



COCHIN SHIPYARD LIMITED

Corporate Identity Number: L63032KL1972GOI002414

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

Tel: +91 (484) 2501306 **E-mail:** secretary@cochinshipyard.in **Website:** www.cochinshipyard.in

NOTICE

Notice is hereby given that the 54th Annual General Meeting (AGM) of Cochin Shipyard Limited (CSL) will be held on Tuesday, September 29, 2026 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, 2026, 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, 2026, together with the Report of the Auditors' thereon.
3. To confirm the payment of first interim dividend of ₹4.00 (80%) per equity share and second interim dividend of ₹3.50 (70%) per equity share and to declare final dividend of ₹1.50 (30%) per equity share (face value of ₹5) for the financial year 2025-26.
4. To appoint a Director in place of Dr. Harikrishnan S (DIN: 10221559), who retires by rotation and being eligible, offers himself for re-appointment.
5. To authorise 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 2026-27.

Special Business

6. **Approval of appointment of Shri Mukesh Mangal ITS (DIN: 10460089) as Part-time Official (Nominee) Director**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 read with Rules, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders be and is hereby accorded for the appointment of Shri Mukesh Mangal ITS (DIN: 10460089), Additional Secretary, Ministry of Ports, Shipping and Waterways, Government of India, as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri Venkatesapathy S IAS (DIN: 07407879), Joint Secretary, Ministry of Ports, Shipping and Waterways, Government of India, by the President of India through the Ministry of Ports, Shipping and Waterways letter No. SY-11012/1/2017-CSL dated July 17, 2026 under Section 161(3) of the Companies Act, 2013 read with Articles 21(a) and 21(c) of the Articles of Association of the Company, with effect from July 17, 2026 until further orders and on the terms and conditions as stipulated by the Government of India."

7. **Approval of appointment of Smt. Anupama T. V. IAS (DIN:06932600) as Part-time Official (Nominee) Director**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 read with Rules, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders be and is hereby accorded for the appointment of Smt. Anupama T. V. IAS (DIN: 06932600), Secretary, Transport Department,

Government of Kerala, as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri P B Nooh IAS (DIN: 09701541), former Special Secretary, Transport Department, Government of Kerala, by the President of India through the Ministry of Ports, Shipping and Waterways letter No. SY-11012/1/2017-CSL dated July 17, 2026 under Section 161(3) of the Companies Act, 2013 read with Articles 21(a) and 21(c) of the Articles of Association of the Company, with effect from July 17, 2026 until further orders and on the terms and conditions as stipulated by the Government of India.”

8. **Approval of appointment of Dr. Vani Ahluwalia (DIN: 11754971) as Non-official (Independent) Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders be and is hereby accorded for the appointment of Dr. Vani Ahluwalia (DIN: 11754971)

as a Non-official (Independent) Director on the Board of the Company by the President of India through the Ministry of Ports, Shipping and Waterways letter No. SY-11012/1/2016-CSL dated August 17, 2026 under Articles 21(a) and 21(c) of the Articles of Association of the Company, for a period of three years with effect from August 17, 2026 till August 16, 2029 or until further orders of the Government of India, whichever is earlier.”

9. **Ratification of Remuneration of Cost Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹2,00,000/- (Rupees Two Lakhs Only) per annum plus applicable taxes payable to M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No.: 00273), who are appointed by the Board of Directors as Cost Auditors of the Company to conduct audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2026–27, be and is hereby ratified.”

By Order of the Board of Directors

Syamkamal N

Company Secretary
M. No. A25337

Kochi
September 04, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circular No. 20/2020 dated May 05, 2020 and all other relevant Circulars issued from time to time (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 54th AGM of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The attendance of the Shareholders in the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Directors seeking appointment/ re-appointment at this AGM is annexed to this Notice.
5. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with and hence the facility for appointment of proxies by the Members will not be available for the AGM. Therefore, the proxy form, attendance slip and route map are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
6. Annual Report for the year 2025-26 including the audited financial statements for the year ended March 31, 2026, is being sent by e-mail to those Members whose e-mail addresses are registered with National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") ("Depositories") or the Company. For those Members who have not registered their e-mail addresses, a letter containing the web-link of the Annual Report is being sent by post. Further, the hard copies of the same would also be made available to the Members on request. Members may forward their request for hard copy to secretary@cochinshipyard.in. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.cochinshipyard.in, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
7. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants to enable the Company/ RTA to send communications through e-mail.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc. to their Depository Participants only.
9. As per the provisions of Section 72 of the Companies Act, 2013, the facility for recording a new nomination or a fresh nomination by cancelling the earlier nomination, is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination or who are desirous of changing the nomination are requested to approach their Depository Participants and follow the procedure advised by them.
10. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. After exhausting the option to resolve the grievances with the Company/ RTA directly and through the SCORES Portal, the investors can initiate dispute resolution through the ODR Portal, which can be accessed at <https://smartodr.in/login>.
11. **Dividend**
 - (i) The final dividend for the financial year 2025-26, as recommended by the Board of Directors, if approved at the AGM, will be paid, subject to deduction of tax at source, by October 28, 2026 i.e., within 30 days from the date of approval. The Company has fixed Friday, September 18, 2026 as the Record Date for determining entitlement of Members to receive the dividend, if approved at the AGM.

(ii) Company will be making the dividend payment only by electronic mode as mandated by SEBI. Members may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Hence, Members who have not yet registered/ updated their bank particulars are requested to register/ update their full/ correct bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code etc.) to which the dividend is to be received with their Depository Participants immediately. The Company or its RTA cannot act on any request received directly from the Members for any update/ change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members.

(iii) As per the Income Tax Act, 2025, as amended ("Income Tax Act"), dividend paid and distributed by a Company will be taxable in the hands of Shareholders with effect from April 01, 2026. Therefore, the Company will be required to deduct taxes at source (TDS) at the rates applicable to each category of Shareholder under the provisions of the Income Tax Act. In order to enable us to determine the applicable TDS rate, Members are requested to submit the relevant documents latest by September 18, 2026 at the portal of the Company's RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html>. The detailed communication regarding TDS on dividend inter alia including the documents to be submitted is available in the Company's website at the link https://cochinshipyard.in/investor/investor_titles/58. **Documents submitted through e-mail or any other form will not be considered.**

(iv) **No communication on the tax determination/ deduction shall be considered after September 18, 2026.**

12. Unclaimed Dividend

(i) Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("IEPF") established by the Central Government. The details of such unclaimed dividends that are liable to be transferred to IEPF are available at the Company's website at the link https://cochinshipyard.in/investor/investor_titles/58.

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

(iii) The Final Dividend declared for the financial year 2018-19, is due to be credited to the IEPF within 30 days from the due date of September 13, 2026. The corresponding shares on which dividends remain unclaimed for seven consecutive years will also be transferred to the demat account of the IEPF Authority. Hence, Members are requested to claim the said unpaid dividend on or before September 06, 2026 by forwarding a request letter along with the client master list having the updated bank account details (including the IFS code) to which the said dividend has to be credited, to the Company's RTA MUFG Intime India Private Limited (formerly Link Intime India Private Limited), failing which the said dividend along with the corresponding shares shall be transferred to IEPF at an appropriate date without any further notice and no claims thereafter shall lie against the Company. The list of shareholders whose shares/ dividend are due for transfer to IEPF are available in the Company's website at the link https://cochinshipyard.in/investor/investor_titles/58.

(iv) Please note that the Shareholders can claim the dividend/ shares transferred to IEPF by following the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection to the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to secretary@cochinshipyard.in.

14. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents ("RTA") at the following address:

MUFG Intime India Private Limited

(formerly Link Intime India Private Limited)

Surya 35, Mayflower Avenue

Behind Senthil Nagar, Sowripalayam Road

Coimbatore, Tamil Nadu – 641028

Phone: +91 (422) 2314792, 4958995

E-mail: investor.helpdesk@in.mpms.mufg.com

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended) and the 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 CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as the e-voting system on the date of the AGM will be provided by CDSL.
16. The Board of Directors of the Company has appointed CS Sreekumar P. S. (FCS No. 8130, CP No. 8067) Partner, M/s. SVJS & Associates, Practising Company Secretaries, Kochi, as the Scrutiniser for conducting the e-voting process in a fair and transparent manner.
17. **Instructions to Shareholders for remote e-voting**
- (i) The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 hrs. and ends on Monday, September 28, 2026 at 17:00 hrs. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members whose names appear in the Depositories' records as on the cut-off

date, Tuesday, September 22, 2026, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting.

(iii) Process and manner of voting by electronic means

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	- Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. - After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on the home page of CDSL website www.cdslindia.com. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL https://eservices.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 and voting during the meeting. 2. 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" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the 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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification Code and generate OTP. Enter the OTP received on registered e-mail id/ mobile number and click on login. 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 re-directed to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022 – 4886 7000 and 022 – 2499 7000.

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

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

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Shareholders who have not updated their PAN with the Depository Participant are requested to 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 in order to login. If both the details are not recorded with the Depository, please enter the Member ID in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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) Click on the EVSN for Cochin Shipyards Limited.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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 and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutiniser for verification.
- (xvii) Additional facility for Non-Individual Shareholders and Custodians – For Remote e-Voting only
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser by e-mail to sreekumar@svjs.in and to the Company at the e-mail address secretary@cochinshipyard.in, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the Scrutiniser to verify the same.
- 18. Instructions for Shareholders attending the AGM through VC/ OAVM and e-Voting during the meeting**
- (i) The procedure for attending the meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
 - (ii) The link for VC/ OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
 - (iii) The facility for joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for the Shareholders on first come first serve basis.
 - (iv) Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - (v) Shareholders are encouraged to join the meeting through laptops/ iPads for better experience.
 - (vi) Further, Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

- (vii) Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - (viii) Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account no. and mobile no. at secretary@cochinshipyard.in from September 21, 2026 (08.00 hrs.) to September 23, 2026 (16:00 hrs.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - (ix) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. Relevancy of the question and the order of speakers will be decided by the Chairman.
 - (x) Members seeking any information with regard to annual accounts at the time of Meeting are requested to send their queries to the Company at least seven days before the date of Meeting so as to enable the management to keep the information ready.
 - (xi) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - (xii) **Process for those Shareholders whose e-mail/mobile no. are not registered with the Depositories**
 - (a) For Demat Shareholders: Please update your e-mail id and mobile no. with your respective Depository Participant.
 - (b) **For Individual Demat Shareholders: Please update your e-mail id and mobile no. with your respective Depository Participant which is mandatory while e-Voting and joining virtual meetings through Depository.**
19. If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
 20. All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, AVP, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
 21. **Other Instructions**
 - (i) Persons who have acquired shares and become Members of the Company after the dispatch of Notice and hold shares as on cut-off date of September 22, 2026, may obtain the Notice and e-voting instructions by sending request to the Company's RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at their e-mail address investor.helpdesk@in.mpms.mufg.com or download Notice and e-voting instructions from www.evotingindia.com or Company's website www.cochinshipyard.in.
 - (ii) The results declared along with the Scrutiniser's Report, will be placed on the website of the Company www.cochinshipyard.in and on the website of CDSL www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
 22. Please note that all the equity shares of Cochin Shipyard Limited are held in dematerialized (Demat) form. Accordingly, instructions and information relating to physical shareholding, including procedures for updating KYC details, registration of transfer, voting, attending the AGM and other related matters, are not applicable and have therefore not been included in this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

As per Article 21 of the Articles of Association of the Company, the President of India has the power to appoint the Directors on the Board of the Company. Accordingly, the President of India through the Ministry of Ports, Shipping and Waterways (letter No. SY-11012/1/2017-CSL dated July 17, 2026) appointed Shri Mukesh Mangal ITS (DIN: 10460089), Additional Secretary, Ministry of Ports, Shipping and Waterways, Government of India, as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri Venkatesapathy S IAS (DIN: 07407879), Joint Secretary, Ministry of Ports, Shipping and Waterways, Government of India, under Section 161(3) of the Companies Act, 2013, with effect from July 17, 2026 until further orders.

Shri Mukesh Mangal ITS is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and also not disqualified from holding the office of Director under Section 164 of the Companies Act, 2013. His brief resume containing qualification, expertise etc. is annexed herewith.

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

Shri Mukesh Mangal ITS and his relatives are interested in the resolution to the extent as it concerns his appointment. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no. 6 of the Notice.

The Board accordingly recommends the resolution set out in item no. 6 of the Notice for the approval of the Shareholders of the Company by way of an ordinary resolution.

Item No. 7

As per Article 21 of the Articles of Association of the Company, the President of India has the power to appoint the Directors on the Board of the Company. Accordingly, the President of India through the Ministry of Ports, Shipping and Waterways (letter No. SY-11012/1/2017-CSL dated July 17, 2026) appointed Smt. Anupama T. V. IAS (DIN: 06932600), Secretary, Transport Department, Government of Kerala, as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri P B Nooh IAS (DIN: 09701541), former Special Secretary, Transport Department, Government of Kerala, under Section 161(3) of the Companies Act, 2013, with effect from July 17, 2026 until further orders.

Smt. Anupama T. V. IAS is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and also not disqualified from holding the office of Director under Section 164 of the Companies Act, 2013. Her brief resume containing qualification, expertise etc. is annexed herewith.

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

Smt. Anupama T. V. IAS and her relatives are interested in the resolution to the extent as it concerns her appointment. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no. 7 of the Notice.

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

Item No. 8

As per Article 21 of the Articles of Association of the Company, the President of India has the power to appoint the Directors on the Board of the Company. Accordingly, Dr. Vani Ahluwalia (DIN: 11754971) was appointed as a Non-official (Independent) Director of the Company vide Ministry of Ports, Shipping and Waterways, Government of India letter No. SY-11012/1/2016-CSL dated August 17, 2026, for a period of three years with effect from August 17, 2026 till August 16, 2029 or until further orders of the Government of India, whichever is earlier, by following a prescribed procedure for selection and appointment.

Dr. Vani Ahluwalia has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and also not disqualified from holding the office of Director under Section 164 of the Companies Act, 2013. Her brief resume containing qualification expertise etc. is annexed herewith.

Dr. Vani Ahluwalia and her relatives are interested in the resolution to the extent as it concerns her 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. 8 of the Notice.

Dr. Vani Ahluwalia would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a member.

The Board accordingly recommends the resolution set out in item no. 8 of the Notice for the approval of the Shareholders of the Company by way of a special resolution.

Item No. 9

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.

In view of the above, the Board of Directors of the Company at their meeting held on August 14, 2026 has appointed M/s. BBS & Associates, Cost Accountants (Firm Registration No.: 00273), as the Cost Auditors of the Company for the financial year 2026-27 at a remuneration of ₹2,00,000/- (Rupees Two Lakhs Only) per annum plus applicable taxes. As per Section 148(3) of the Companies Act, 2013, the remuneration of Cost Auditors is required to be ratified by the Shareholders.

M/s. BBS & Associates have consented to their appointment as Cost Auditors of the Company for the financial year 2026-27 and has confirmed that they satisfy the eligibility conditions as prescribed under the Companies Act, 2013. They have conducted the audit of the cost records of the Company earlier and have the relevant experience in the field of cost audit. Their performance during past engagements has been found to be satisfactory.

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. 9 of the Notice.

The Board accordingly recommends the resolution set out in item no. 9 of the Notice for the approval of the Shareholders of the Company by way of an ordinary resolution.

By Order of the Board of Directors

Syamkamal N

Company Secretary

M. No. A25337

Kochi

September 04, 2026

Registered Office

Administrative Building

Cochin Shipyard Premises

Perumanoor, Ernakulam, Kerala – 682015

CIN: L63032KL1972GOI002414

Tel: +91 (484) 2501306

E-mail: secretary@cochinshipyard.in

Website: www.cochinshipyard.in

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 54TH AGM [PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS]

Name and DIN	Dr. Harikrishnan S (DIN: 10221559)
Age and Date of Birth	57 years, May 29, 1969
Date of first appointment on the Board	August 27, 2025
Qualifications	Dr. Harikrishnan S holds a Bachelor of Technology degree in Mechanical Engineering, a Master of Technology degree in Production Engineering, an MBA in International Business and a Doctorate (PhD) in Mechanical Engineering.
Expertise in specific functional areas	Dr. Harikrishnan S has nearly three decades of experience in the Company, wherein he was involved in a wide range of functions in shipbuilding and ship repair including design, inspection & quality control, production, procurement, planning & project management.
Terms and conditions of appointment/ re-appointment	Dr. Harikrishnan S was appointed as Director (Operations) of CSL on August 27, 2025 pursuant to letter No.01/03/2025-EO(ACC) dated August 21, 2025 issued by the Secretariat of the Appointments Committee of the Cabinet, Department of Personnel & Training, communicated to the Company through e-mail by the Ministry of Ports, Shipping and Waterways on August 27, 2025. The terms and conditions of his employment including remuneration are prescribed by the Government of India, in line with the applicable DPE Guidelines.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Details of remuneration last drawn (FY 2025-26)	₹63.82 Lakhs (includes the remuneration paid to him during FY 2025-26 in an executive capacity (E-9 Level) with the Company prior to his appointment as Director (Operations) on August 27, 2025).
Directorships in other Companies including listed entities	• Hooghly Cochin Shipyard Limited (Hooghly-CSL) (wholly owned subsidiary of CSL); • Udupi Cochin Shipyard Limited (Udupi-CSL) (wholly owned subsidiary of CSL); • India Ship Technology Centre (A Section 8 Company); and • Green Maritime Propulsion Private Limited (JV Company formed by CSL and HBL Engineering Limited).
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership/ Chairmanship of Committees in other Companies including listed entities	Nil
No. of Board Meetings attended during the Financial Year 2025-26	4/4
No. of equity shares held in the Company:	
(a) Own	240
(b) For other persons on a beneficial basis	Nil

Name and DIN	Shri Mukesh Mangal ITS (DIN: 10460089)
Age and Date of Birth	57 years, November 06, 1968
Date of first appointment on the Board	July 17, 2026
Qualifications	Shri Mukesh Mangal belongs to the Indian Telecom Service (ITS) of 1992 batch and holds a Degree of Bachelor of Technology in Electronics and Communications.
Expertise in specific functional areas	Shri Mukesh Mangal ITS is serving as Additional Secretary in the Ministry of Ports, Shipping and Waterways (MoPSW), Government of India heading Vigilance, Shipping Unit & Sagarmala Wing including development of National Maritime Heritage Complex. In the past he has worked in the Department of Telecommunications and Ministry of Home Affairs. He has work experience of more than 33 years in the subjects like internal security, cyber security and cyber-crime, telecommunication technology, lighthouses etc. He has been instrumental in establishing various national level security projects in the field of cyber-security, Sanchar Saathi portal and digital intelligence platform to curb misuse of telecom resources in cyber-crime.
Terms and conditions of appointment/ re-appointment	Shri Mukesh Mangal ITS was appointed as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri Venkatesapathy S IAS, under Section 161(3) of the Companies Act, 2013 by the Ministry of Ports, Shipping and Waterways, Government of India vide letter No. SY-11012/1/2017-CSL dated July 17, 2026, with effect from July 17, 2026 until further orders. The terms and conditions regulating his appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Details of remuneration last drawn (FY 2025-26)	Nil. No remuneration is paid to the Government Nominee Directors.
Directorships in other Companies including listed entities	• Shipping Corporation of India Limited; • Sagarmala Finance Corporation Limited; • Indian Port Rail & Ropeway Corporation Limited; • SCI Bharat IFSC Limited; • India LNG Transport Company No.3 Limited; • India LNG Transport Company No.4 Private Limited; • India LNG Transport Company No.1 Limited; and • India LNG Transport Company No.2 Limited.
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership/ Chairmanship of Committees in other Companies including listed entities	Nil
No. of Board Meetings attended during the Financial Year 2025-26	N.A.
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name and DIN	Smt. Anupama T. V. IAS (DIN: 06932600)
Age and Date of Birth	39 years, October 17, 1986
Date of first appointment on the Board	July 17, 2026
Qualifications	Smt. Anupama T. V. is a 2010-batch Indian Administrative Service (IAS) officer of the Kerala cadre. She is an Electronics Engineering graduate from BITS Pilani (Goa Campus) and a Master in Public Administration from Harvard University.
Expertise in specific functional areas	Smt. Anupama T. V. IAS is serving as the Secretary, Transport Department, Government of Kerala and also holds full additional charge of Airports; Metro Rail; and Personnel and Administrative Reforms (Official Language) Departments of the Government of Kerala. She has previously served in several key administrative positions in the Government of Kerala, including District Collector of Thrissur and Alappuzha, Food Safety Commissioner, Director of Tourism, Director of Scheduled Tribes Development, Land Revenue Commissioner and Secretary, Local Self Government Department (LSGD).
Terms and conditions of appointment/ re-appointment	Smt. Anupama T. V. IAS was appointed as a Part-time Official (Nominee) Director on the Board of the Company, in place of Shri P B Nooh IAS, under Section 161(3) of the Companies Act, 2013 by the Ministry of Ports, Shipping and Waterways, Government of India vide letter No. SY-11012/1/2017-CSL dated July 17, 2026, with effect from July 17, 2026 until further orders. The terms and conditions regulating her appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Details of remuneration last drawn (FY 2025-26)	Nil. No remuneration is paid to the Government Nominee Directors.
Directorships in other Companies including listed entities	• Kochi Metro Rail Limited; • Kochi Water Metro Limited; and • Kerala Transport Development Finance Corporation Ltd.
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership/ Chairmanship of Committees in other Companies including listed entities	Nil
No. of Board Meetings attended during the Financial Year 2025-26	N.A.
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name and DIN	Dr. Vani Ahluwalia (DIN: 11754971)
Age and Date of Birth	54 years, February 19, 1972
Date of first appointment on the Board	August 17, 2026
Qualifications	Dr. Vani Ahluwalia holds an MBBS from Dr. Panjabrao Alias Bhausaheb Deshmukh Memorial Medical College, Amravati, a Post Graduate Diploma in HIV and Family Education (DAFÉ) from IGNOU, a Post Graduate Diploma in International Human Rights from the University of Delhi and an LLB from Rani Durgavati Vishwavidyalaya, Jabalpur.

Name and DIN	Dr. Vani Ahluwalia (DIN: 11754971)
Expertise in specific functional areas	Dr. Vani Ahluwalia, with over 25 years of professional experience, currently serves as Senior Medical Officer at the ART Plus Centre, NSCB Medical College, Jabalpur, under the Madhya Pradesh State AIDS Society, and has previously served at the Tropical Forest Research Institute and J.K. Hospital, Jabalpur. She also serves as Managing Partner of JK Celebration and Ahluwalia Hospitality LLP, with experience in strategic decision-making, financial planning and business management. She has held several leadership positions in the social and public sectors, including National Secretary of Ekal Arogya Prakalp (2020–2021), National Executive Committee Member of the Arogya Foundation of India since 2016, and Trustee and Vice President of Vishwa Hindu Parishad (Mahakaushal Prant) from 2021 to 2024. She has contributed to rural healthcare, telemedicine and COVID-19 response initiatives and has also served as a G20 Speaker. Her areas of expertise include healthcare management, medical administration, public health programme delivery, legal and regulatory matters, organisational governance, strategic planning, stakeholder engagement and community development
Terms and conditions of appointment/ re-appointment	Dr. Vani Ahluwalia was appointed as a Non-official (Independent) Director of the Company vide Ministry of Ports, Shipping and Waterways, Government of India letter No. SY-11012/1/2016-CSL dated August 17, 2026, for a period of three years with effect from August 17, 2026 till August 16, 2029 or until further orders of the Government of India, whichever is earlier. The terms and conditions regulating her appointment are determined by the Government of India.
Disclosure of relationship between Directors and Key Managerial Personnel, inter-se	Nil
Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements	Please refer to the section on Skills/ Expertise/ Competencies of the Board of Directors in the Corporate Governance Report.
Details of remuneration last drawn (FY 2025-26)	N.A.
Independent Directors are paid sitting fees for attending Board/ Committee Meetings (₹30,000 per Meeting at present) and reimbursement of expenses incurred for attending such Meetings, if any.	N.A.
Directorships in other Companies including listed entities	Nil
Listed entities from which the Director has resigned from Directorship since last three years	Nil
Membership/ Chairmanship of Committees in other Companies including listed entities	Nil
No. of Board Meetings attended during the Financial Year 2025-26	N.A.
No. of equity shares held in the Company:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil