



हुगली कोचीन शिपयार्ड लिमिटेड HOOGHLY COCHIN SHIPYARD LIMITED

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Hooghly Cochin Shipyard Limited will be held on Thursday, the 27th day of May 2021 at 10:30 hrs. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Special Business:

1. Change of Registered Office of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for shifting of Registered Office of the Company from 'The Legacy, 25 A, Shakespeare Sarani, Level 1, Kolkata, West Bengal – 700017' to 'Administrative Building, HCSL Premises, Satyen Bose Road, P.O. Danesh Shaikh Lane, Nazirgunge, Howrah, West Bengal – 711109' with effect from June 01, 2021.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are hereby jointly/severally authorized on behalf of the Company, to incur expenditure and to do all such acts, deeds, matters, and things as deem necessary, proper and desirable and to sign, and execute all necessary documents, applications and returns, incidental and ancillary, for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies."

**By the Order of the Board of Directors
For Hooghly Cochin Shipyard Limited**

**Kochi
May 24, 2021**

**Kiran K A
Company Secretary
M. No. A36050**

Notes:

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 39/2020 dated December 31, 2020 read with Circular No. 33/2020 dated September 28, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.14/2020 dated April 08, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extraordinary General Meeting (“EGM” / “the Meeting”) 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”) and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Members such as body corporate can attend the EGM through VC/OAVM and cast their votes through show of hands.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney or any other instrument authorizing their representative(s) to attend and vote on its behalf at the Meeting.
5. Members can join the EGM 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.
6. The attendance of the Members in the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode. Members may note that the Notice is placed at the Company’s website at www.hooghlycsl.com and the same shall be made available at CSL’s website www.cochinshipyard.com.
8. The registers maintained under the Companies Act, 2013 will be available for inspection by members in electronic mode at the Meeting. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by Members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, during business hours prior to the date of the Meeting and will also be available in electronic mode for inspection at the Meeting.

9. This Meeting is proposed to be held at a shorter notice. If you consent to the holding of the Meeting at a shorter notice, you are requested to inform the Company of your consent by returning the attached consent letter duly filled and signed by you, to the Company.
10. Since EGM will be held through VC/OAVM, the route map is not annexed to this Notice.

Instructions for Shareholders attending the EGM through VC/OAVM

1. Shareholders will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams platform. The link for attending the Meeting will be shared separately through e-mail.
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. In case you have any queries or require any assistance for attending the Meeting through VC/OAVM, write an email to secretary.hcsl@cochinshipyard.in or call +91 735 660 2009.

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

Item No.1

The Company is using the office space situated at 'The Legacy, 25 A, Shakespeare Sarani, Level 1, Kolkata, West Bengal - 700017' as the Registered Office, since its incorporation on October 23, 2017. Post incorporation, the Company was in the initial stages of developing necessary infrastructure to commence its operations. Hence, the office space used as the Registered Office of the Company was taken on rent from East India Business Centre Private Limited. The subsisting period of tenancy is valid till May 31, 2021.

At present, the new yard construction of the Company in its Nazirgunge unit is in advanced stage of completion and the facility is ready for operation. The construction of Administrative Building in Nazirgunge Unit is also completed. Since, the Company currently have its own building, it is appropriate to change the location of the Registered Office of the Company to the new address 'Administrative Building, HCSL Premises, Satyen Bose Road, P.O. Danesh Shaikh Lane, Nazirgunge, Howrah, West Bengal – 711 109'.

The Board at its 18th Meeting held on May 07, 2021, approved the shifting of the Registered Office of the Company to the new address, 'Administrative Building, HCSL Premises, Satyen Bose Road, P.O. Danesh Shaikh Lane, Nazirgunge, Howrah, West Bengal – 711 109'. As per the provisions of Section 12(5) of the Companies Act, 2013, the approval of Shareholders by virtue of a Special Resolution is a pre-requisite for changing of the Registered Office of the

Company outside the local limits of the city, town or village where the Registered Office is situated. Since, the proposed change of Registered Office is outside the local limits of Kolkata city, requires the prior approval of Shareholders. Accordingly, the approval of Shareholders is being sought, by way of Special Resolution to change the Registered Office of the Company from 'The Legacy, 25 A, Shakespeare Sarani, Level 1, Kolkata, West Bengal - 700017' to the new address, 'Administrative Building, HCSL Premises, Satyen Bose Road, P.O. Danesh Shaikh Lane, Nazirgunge, Howrah, West Bengal – 711 109'.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company. The Directors, CEO and the Company Secretary hold shares on behalf of the Holding Company viz., Cochin Shipyard Limited.

**By the Order of the Board of Directors
For Hooghly Cochin Shipyard Limited**

**Kochi
May 24, 2021**

**Kiran K A
Company Secretary
M. No. A36050**

**Registered Office:
Hooghly Cochin Shipyard Limited
(CIN: U35900WB2017GOI223197)
The Legacy, 25 A, Shakespeare Sarani
Level 1, Kolkata, West Bengal – 700 017**

THE COMPANIES ACT, 2013
Consent by shareholder for shorter notice
[Pursuant to proviso to Section 101 (1)]

To
Hooghly Cochin Shipyard Limited
The Legacy, 25 A, Shakespeare Sarani
Level 1, Kolkata, West Bengal – 700 017

I, _____, son of _____,
resident of _____,
_____ holding _____
equity shares of Rs. 10 each in the Company, hereby give consent, pursuant to the proviso to
Section 101 (1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of the
Company on May 27, 2021 or at any adjournment thereof at a shorter notice.

Signature:
Name:

Place:
Date:

To

| Members | |
|--------------------------------|--|
| 1. | Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| 2. | Shri Syamkamal N Company Secretary, Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| Members & Directors | |
| 3. | Shri Madhu S Nair Chairman and Managing Director, Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| 4. | Shri Bejoy Bhasker Director (Technical), Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| 5. | Shri Jose V J Director (Finance), Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| Members & KMP | |
| 6. | Shri Rajesh Gopalakrishnan GM (Strategy & New Project), Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| 7. | Shri Kiran K A Asst. Company Secretary, Cochin Shipyard Limited Administrative Building, Cochin Shipyard Premises Perumanoor, Cochin, Ernakulam – 682 015 |
| Directors | |
| 8. | Shri Chandra Mani Rout Chief Port Administrator Port Management Board A&N Administration |