



SEC/48/2017-63

July 08, 2019

To,
The Manager
Compliance Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai- 400001

To,
The Manager
Compliance Department
The National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400051

Dear Sir / Madam,

Subject: Intimation of Book Closure, Dividend and Notice of Annual General Meeting as required under various provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: - reg.

1. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from August 07, 2019 to August 13, 2019 (both days inclusive). Details of book closure are as follows

Scrip Code/Symbol	Type of security	Book closure both days inclusive		Purpose
		From	To	
BSE: 540678 NSE: COCHINSHIP	Equity Shares INE704P01017	August 07, 2019	August 13, 2019	Annual General Meeting and payment of dividend

2. The 47th Annual General Meeting of the Company is scheduled to be held on Tuesday, August 13, 2019.

3. The Board of Directors at its 248th Meeting held on May 21, 2019 has recommended a final Dividend of Rs.13/- (130%) per equity share of Rs. 10/- each for the financial year 2018-19. The dividend if approved by the members at the ensuing AGM shall be disbursed to the eligible shareholders on or after August 20, 2019.

4. A copy of the notice is enclosed herewith. Request you to take the above on records.

Thanking you

Yours faithfully
For Cochin Shipyard Ltd

V Kala

Company Secretary &
Compliance Officer





COCHIN SHIPYARD LIMITED

Corporate Identity Number CIN: L63032KL1972GOI002414

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

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

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

NOTICE

To

All Members

Notice is hereby given that the 47th Annual General Meeting of the Members of Cochin Shipyard Limited will be held at 11:00 hrs. on Tuesday, August 13, 2019 at The Mercy Hotel, M.G. Road, Ravipuram, Kochi – 682015, to transact the following businesses:

Ordinary Business

- To receive, consider and adopt:
 - Audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditors' thereon;
 - Audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors' thereon.
- To declare final dividend of ₹13/- per equity share (face value ₹10/-) for the financial year ended March 31, 2019.
- To appoint a Director in place of Shri Madhu S Nair (DIN: 07376798), who retires by rotation and being eligible, offers himself for re-appointment.
- 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 2019-20.

Special Business

- Ratification of remuneration of Cost Auditors
To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of

the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration of ₹1,25,000/- per annum plus applicable tax payable to M/s. K A Felix & Co., Cost Accountants, (Firm Registration No.100416) who are appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2020.

"RESOLVED FURTHER THAT the Chairman & Managing Director or any one of the Directors of the Board of Directors and the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board of Directors

V Kala

Company Secretary

Kochi
July 08, 2019

Notes:

- 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.
- A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, stamped and signed, should however, be deposited at the Registered Office of the Company not less than**

forty-eight hours before the commencement of the Meeting (on or before August 11, 2019 11:00 hrs IST). Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

3. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
4. In terms of Section 101 of the Act and Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of AGM and other documents including the Annual Report are being sent in electronic mode by e-mail to those shareholders who have furnished their e-mail address in their demat accounts.

However, Members may please note that they will be entitled to a hard copy of the Annual Report of the Company and all attachments thereto upon receipt of a requisition, free of cost.

Members interested to receive the documents in physical form may please give the intimation to the Company's Registrar, Link Intime India Pvt. Ltd. at the earliest, duly quoting the demat account details. Alternatively, the request, duly quoting the demat account details, may be sent by e-mail to coimbatore@linkintime.co.in.

The Company would also make available these documents on the Company's website viz., www.cochinshipyard.com for perusal and download by the shareholders. Also, the physical copies of Annual Report would be available at the Registered Office of the Company for inspection during office hours.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
6. Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, August 07, 2019 to Tuesday, August 13, 2019, both days inclusive.

The dividend, if declared at the AGM, will be paid on or after Tuesday, August 20, 2019 to those persons:

- a) whose names appear as beneficial owners at the end of the business hours on Tuesday, August 06, 2019 in the list of beneficial owners to be

furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and

- b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Share Transfer Agents on Tuesday, August 06, 2019.
7. Company will be making the dividend payment by electronic mode wherever possible and by dividend warrants/demand drafts in other cases. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership details furnished by the Depositories (NSDL & CDSL) as at the close of business hours on Tuesday, August 06, 2019 for this purpose. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant of the Members. Members who have changed their bank account after opening the Depository Account and want to receive dividend in an account other than the one specified while opening the Depository Account, are requested to change/correct their bank account details (including the nine digit Bank code) with their Depository Participant, before August 06, 2019.

8. Unclaimed Dividend:

Transfer to Investor Education and Protection Fund:

Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.

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

9. Members/proxyholders and authorised representatives are requested to bring to the Meeting, the duly filled in attendance slip which is enclosed herewith. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising representative to attend and vote on its behalf at the meeting.
 10. In case of joint holders attending the meeting, only such joint holder attending the Meeting who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
 11. Members are requested to:
 - i) Intimate to the Company/Company's Registrar & Share Transfer Agent, changes if any, in their respective addresses along with the pin code number at an early date.
 - ii) Quote folio numbers in all their correspondences.
 - iii) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.
 12. Non-Resident Indian shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
 13. The route map to reach the venue of the Annual General Meeting including prominent land mark for easy location forms part of the Notice.
 14. The documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays, second and fourth Saturdays of the months and public holidays) during business hours up to the date of the Meeting. The above said documents will be also available for inspection by the members at the meeting.
 15. Relevancy of question and the order of speakers will be decided by the Chairman. Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the information ready.
 16. Shareholders, who are holding the shares in electronic form, are requested to update their email IDs with the concerned demat account, to enable the Company/Registrar to send communications through e-mail.
 17. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent at the following address:

Link Intime India Pvt. Ltd.
Surya, 35, Mayflower Avenue,
Behind Senthil Nagar,
Sowripalayam Road,
Coimbatore, Tamil Nadu - 641028
Phone: +91 422 2314792, 2315792
Fax: +91 422 2314792
E-mail: coimbatore@linkintime.co.in
 18. The Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 13, 2019 from 11.00 hrs. onwards at the web link www.evotingindia.com. On this page, click on the link Shareholders/Members and login with the login details as mentioned below. The web cast link would be available adjacent to Company name, Cochin Shipyard Limited. In case you face any difficulty in viewing the meeting please contact the service provider – Central Depository Services (India) Limited on 1800225533 for assistance.
- 19. Instructions for Voting through electronic mode**
- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by CDSL, i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of AGM (remote e-voting) on all the resolutions set forth in this Notice.
 - b) The voting period begins on Saturday, August 10, 2019 (09:00 hrs.) and ends on Monday, August 12, 2019 (17:00 hrs.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, Tuesday, August 06, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - c) 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 August 06, 2019, may obtain the Notice and e-voting instruction by sending request to the RTA, Link Intime India Pvt. Ltd. at their e-mail id coimbatore@linkintime.co.in or download Notice and e-voting instructions from www.evotingindia.com
- d) The facility of voting through electronic voting system or by ballot paper shall be made available at the meeting also and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- e) The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.cochinshipyard.com 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 Ltd. and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
- f) Any queries/grievances in relation to voting through electronic mode may be addressed to Mr. Rakesh Dalvi, (Manager), Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400013. Tel: 1800225533, E-mail: helpdesk.evoting@cdslindia.com
- g) Process and manner for voting by electronic means is as follows:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders/Members.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank Details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Cochin Shipyard Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

“YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvi) If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting. For android based mobiles, the m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-individual Shareholders and Custodians**
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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 scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Annexure to the Notice

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

Item No.5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its 57th meeting held on May 21, 2019, the Board at its 248th meeting held on May 21, 2019 has considered and approved the appointment of M/s. K A Felix & Co., Cost Accountants as the Cost Auditor for the financial year 2019-20 and recommended remuneration of ₹1,25,000/- per annum plus applicable tax. As per Section 148(3) of the Companies Act, 2013, the remuneration of Cost Auditor is required to be ratified by the shareholders.

The Board recommends the resolution set out in item no. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item no.5 of the accompanying Notice except to the extent of their shareholding.

By the Order of the Board of Directors

Kochi
July 08, 2019

V Kala
Company Secretary

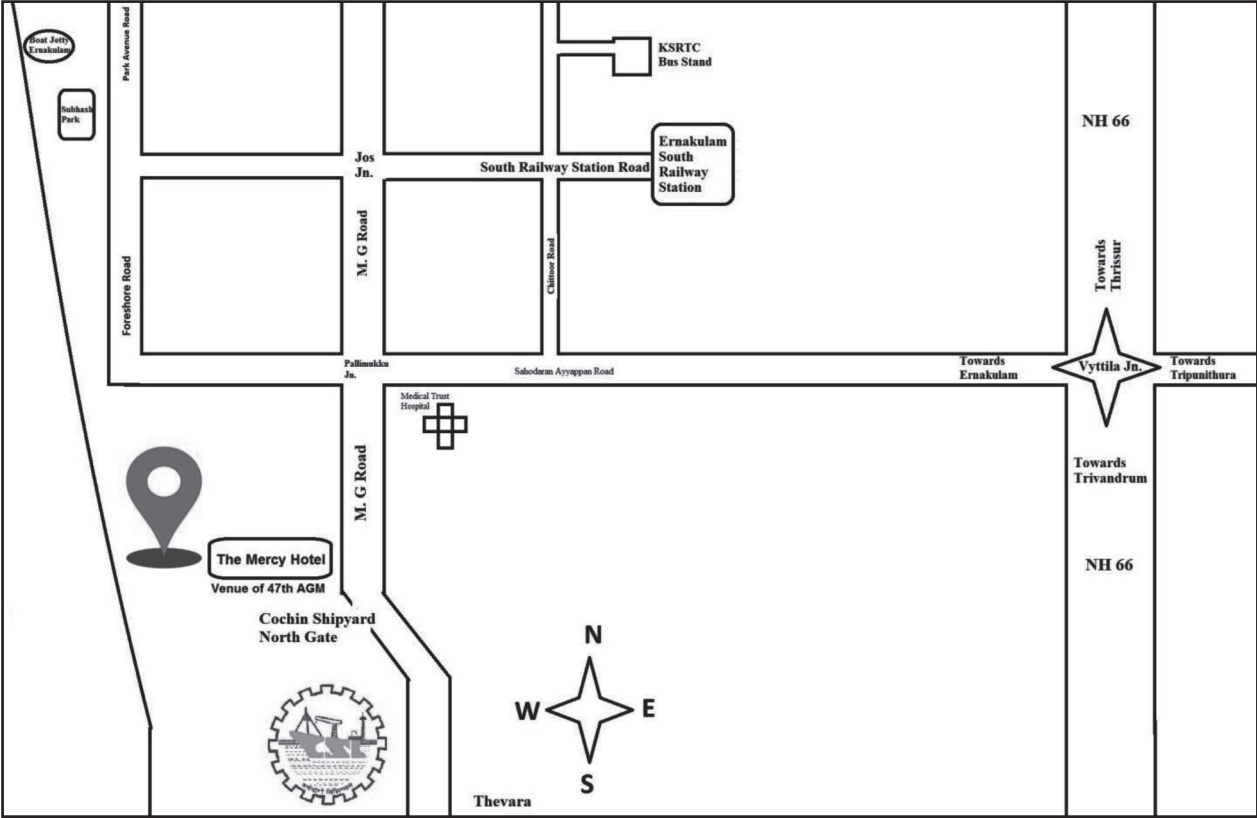
DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 47TH AGM PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:

Name of the Director	Shri Madhu S Nair
DIN	07376798
Age & Date of Birth	53 Years, January 05, 1966
Date of first appointment on the Board	January 01, 2016
Qualifications	He holds a degree of bachelor of technology in naval architecture and ship building from Cochin University of Science and Technology, India and a degree of master in engineering with specialisation in naval architecture and ocean engineering from Osaka University, Japan. He has completed a training course in shipbuilding-production control at Ishikawajima Harima Heavy Industries Overseas Vocational Training Association organised by the Japan International Cooperation Agency under the International Cooperation Programme of the government of Japan. Furthermore, he has also attended an intensive Japanese language course at Osaka International Centre.
Expertise in specific functional areas	Shri Madhu S Nair is the Chairman and Managing Director of our Company from January 01, 2016. He was appointed to the position of Chairman and Managing Director of our Company by the Ministry of Shipping through a selection process of Public Enterprise Selection Board. He had joined our Company as a management trainee in June 1988. He is a member of the Royal Institution of Naval Architects, London. He has received an award named “CEO with HR Orientation–World HRD Congress–a Tribute to CEOs” presented by Times Ascent.
Terms and conditions of appointment or reappointment	He was appointed on January 01, 2016 pursuant to Ministry of Shipping Order SY-11011/1/2009-CSL dated December 11, 2015. The current terms and conditions of his employment were prescribed by Ministry of Shipping Order No. SY-11011/1/2009-CSL dated January 08, 2016.
Details of remuneration last drawn (FY 2018-19)	₹73,01,962/-
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Hooghly Cochin Shipyard Limited (HCSL)
Membership of Committees / Chairmanship in other Public Limited Companies	<ul style="list-style-type: none"> • Chairman of Hooghly Cochin Shipyard Limited • Chairman of Securities Offer, Allotment & Transfer Committee of HCSL
No. of Board Meetings attended during the Financial Year 2018-19	7/7
No. of shares held in the Company:	
(a) Own	600
(b) For other persons on a beneficial basis	Nil

Note:

1. Shri Madhu S Nair is not related to any other Director or Key Managerial Personnel.

ROUTE MAP TO THE VENUE OF 47TH ANNUAL GENERAL MEETING





COCHIN SHIPYARD LIMITED

Corporate Identity Number CIN: L63032KL1972GOI002414

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

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

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

ATTENDANCE SLIP

47TH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 13, 2019 AT 11.00 HRS

Folio No.:	DP ID:	Client ID:
No. of shares held:		

I /We hereby record that I/We am/are a registered Shareholder(s)/Proxy for the registered shareholder(s) of the Company. I/We hereby record my/our presence at the Forty Seventh Annual General Meeting of the Company at The Mercy Hotel, M.G. Road, Ravipuram, Kochi – 682015 at 11.00 hrs. on Tuesday, August 13, 2019.

Name of the Member	Signature
_____	_____
Name of the Proxyholder	Signature
_____	_____

Notes:

1. Only Member/Proxyholder can attend the Meeting
2. Please completely fill this attendance slip and hand over, duly signed, at the attendance verification counter at the entrance of the meeting hall.
3. Authorised representatives of corporate members shall produce proper authorisation issued in their favour.
4. Electronic copy of the Annual Report for 2018-19 and Notice of Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip



COCHIN SHIPYARD LIMITED

Corporate Identity Number CIN: L63032KL1972GOI002414

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

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

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

Folio No./Client ID : E-mail Id :

I/We, being the member(s) holding shares of Cochin Shipyard Limited, hereby appoint:

1. Name : E-mail Id :

Address :

.....Signature :, or failing him/her;

2. Name : E-mail Id :

Address :

.....Signature :, or failing him/her;

3. Name : E-mail Id :

Address :

.....Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Seventh Annual General Meeting of the company, to be held on Tuesday, August 13, 2019 at 11.00 hrs. at The Mercy Hotel, M.G. Road, Ravipuram, Kochi - 682015 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	a. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditors' thereon; b. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors' thereon.		
2	To declare a dividend on equity shares for the financial year ended March 31, 2019.		
3	Re-appointment of Shri Madhu S Nair (DIN: 07376798), who retires by rotation.		
4	To authorize the Board of Directors to fix the remuneration of the Auditors for the financial year 2019-20.		
SPECIAL BUSINESS			
5	Ratification of remuneration of Cost Auditors for the financial year 2019-20.		

Signed this..... day of 2019

Signature of Shareholder Signature of Proxyholder(s).....

Affix Revenue Stamp

Notes:

- This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at Administrative Building, Cochin Shipyard Premises, Perumanoor, Ernakulam, Kerala - 682015, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Forty Seventh Annual General Meeting of the Company.