कोचीन शिपयार्ड लिमिटेड
(भारत सरकार का श्रेणी 1 मिनि रत्न कंपनी, पोत परिवहन मंत्रालय)

COCHIN SHIPYARD LIMITED
(A Government of India Category-1 Miniratna Company, Ministry of Shipping)

SEC/48/2017-63 **July 16, 2018**

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

Dear Sirs,

Sub: Intimation of date of Annual General Meeting and payment of dividend to equity shareholders for the financial year 2017-18

1. The 46th Annual General Meeting of the Members of Cochin Shipyard Limited will be held at 11:00 hrs on Tuesday, August 14, 2018 at Kerala Fine Arts Society Hall, Foreshore Road, Pallimukku, Ernakulam – 682016.

2. The Board of Directors of the Company at the 241st meeting held on May 24, 2018 had recommended a final dividend of Rs. 12.00 per share (i.e. @ 120% on the paid up equity share capital) for the financial year 2017-18 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

3. If the final dividend as recommended by the Board of Directors is approved at the ensuing AGM, payment of such dividend will be made on or after August 20, 2018 as under:

a) To all members whose names appear as beneficial owners at the end of the business hours on Tuesday, August 07, 2018 in the list of beneficial owners to be furnished by the National Securities Depositories 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 or before Tuesday, August 07, 2018.

4. A copy of the AGM Notice is enclosed herewith.

Thanking you,

Yours faithfully
For Cochin Shipyard Ltd

V Kala
CompanySecretary

Encl: As above

COCHIN SHIPYARD LIMITED
Corporate Identity Number (CIN): U63032KL1972GOI002414
Registered Office: Administrative Building, Cochin Shipyard Premises, Perumanoor, Ernakulam, Kerala – 682015
Tel. No: +91 (484) 2361181/2501200 **Fax No:** +91 (484) 2370897/2383902
Email address: secretary@cochinshipyard.com **Website:** www.cochinshipyard.com

NOTICE

TO

ALL MEMBERS

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of the Members of Cochin Shipyard Limited will be held at 11:00 hrs on Tuesday, August 14, 2018 at Kerala Fine Arts Society Hall, Foreshore Road, Pallimukku, Ernakulam - 682016, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt:
   a. Audited standalone financial statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon;
   b. Audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors' thereon.
2. To declare final dividend of ₹ 12/- per equity share (face value ₹ 10/-) for the financial year ended March 31, 2018.
3. To appoint a Director in place of Shri D Paul Ranjan (DIN: 06869452), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 2018-19.

Special Business

5. Ratification of remuneration of Cost Auditor

   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, 2019."

   "**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."

6. Appointment of Shri Bejoy Bhasker as Director

   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 Sections 152, 160, 196 and any other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Government of India letter F.No.SY-11012/4/2017-CSL dated April 04, 2018 issued by the Ministry of Shipping (on behalf of the President of India), in consultation with the Chairman of the Board of Directors and as per the recommendation made by the Nomination and Remuneration Committee, the approval of the shareholders is hereby accorded to the appointment

of Shri Bejoy Bhasker (**DIN:** 08103825), as Director (Technical) of the Company on terms and conditions as stipulated by the Government of India."

By the Order of the Board of Directors

V Kala

Company Secretary

Place : Kochi

Date : July 13, 2018

Notes:

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of Notice.

2. **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 12, 2018 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 A/c details. Alternatively, the request, duly quoting the Demat A/c details, may be sent by email at email id 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 08, 2018 to Tuesday, August 14, 2018 both days inclusive.

   The dividend, if declared at the AGM, will be paid on or after Monday, August 20, 2018 to those persons:

   a) whose names appear as beneficial owners at the end of the business hours on Tuesday, August 07, 2018 in the list of beneficial owners to be furnished by the National Securities Depositories 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 or before Tuesday, August 07, 2018.

7. Company will be making the dividend payment by electronic mode wherever possible and by dividend warrant/ Bank 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 August 07, 2018 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 07, 2018.

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 enclosed herewith along with their copy of Annual Report. 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. 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 NSDL, 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 11, 2018 (09.00 a.m.) and ends on Monday, August 13, 2018 (5.00 p.m.). During this

period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, August 07, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 07, 2018 may obtain the login ID and password by sending request at evoting@nsdl.co.in or the RTA, M/s. Link Intime India Pvt. Ltd at their e-mail id coimbatore@linkintime.co.in.

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 NSDL www.evoting.nsdl.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 NSDL, Ms. Pallavi Mhatre, (Assistant Manager), NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Email: evoting@nsdl.co.in, Tel: 1800 222 990/ 91 22 2499 4200/ 91 22 24994545.

g) Process and manner for voting by electronic means is as follows:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-SERVICES i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-SERVICES after using your log-in 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.

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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 sreekumar@svjs.in with a copy marked to evoting@nsdl.co.in.
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, 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 52nd meeting held on May 24, 2018, the Board at its 241st meeting held on May 24, 2018 has considered and approved the appointment of M/s. K A Felix & Co., Cost Accountants as the cost auditor for the financial year 2018-19 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.

Item No. 6

Shri Bejoy Bhasker (DIN: 08103825) aged 53 years, former Chief General Manager of Cochin Shipyard Limited was appointed as the Director (Technical) of the Company by the Ministry of Shipping, Government of India vide their letter F. No. SY-11012/4/2017-CSL dated April 04, 2018 for a period of five years with effect from the date of his

assumption of charge of the post i.e April 05, 2018, or till the date of his superannuation, or until further orders, whichever is the earliest. His appointment was recommended by the Nomination and Remuneration Committee and by the Board vide their respective meetings held on May 24, 2018.

His brief resume containing, qualification, expertise etc. is annexed herewith. He has attended two out of two Board meetings held after his appointment.

The Board accordingly recommends the passing of the proposed Ordinary Resolution as contained in the Notice by members of the Company.

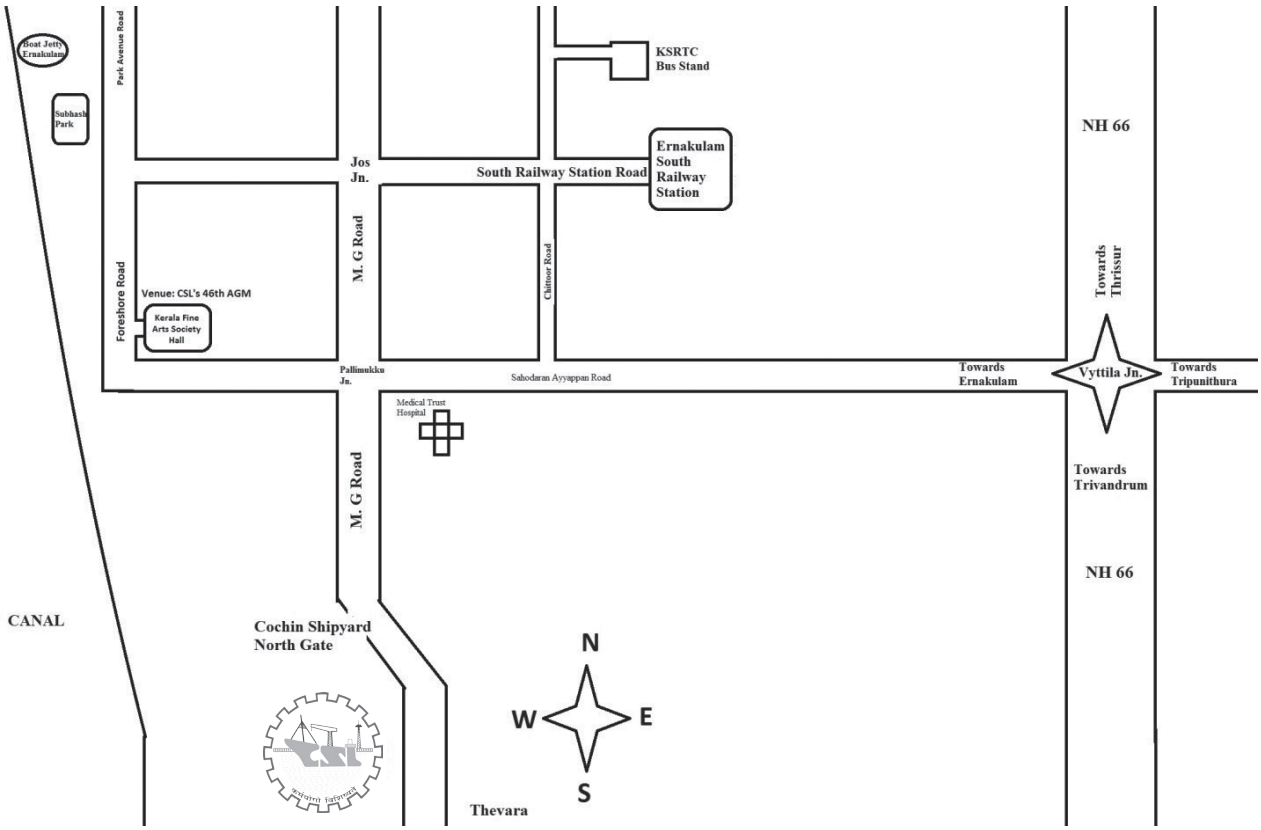
Shri Bejoy Bhasker is interested in the resolution to the extent it concerns his appointment. No other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution except to the extend of their shareholding.

By the Order of the Board of Directors

V Kala
Company Secretary

Place : Kochi
Date : July 13, 2018

ROUTE MAP TO THE VENUE OF 46TH ANNUAL GENERAL MEETING



DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 46TH 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 D Paul Ranjan	Shri Bejoy Bhasker
DIN	06869452	08103825
Date of Birth	July 30, 1959	May 07, 1965
Date of first appointment on the Board	May 01, 2014	April 05, 2018
Qualifications	He holds a degree of bachelor of commerce from Madurai Kamaraj University. He is a Chartered Accountant and has completed a post qualification course in Information Systems Audit from the Institute of Chartered Accountants of India.	He holds a degree of bachelor of technology (mechanical) from the University of Kerala with first rank and gold medal. He holds a degree of master of technology (mechanical) from the Indian Institute of Technology, Madras. He completed advanced diploma in management from Indira Gandhi National Open University. He was a recipient of the national scholarship scheme in the year 1980-81 which is given to the meritorious students.
Expertise in specific functional areas	Shri D Paul Ranjan has approximately 33 years of work experience with Cochin Shipyard Limited, wherein his responsibilities included financial management, strategic planning, risk management, forex management, budgeting and cost control. He is also in charge of the Information Systems Department.	Shri Bejoy Bhasker joined our Company on June 29, 1988 as an executive trainee. He was awarded the "Manager of the Year" award in 2014 by Kerala Management Association. He was heading the Technical and Infra projects and has been involved in ship design and defence projects, ship building outfit department and ship repair department of our Company.
Terms and conditions of appointment or reappointment	He was appointed on May 1, 2014 pursuant to Ministry of Shipping Order SY-11012/1/2009 -CSL Vol-II dated April 4, 2014. The current terms and conditions of his employment were prescribed by Ministry of Shipping Order No. SY-11012/1/2009-CSL Vol. II dated December 19, 2014.	He was appointed on April 05, 2018 pursuant to Ministry of Shipping Order SY-11012/4/2017-CSL dated April 04, 2018. The current terms and conditions of his employment will be prescribed by Ministry of Shipping, Government of India.
Details of remuneration last drawn (FY 2017-18)	₹ 33,80,419	₹ 27,03,025
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Hooghly Cochin Shipyard Limited	Hooghly Cochin Shipyard Limited
Membership of Committees / Chairmanship in other Public Limited Companies	Hooghly Cochin Shipyard Limited Securities Offer, Allotment & Transfer Committee (Member)	Nil
No. of Board Meetings attended during the Financial Year 2017-18	10	N.A.
No. of shares held in the Company:		
(a) Own	Nil	510
(b) For other persons on a beneficial basis	Nil	Nil

Note:

1. Shri D Paul Ranjan is not related to any other Director or Key Managerial Personnel.
2. Shri Bejoy Bhasker is not related to any other Director or Key Managerial Personnel.

COCHIN SHIPYARD LIMITED

Corporate Identity Number (CIN): U63032KL1972GOI002414
Registered Office: Administrative Building, Cochin Shipyard Premises, Perumanoor, Ernakulam Kerala – 682015
Tel. No: +91 (484) 2361181/2501200 **Fax No:** +91 (484) 2370897/2383902
Email address: secretary@cochinshipyard.com **Website:** www.cochinshipyard.com

ATTENDANCE SLIP

46TH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 14, 2018 AT 11:00 HRS

1. Name and Address of the Member (in block letters) (Including Joint holders, if any) :

2. Folio No./ DP ID/Clent ID :

3. Number 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 Sixth Annual General Meeting of the Company at Kerala Fine Arts Society Hall, Foreshore Road, Pallimukku, Ernakulam - 682016 at 11.00 hrs on Tuesday, August 14, 2018.

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 2017-18 and Notice of Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email 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): U63032KL1972GOI002414
Registered Office: Administrative Building, Cochin Shipyard Premises, Perumanoor, Ernakulam, Kerala – 682015
Tel. No: +91 (484) 2361181/2501200 **Fax No:** +91 (484) 2370897/2383902
Email address: 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 No. :..... E-mail Id :.....

I/We, being the member (s) of ..... 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 :....., or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Sixth Annual General Meeting of the company, to be held on Tuesday, August 14, 2018 at 11:00 hrs at Kerala Fine Arts Society Hall, Foreshore Road, Pallimukku, Ernakulam - 682016 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, 2018, 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, 2018 together with the Report of the Auditors' thereon.		
2	To declare a dividend on equity shares for the financial year ended March 31, 2018.		
3	Re-appointment of Shri D Paul Ranjan (DIN: 06869452), who retires by rotation.		
4	To authorize the Board of Directors to fix the remuneration of the Auditors for the FY 2018-19		
SPECIAL BUSINESS			
5	Ratification of remuneration of Cost Auditors for the financial year 2018-19		
6.	Appointment of Shri Bejoy Bhasker (DIN: 08103825), as Director (Technical) of the Company		

Signed this..... day of 2018

Affix Revenue Stamp

Signature of shareholder ..... Signature of Proxyholder(s).....

Notes:

1. **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.**
2. A proxy need not be a member of the Company.

*3. 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.

4. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Forty Sixth Annual General Meeting of the Company.