

गोवा शिपयार्ड लिमिटेड GOA SHIPYARD LIMITED

आयएसओ 9001-2008 कंपनी प्रमाणित
AN ISO 9001-2008 CERTIFIED COMPANY

(भारत सरकार का उपक्रम)

(A GOVT. OF INDIA UNDERTAKING)

रक्षा मंत्रालय

MINISTRY OF DEFENCE

वास्को-द-गामा, गोवा

VASCO-DA-GAMA, GOA - 403 802, INDIA



एक कदम स्वच्छता की ओर

दुरभाष / Tel : (0832) 2512152 - 56, 2512359
फैक्स / Fax : (0091-832) 2514232, 2512148, 2513260
ई-मेल/E-Mail : contactus@goashipyard.com
वेब /Website : www.goashipyard.com
GSL CORPORATE IDENTITY NUMBER (CIN)
U63032GA1967G01000077
GSTIN : 30AAACG7569F1ZR
पंजीकृत कार्यालय और यार्ड: वास्को-द-गामा, गोवा-४०३८०२
Regd. Office & Yard : Vasco-Da-Gama, Goa-403 802, India
सभी उत्तर अध्यक्ष एवं प्रबंध निर्देशक को संबोधित करना है।
All replies to be addressed to the Chairman & Managing Director

NOTICE

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Members of Goa Shipyard Limited will be held as under:

Day : Thursday
Date : 12th September, 2019
Time : 1615 hours
Venue : Registered Office of the Company,
Vaddem, Vasco da Gama, Goa

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with the Directors' and Auditors' Reports thereon.
2. To confirm the Interim Dividends paid during the year and to consider & declare Final Dividend for the Financial Year 2018-19.
3. To appoint Directors in accordance with Article 117(2) of the Articles of Association of the Company.
4. To fix the remuneration of Auditors to be appointed by the Comptroller and Auditor General of India for the Financial Year 2019-20 pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013 and Article 174 of the Articles of Association of the Company by passing, with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013 and Article 174 of the Articles of Association of the Company, the remuneration of Auditors to be appointed by the Comptroller and Auditor General of India for the Financial Year 2019-20 be fixed at Rs 3,00,000/- plus GST and out of pocket expenses at actual plus applicable taxes, if any."



SPECIAL BUSINESS

5. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the Financial Year 2019-20 pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, be and is hereby passed, with or without modifications, the following resolution as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of Rs 1,50,000/- plus applicable GST and out of pocket expenses at actual (maximum upto Rs 50,000/-) plus applicable GST, payable to M/s S R Bhargave & Co, Cost Accountants, Pune, Maharashtra who was appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year 2019-20 be and is hereby ratified."

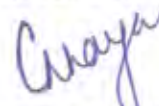
6. To consider contribution to Defence Innovation Organisation/Innovations for Defence Excellence and other charitable funds/institutions pursuant to the provisions of Section 181 of the Companies Act, 2013 and if deemed fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made thereunder, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded to contribute Rs 15 Crore (Rupees fifteen crore only) to Defence Innovation Organisation/Innovations for Defence Excellence and to authorise the Board of Directors of the Company to contribute to any other bona fide charitable, national, social, benevolent and other funds for a total amount upto Rs 1 Crore (Rupees one crore only) during the FY 2019-20."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

Place: Vasco da Gama, Goa
Date: 14th June, 2019

By Order of the Board



(Chhaya Jain)
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a proxy or other authority, if any, should, in order to be effective, be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. In case of joint holding, the joint holder whose name stands higher, as per the Company's records, shall alone be entitled to vote.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting is annexed hereto.
6. The Equity Shares of the Company are admitted in the depository system of NSDL and CDSL for dematerialisation. International Securities Identification Number (ISIN) allotted to the Company's Equity Shares is **INE178Z01013**. The Company has appointed Purva Sharegistry (India) Pvt. Ltd., a SEBI Registered Category I Share Transfer Agent as the Company's Registrar and Share Transfer Agent (RTA), whose contact details are provided below:-

Purva Sharegistry (India) Pvt. Ltd.
9 Shiv Shakti Ind. Estt.,
J R Boricha Marg, Lower Parel East,
Mumbai - 400 011
Tel: 022 2301 6761 / 2301 2518

7. Members who wish to dematerialise their shares held in physical form may kindly contact the RTA through his/her/its depository participant.
8. Members holding shares in physical form are requested to notify to the RTA quoting their folio, any change in their registered address with pin code, e-mail address, mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective depository participant.
9. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be obtained from the Company/RTA. Members holding shares in dematerialised form may contact their respective depository participant for availing this facility.



10. The Company has implemented the Electronic Clearing Service (Credit Clearing) System (ECS) introduced by Reserve Bank of India, which provides an option to receive dividend directly through the Bank Account. The Members who have not yet participated in the ECS System are requested to avail the mandate facility provided by the Company. ECS Mandate Form can be obtained from the Company/RTA.
11. Pursuant to Sections 101 and 136 of the Companies Act, 2013, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company/RTA or with the depository participant. In view of the same, the members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.
12. The dividend, if declared, will be paid to those members, whose names appear as (a) Beneficial Owners in the list of Beneficial Owners to be furnished by the depository and (b) Members in Register of Members of the Company as at the close of business hours on the date of AGM.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the Financial Year 2011-12 which remains unpaid or unclaimed for a period of seven years will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not yet encashed the Banker's Cheques/Demand Drafts issued by the Company towards payment of dividend for the said Financial Year are requested to make their claim to the Company on or before 24.08.2019.
14. The Company has transferred the unpaid or unclaimed dividends declared up to the FY 2010-11 from time to time to IEPF.
15. The Company has uploaded the details of unpaid or unclaimed dividend amounts lying with the Company as on 17.09.2018 (i.e. date of the previous Annual General Meeting) on the website of the Company www.goashipyard.in and also on the website of the Ministry of Corporate Affairs www.mca.gov.in.
16. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, amended from time to time, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. Details of shares transferred to IEPF have been uploaded on the website of the Company.
17. Members are requested to send all communications relating to shares and unclaimed dividends either to the Company at its Registered Office address or to the RTA.
18. Any document referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on weekdays (Monday to Friday) excluding intervening public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.



Statement pursuant to Section 102(1) of the Companies Act, 2013

1. The following statement sets out all material facts relating to special business mentioned in the accompanying Notice:-

Item No. 5

2. The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s S R Bhargave & Co, Pune, Maharashtra as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year 2019-20 at a remuneration of Rs 1,50,000/- plus applicable GST and out of pocket expenses at actual (maximum upto Rs 50,000/-) plus applicable GST.
3. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.
4. Accordingly, the Board recommends to the Members to ratify the remuneration payable to the Cost Auditor for the Financial Year 2019-20, by passing the proposed resolution set out at Item No. 5 of the Notice as an Ordinary Resolution.
5. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.

Item No.6

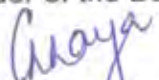
6. In order to foster innovation and technology development in Defence and Aerospace, "Innovations for Defence Excellence" (iDEX) has been launched by Government of India. To accomplish this objective, Defence Innovation Organisation (DIO) has been formed to fund and support iDEX.
7. In this context, Ministry of Defence has instructed DPSUs to contribute an initial corpus to iDEX, for the purpose of providing DIO with sufficient financial wherewithal. Accordingly, Ministry of Defence has communicated GSL to make a contribution of Rs 15 Crore to DIO towards the initial corpus. Your Company proposes to make the above contribution.
8. In addition to the above, your Company would like to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, national, social, benevolent and other such funds, body, university, institute, society, trust, etc. for charitable and other purposes.
9. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount to be contributed to any charitable and other funds in excess of five per cent of the Company's average net profits for the three immediately preceding financial years need prior approval of the members of the Company. Since the amount of contribution proposed as above (including contribution to DIO) exceeds the prescribed limit, it is therefore necessary to obtain the approval of Members of the Company under the said Section.



10. Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013 to make contribution of Rs 15 Crore to DIO/iDEX and to authorise the Board of Directors of the Company to contribute to any other bona fide charitable, social, benevolent and other funds for a total amount upto Rs 1 Crore during the FY 2019-20.
11. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution.
12. The Board recommends the resolution set forth in item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

Place: Vasco da Gama, Goa
Date: 14th June, 2019

By Order of the Board


(Chhaya Jain)
Company Secretary

Form No. MGT-11

Proxy Form

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

CIN : U63032GA1967GOI000077
Name of the company : **Goa Shipyard Limited**
Registered office : Vaddem, Vasco-da-Gama, Goa - 403802

Name of the member(s) :
Registered address :
E-mail Id :
Folio No. /Client Id :
DP ID :

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____

Address : _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name : _____

Address : _____

E-mail Id: _____

Signature: _____, or failing him/her

3. Name : _____

Address : _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 53rd Annual General Meeting of the Company, to be held on the Thursday, 12th day of September, 2019 at 1615 hrs at its Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1.	Adoption of Audited Financial Statements including the Balance Sheet as at 31 st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with the Directors' and Auditors' Reports thereon.
2.	Confirmation of Interim Dividends paid during the year and declaration of Final Dividend for the Financial Year 2018-19.
3.	Appointment of Directors in accordance with Article 117(2) of the Articles of Association of the Company.
4.	Fixation of remuneration of Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2019-20.
5.	Ratification of remuneration payable to the Cost Auditor for the Financial Year 2019-20.
6.	Contribution to Defence Innovation Organisation/Innovations for Defence Excellence and other charitable funds/institutions pursuant to the provisions of Section 181 of the Companies Act, 2013

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

To Panjim

Chicalim Junction

Airport Road

Pai
Hospital

Vaddem Road

**Vaddem
Lake**

New Vaddem

To Vasco City

**Goa
Shipyard
Limited**

