



COCHIN SHIPYARD LIMITED

Corporate Identity Number: L63032KL1972GOI002414

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

Tel: +91 (484) 2501306 **Fax:** +91 (484) 2384001

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of the Company by means of Postal Ballot, only by way of remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and all other relevant Circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of

the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed M/s. Mehta and Mehta, Practicing Company Secretaries (ICSI Unique Code P1996MH007500), as the Scrutinizers for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company’s RTA/ Depository Participants (DP).

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.



Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast

their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	09:00 Hrs. IST on Tuesday, November 14, 2023
End of e-voting	17:00 Hrs. IST on Wednesday, December 13, 2023

The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The last date of e-voting, i.e., December 13, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The results of e-voting will be declared on or before Friday, December 15, 2023, 17:00 Hrs. IST. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.cochinshipyard.in and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com immediately after the declaration of results by the Chairman or any 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.

Special Business

- 1. Sub-division/ split of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each fully paid up**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, 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), and in terms of Article 5 of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 2 (Two) Equity Shares of the Company of face value of Rs. 5/- (Rupee Five Only) each fully paid up.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupee Five Only) each, from the record date as may be fixed by the Board of Directors of the Company or such other person authorised by the Board in this behalf and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.”

“RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face



value of Rs. 10/- (Rupees Ten Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and the Company may without requiring to surrender the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 under the signatures of any two Directors and the Company Secretary and the Common Seal of the Company be affixed thereto in terms of the Articles of Association of the Company/ Companies Act, 2013 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before sub-division.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Chairman and Managing Director and/ or the Director (Finance) and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares and to give such

directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

2. **Alteration of Capital Clause (Clause V) of the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, 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), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following:

V. The Authorised Share Capital of the Company is Rs. 250,00,00,000/- (Rupees



Two Hundred and Fifty Crore Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) and/ or the Chairman and Managing Director and/ or the Director (Finance) and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or

expedient to give effect to the above resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors

(Sd/-)

Syamkamal N
Company Secretary
M. No. A25337

Kochi
November 13, 2023

Notes:

1. The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories' records, as the case may be, as on the cut-off date Friday, November 10, 2023 and whose email address is registered with the Company's RTA/ Depository Participants (DP). In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and

the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The last date of e-voting, i.e., December 13, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.



4. The Postal Ballot Notice 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 the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode 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 mode are requested to consider converting their holdings to dematerialized mode. Members can contact the Company or Company's Registrar and Transfer Agents (RTA), Link Intime India Private Limited for assistance in this regard.
6. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Link Intime India Private Limited, Company's RTA, in case the shares are held in physical mode. Members are requested to register/ update their e-mail addresses to enable the Company/ RTA to send communications through e-mail.
7. 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.
For shares held in demat mode: To their DPs.
For shares held in physical mode: To Link Intime India Private Limited, Company's RTA, in the prescribed Form ISR-1. The said form is available at https://cochinshipyard.in/investor/investor_titles/56.
Members holding shares in physical mode may kindly note that the Securities and Exchange Board of India has mandated the submission of PAN, KYC and nomination details by December 31, 2023. Those Members who have not yet submitted the said details may submit the same with the Company's RTA, Link Intime India Private Limited. The detailed instructions for the same are available at <https://www.linkintime.co.in/home-KYC.html>.
8. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Link Intime India Private Limited. Members



are requested to submit the said details to their DP in case the shares are held in demat mode and to Link Intime India Private Limited in case the shares are held in physical mode.

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

Link Intime India Private Limited

"Surya", 35, Mayflower Avenue
Behind Senthil Nagar, Sowripalayam Road
Coimbatore, Tamil Nadu – 641028
Phone: +91 (422) 2314792, 2315792
E-mail: coimbatore@linkintime.co.in

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to secretary@cochinshipyard.in.
11. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing the facility of e-voting to enable its Members to cast their votes electronically in respect of the

resolution as set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

12. The e-voting period commences from Tuesday, November 14, 2023 (09.00 Hrs. IST) and ends on Wednesday, December 13, 2023, (17.00 Hrs. IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/ Depositories' records, as the case may be, as on the cut-off date Friday, November 10, 2023, may cast their vote electronically. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, November 10, 2023. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

13. **Process and manner of voting by electronic means**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual Shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the Beneficial Owner icon under Login which is available under IDeAS section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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 with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see the e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/ Members can also download NSDL Mobile App



Type of Shareholders	Login Method
	<p>NSDL Speede facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing username and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username and password.2. 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 the 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 your vote during the remote e-Voting period. 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.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 & New System Myeasi 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & 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.



Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option . Click on e-Voting option , you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use **Forget User ID/ Forget Password** option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000.
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 22 55 33.

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Login to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon **Login** which is available under **Shareholder/ Member** section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-Services i.e., **IDeAS**, you can login at <https://eservices.nsdl.com> with your existing **IDeAS** login. Once you login to NSDL e-*



Services using your login credentials, click on **e-Voting** and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if your folio number is 001*** and EVEN is 101456 then your User ID is 101456001***.

5. Password details for Shareholders other than Individual Shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- (c) How to retrieve your ‘initial password’?
 - (i) If your e-mail address is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



- (ii) If your e-mail address is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail addresses are not registered.**
6. If you are unable to retrieve or have not received the ‘Initial password’ or have forgotten your password.
 - (a) Click on **Forgot User Details/ Password?** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on **Agree to Terms and Conditions** by selecting on the check box.
 8. Now, you will have to click on **Login** button.
 9. After you click on the **Login** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the Companies’ ‘EVEN’ in which you are holding shares and whose voting cycle is in active status.
2. Select ‘EVEN’ of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on **Submit** and also **Confirm** when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the **print** option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized



to vote, to the Scrutinizer by e-mail to cochin@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries/ grievance, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the **Download** section of www.evoting.nsdl.com. You may also send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 at the e-mail address evoting@nsdl.co.in or call on 022 – 4886 7000 and 022 – 2499 7000.

Process for those Shareholders whose e-mail addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail addresses for e-voting for the resolutions set out in this Postal Ballot Notice

1. In case shares are held in physical mode please provide 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 e-mail to Company's RTA at coimbatore@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (NSDL – 16 digit DPID + CLID or CDSL – 16 digit Beneficiary ID), 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) by e-mail to Company's RTA at coimbatore@linkintime.co.in. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** above i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders/ Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1 & 2**

Cochin Shipyard Limited (CSL) has been performing well for the past several years and is a renowned shipbuilding and ship repair company delivering world-class vessels and providing comprehensive ship repair services across the defence and commercial segments. The equity shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited. Riding on the strong performance and the future outlook, the market price of the equity shares of the Company has been increasing significantly over the last few months and is hovering around Rs. 1,000 for a while.

Further, the Department of Investment & Public Asset Management (DIPAM) has issued Office Memorandum (OM) F. No. 5/2/2016-Policy dated May 27, 2016 regarding Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs), comprehensively covering the guidelines to be followed by CPSEs with regard to the Payment of Dividend, Buyback of Shares, Issue of Bonus Shares, Splitting of Shares etc. As per the said Guidelines every CPSE is required to split-off its shares appropriately where market price or book value of its share exceeds 50 times of its face value, provided its existing face value of the share is equal to or more than Re.1. The present face value of the equity shares of the Company is Rs. 10 per share.

Hence, need was felt to appropriately sub-divide/ split the equity shares of the Company into smaller denominations to encourage wider participation of small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market and to comply with DIPAM Guidelines on Capital Restructuring.

Further, consequential amendment to Clause V (Capital Clause) of the Memorandum of Association of the Company would also be required to be carried out on account of the above sub-division/ split of equity shares of the Company. The proposed sub-division/ split of equity shares will not result in any change in the amount of authorized, issued, paid-up and subscribed share capital of the Company.

Accordingly, the Board of Directors of the Company at their 274th meeting held on November 07, 2023 considered the proposal and recommended to sub-divide/ split the existing 1 equity share of the Company of face value of Rs. 10/- each fully paid up into 2 equity shares of face value of Rs. 5/- each fully paid and consequently amend the Capital Clause of the Memorandum of Association of the Company.

The authorized, issued, paid-up and subscribed share capital of the Company pre and post the proposed sub-division/ split is given below:

Description	Pre sub-division/ split			Post sub-division/ split		
	Face Value (Rs.)	No. of equity shares	Total Amount (Rs.)	Face Value (Rs.)	No. of equity shares	Total Amount (Rs.)
Authorized Share Capital	10	25,00,00,000	250,00,00,000	5	50,00,00,000	250,00,00,000
Issued, paid-up and subscribed Share Capital	10	13,15,40,390	131,54,03,900	5	26,30,80,780	131,54,03,900



In terms of Section 13 read with Section 61 of the Companies Act, 2013, approval of the Members is required for sub-division/ split of equity shares and consequent amendment in the Memorandum of Association of the Company.

The Board accordingly recommends the resolution set out in item nos. 1 & 2 of this Postal

Ballot 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 nos. 1 & 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

Kochi
November 13, 2023

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(Sd/-)
Syamkamal N
Company Secretary
M. No. A25337