com) and to the Company at the email address [secretary@cochinshipyard.com](mailto:secretary@cochinshipyard.com), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify.

#### Other instructions

1. Persons who have acquired shares and become members of the Company after the dispatch of Notice and hold shares as on cut-off date of September 22, 2020, may obtain the Notice and e-voting instruction by sending request to the RTA, Link Intime India Pvt. Ltd. at their e-mail id [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in) or download Notice and e-voting instructions from [www.evotingindia.com](http://www.evotingindia.com) or CSL website [www.cochinshipyard.com](http://www.cochinshipyard.com).
2. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company [www.cochinshipyard.com](http://www.cochinshipyard.com) and on the website of CDSL [www.evotingindia.com](http://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 Ltd. and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## Annexure to the Notice

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos. 6 to 8

Smt. Roopa Shekhar Rai (DIN: 07565156), Shri Radhakrishna Menon (DIN: 07518727) and Shri Krishna Das E (DIN: 02731340) were appointed by the Government of India vide Order No. SS-11012/05/2014 - SY.II dated March 21, 2016 as Non-Official Part Time (Independent) Directors for a period of three years i.e., from March 21, 2016 to March 20, 2019 ("First Term" as per the explanation to Section 149(10) and 149(11) of the Act). The First Term was approved by the shareholders at the 44<sup>th</sup> Annual General Meeting of the Company held on September 20, 2016.

Subsequently, Government of India re-appointed the above three Directors as Non-Official Part Time (Independent) Directors vide letter F. No. SY-11012/1/2016-CSL dated July 29, 2019 on the Board of CSL, for a period from July 29, 2019 to March 20, 2020 (Second Term as per the explanation to Section 149(10) and 149(11) of the Act).

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. They are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Smt. Roopa Shekhar Rai, Shri Radhakrishna Menon and Shri Krishna Das E fulfils the conditions specified in the Companies Act, 2013, for their re-appointment as Independent Directors.

The terms and conditions regulating the re-appointment of the above Directors as Independent Directors were determined by the Government of India. A copy of the letter of their re-appointment as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The other details including the age, shareholding, brief resume containing qualification, expertise etc. of these Independent Directors, whose re-appointment is proposed at item nos. 6 to 8 of the Notice is annexed herewith.

The Board recommends the passing of the proposed special resolutions for re-appointment of the Independent Directors as contained in item no. 6 to 8 of this Notice by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Smt. Roopa Shekhar Rai, Shri Radhakrishna Menon and Shri Krishna Das E are concerned or interested, financially or otherwise, in the resolution at item nos.6 to 8 of the Notice.

#### Item No.9

Shri Jose V J (DIN: 08444440), former General Manager (Finance) of Cochin Shipyard Limited was appointed as the Director (Finance) of the Company by the Ministry of Shipping, Government of India vide their 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. His appointment was recommended by the Nomination and Remuneration Committee at its meeting held on July 11, 2020.

His brief resume containing, age, qualification, expertise etc. is annexed herewith.

The Board accordingly recommends the resolution set out in item no. 8 of the Notice for the approval of the members of the Company by way of an ordinary resolution.

Shri Jose V J is 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.9 of the Notice.

#### Item No.10

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.

On the recommendation of the Audit Committee at its 61<sup>st</sup> meeting held on June 20, 2020, the Board at its 254<sup>th</sup> meeting held on June 20, 2020 has considered and approved the appointment of M/s. K A Felix & Co., Cost Accountants as the Cost Auditor for the financial year 2020-21 and recommended a remuneration of ₹1,25,000/- per annum plus applicable tax. As per Section 148(3) of the Companies Act, 2013, the remuneration of Cost Auditor is required to be ratified by the shareholders.

The Board accordingly recommends the resolution set out in item no. 10 of the accompanying Notice for the approval of the members of the Company by way of an ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no.10 of the Notice.

By Order of the Board of Directors

Kochi  
September 04, 2020

**Syamkamal N**  
Company Secretary  
M.No. A25337

**Registered Office:**  
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Cochin Shipyard Premises,  
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## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 48TH 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 of the Director	Shri Suresh Babu N V	Shri Jose V J
DIN	07482491	08444440
Age & Date of Birth	59 years; April 22, 1961	53 years; February 04, 1967
Date of first appointment on the Board	April 26, 2016	August 01, 2019
Qualifications	He holds a degree of Bachelor of Engineering (Mechanical) from the University of Kerala. He holds a diploma in management from Indira Gandhi National Open University. He has completed one year group training course in shipbuilding, repairing and maintenance conducted by Overseas Shipbuilding Cooperation Centre under International Cooperation Programme of the Government of Japan under Colombo Plan. He has also undergone a practical training course with shipyard in Sekaidu of Kawasaki Heavy Industries Limited. Furthermore, he has completed supplementary course in Japanese language held at Overseas Shipbuilding Cooperation Centre.	He 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 Suresh Babu N V is the Director (Operations) of the Company from April 26, 2016. He was appointed to the position of Director (Operations) by the Ministry of Shipping through a selection process of Public Enterprises Selection Board. He joined the Company as an executive trainee in February 01, 1985. He has more than 35 years of work experience with the Company wherein he has had experience across various areas of the shipyard such as ship building, materials and ship repair.	Shri Jose V J is the Director (Finance) of the Company from August 01, 2019. He was appointed to the position of Director (Finance) by the Ministry of Shipping through a selection process of Public Enterprises Selection Board. He has approximately 29 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 CSL.
Terms and conditions of appointment or reappointment	He was appointed on April 26, 2016 pursuant to Ministry of Shipping Order No. SY-11012/2/2010-CSL dated April 26, 2016. The current terms and conditions of his employment were prescribed by Ministry of Shipping Order F. No. SY-11012/2/2010-CSL dated May 26, 2016.	He was appointed on August 01, 2019 pursuant to Ministry of Shipping Order F. No. SY-11012/2/2018-CSL dated July 15, 2019. The current terms and conditions of his employment were prescribed by Ministry of Shipping Order F. No. SY-11012/2/2018-CSL dated September 19, 2019.
Details of remuneration last drawn (FY 2019-20)	₹ 66.09 lakhs	₹ 41.49 lakhs
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Hooghly Cochin Shipyard Limited (HCSL)	Hooghly Cochin Shipyard Limited (HCSL)
Membership of Committees / Chairmanship in other Public Limited Companies	Member of Securities Offer, Allotment & Transfer Committee of Hooghly Cochin Shipyard Limited	Member of Securities Offer, Allotment & Transfer Committee of Hooghly Cochin Shipyard Limited
No. of Board Meetings attended during the Financial Year 2019-20	6/6	4/4
No. of shares held in the Company:		
(a) Own	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil

Name of the Director	Smt. Roopa Shekhar Rai	Shri Radhakrishna Menon	Shri Krishna Das E
DIN	07565156	07518727	02731340
Age & Date of Birth	66 years; April 19, 1954	56 years; May 30, 1964	50 years; December 16, 1969
Date of first appointment on the Board	March 21, 2016	March 21, 2016	March 21, 2016
Qualifications	She holds a Degree of Bachelor in Science from Nagpur University and Master of Arts from Rashtrasant Tukadoji Maharaj Nagpur University. She also holds a Diploma in Homoeopathic Medical Science from Homoeopathic and Biochemic Doctor's Training Institute.	He holds a Degree of Bachelor in Legal, Social Science from Bharati Vidyapeeth's New Law College, Pune.	He holds a Degree of Bachelor in Commerce from University of Calicut and a Bachelor of Law from Mangalore University.
Expertise in specific functional areas	Smt. Roopa Shekhar Rai was the Non-Official Part Time (Independent) Director of CSL for a period of three years i.e, from March 21, 2016 to March 20, 2019 (First Term). She was appointed to the position of Non-Official Part Time (Independent) Director of CSL by the Government of India vide Order No. SS-11012/05/2014 - SY.II dated March 21, 2016 and pursuant to the approval of the shareholders at the 44 <sup>th</sup> AGM of the Company held on September 20, 2016. She was the Chairperson of the Ladies Wing of Vidarbha Industries Association in the year 1994-95.	Shri Radhakrishna Menon was the Non-Official Part Time (Independent) Director of CSL for a period of three years i.e, from March 21, 2016 to March 20, 2019 (First Term). He was appointed to the position of Non-Official Part Time (Independent) Director of CSL by the Government of India vide Order No. SS-11012/05/2014 - SY.II dated March 21, 2016 and pursuant to the approval of the shareholders at the 44 <sup>th</sup> AGM of the Company held on September 20, 2016. He is the President of Travancore Travel and Tourism Cooperative Society Limited. In addition to being an entrepreneur and proprietor of Devi Agency and Devi Traders, he is also the Vice-President of the World Malayalee Organisation. He is a Non-Official Member of General Council for National Livestock Mission, Ministry of Agriculture and Farmer Welfare, Government of India.	Shri Krishna Das E was the Non-Official Part Time (Independent) Director of CSL for a period of three years i.e, from March 21, 2016 to March 20, 2019 (First Term). He was appointed to the position of Non-Official Part Time (Independent) Director of CSL by the Government of India vide Order No. SS-11012/05/2014 - SY.II dated March 21, 2016 and pursuant to the approval of the shareholders at the 44 <sup>th</sup> AGM of the Company held on September 20, 2016. He is an Advocate on the roll of the Bar Council of Kerala since 1996 and practising in the District Court at Palakkad, Kerala.
Terms and conditions of appointment or reappointment	She was re-appointed as the Non-Official Part Time (Independent) Director on the Board of CSL by the Government of India vide letter F. No. SY-11012/1/2016-CSL dated July 29, 2019, for a period from July 29, 2019 to March 20, 2020 (Second Term). The Non Official Part Time (Independent) Directors are paid sitting fees at the rate of ₹15,000/- for attending each meeting of the Board or Committee thereof.	He was re-appointed as the Non-Official Part Time (Independent) Director on the Board of CSL by the Government of India vide letter F. No. SY-11012/1/2016-CSL dated July 29, 2019, for a period from July 29, 2019 to March 20, 2020 (Second Term). The Non Official Part Time (Independent) Directors are paid sitting fees at the rate of ₹15,000/- for attending each meeting of the Board or Committee thereof.	He was re-appointed as the Non-Official Part Time (Independent) Director on the Board of CSL by the Government of India vide letter F. No. SY-11012/1/2016-CSL dated July 29, 2019, for a period from July 29, 2019 to March 20, 2020 (Second Term). The Non Official Part Time (Independent) Directors are paid sitting fees at the rate of ₹15,000/- for attending each meeting of the Board or Committee thereof.
Details of remuneration (including sitting fees and commission) for FY 2019-20	₹1,50,000/-	₹1,35,000/-	₹1,50,000/-
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil	Nil	Nil

Membership of Committees / Chairmanship in other Public Limited Companies	Nil	Nil	Nil
No. of Board Meetings attended during FY 2019-20	4/4	4/4	4/4
No. of shares held in the Company:			
(a) Own	Nil	30	125
(b) For other persons on a beneficial basis	Nil	Nil	Nil

Note:

- Shri Suresh Babu N V, Shri Jose V J, Smt. Roopa Shekhar Rai, Shri Radhakrishna Menon and Shri Krishna Das E are neither related to each other nor any other Director or Key Managerial Personnel.