



SEC/48/2017-63

September 29, 2022

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

Dear Sir/Madam,

**Subject: 50<sup>th</sup> Annual General Meeting (AGM) and the Summary of Proceedings**

1. We wish to inform you that the 50<sup>th</sup> AGM of the Company was held today and the business mentioned in the Notice dated September 06, 2022 was transacted.
2. In this regard we are enclosing the summary of the proceedings as required under Regulation 30, Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. This is for your information and record please.

Thanking you,

**For Cochin Shipyard Limited**

Encl: As above



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**SUMMARY OF PROCEEDINGS OF THE 50<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 29, 2022 AT 11:00 HRS. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)**

1. Pursuant to Regulation 30 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), it is hereby informed that the 50<sup>th</sup> Annual General Meeting (“AGM”) of the Company was duly held on September 29, 2022 at 11:00 hrs. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).
2. Shri Madhu S Nair, Chairman and Managing Director, chaired the meeting. The number of Shareholders as on cut-off date i.e., September 22, 2022 was 1,68,584.
3. The Chairman and Managing Director called the meeting to order as requisite quorum was present and he introduced the Nominee of the President of India, Directors, Secretarial Auditors and Statutory Auditors attending the meeting.
4. The Chairman thanked the Shareholders for joining the meeting and informed that, the meeting is being held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
5. With the consent of the Members present at the meeting, the notice convening the 50<sup>th</sup> Annual General Meeting, the Directors’ Report, Statutory Auditors’ Report and the Financial Statements for the financial year ended March 31, 2022 were taken as read. Standalone and Consolidated Reports of the Independent Auditors as well as the Comptroller & Auditor General of India (C&AG) for the financial year ended March 31, 2022 did not have any qualification. The Chairman asked the Company Secretary to read out the observations of the Secretarial Auditors along with the explanation of the Board of Directors. He read out the observations of Secretarial Auditors along with the explanation of the Board of Directors.
6. The Chairman after delivering a short presentation on the physical and financial performance of the Company, asked the Company Secretary to explain the sequence of meeting and process of voting on the resolutions in the meeting.
7. The Company Secretary informed the Members that, pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the Listing Regulations, the Company had provided the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the meeting. The remote e-voting commenced on September 26, 2022 at 09:00 hrs. and ended on September 28, 2022 at 17:00 hrs.

8. He further informed that, e-voting facility during the meeting has been made available through the voting page of NSDL e-voting website for the members present via VC/OAVM and who had not casted their vote through remote e-voting.

9. The Company had appointed Shri Arun K Kamalobhavan, Partner, M/s. Mehta & Mehta, Company Secretaries, Mumbai, as the scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting process during the AGM.

10. The Chairman invited comments and questions from the Members, who had registered themselves as Speakers. Queries raised by the Members with respect to financial prospects, bonus shares, ESG, CSR, manpower, profit margins on Shipbuilding and Ship Repair, business operations, market potential, golden jubilee initiatives, future development plans of CSL etc., were answered by the Chairman and Managing Director.

11. The following businesses were transacted at the 50<sup>th</sup> Annual General Meeting:

<b>Sl. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors' and the Auditors' thereon.	Ordinary Resolution
2.	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors' thereon.	Ordinary Resolution
3.	To confirm the payment of first interim dividend of ₹6.00 (60%) per equity share and second interim dividend of ₹7.00 (70%) per equity share and to declare final dividend of ₹3.75 (37.50%) per equity share (face value ₹10/-) for the financial year 2021-22.	Ordinary Resolution
4.	To appoint a Director in place of Shri Jose V J (DIN: 08444440), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
5.	To authorize the Board of Directors to fix the remuneration of the Auditors appointed by the Comptroller and Auditor General of India (C&AG) for the financial year 2022-23.	Ordinary Resolution
6.	To ratify the remuneration of ₹1,50,000 per annum (plus applicable tax) to the Cost Auditors, M/s. BBS & Associates, for the financial year 2022-23.	Ordinary Resolution

7.	Appointment of Smt. Amrapali Prashant Salve (DIN: 09415405) as Non-official (Independent) Director	Special Resolution
8.	Appointment of Shri Nahar Singh Maheshwari (DIN: 09419082) as Non-official (Independent) Director	Special Resolution
9.	Appointment of Shri Ashok Sharma (DIN: 09414565) as Non-official (Independent) Director	Special Resolution
10.	Appointment of Shri Prithviraj Harichandan (DIN: 01351097) as Non-official (Independent) Director	Special Resolution
11.	Appointment of Shri Venkatesan M (DIN: 07667728) as Non-official (Independent) Director	Special Resolution
12.	Appointment of Shri Abhijit Biswas (DIN: 09419083) as Non-official (Independent) Director	Special Resolution
13.	Appointment of Shri Sreejith K Narayanan (DIN: 09543968) as Director (Operations)	Special Resolution
14.	Amendment of Articles of Association	Special Resolution

12. The Chairman authorised the Company Secretary to conduct the voting procedure and informed that the requisite quorum was present throughout the meeting.

13. The Members were informed that, the e-voting facility will remain open for the next 30 minutes and the consolidated voting results cast through remote e-voting and e-voting at the Annual General Meeting on all resolutions once finalised shall be communicated to the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited and also placed on the Company's website [www.cochinshipyard.in](http://www.cochinshipyard.in) within 48 hours of conclusion of the Annual General Meeting of the Company.

14. The Chairman thanked the Members, Nominee of the President of India, Directors, Secretarial and Statutory Auditors for attending the meeting.

15. The meeting concluded at 12:10 hrs. Subsequently, the Members present at the meeting casted their votes.

16. Kindly take this intimation on record.

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