



SEC/48/2017-63

October 08, 2026

The Manager Compliance Department BSE Limited Phiroze Jeejeebhoy Tower Dalal Street Mumbai – 400 001	The Manager Compliance Department The National Stock Exchange of India Ltd. Exchange Plaza Bandra – Kurla Complex, Bandra (East) Mumbai – 400 051
Scrip Code/Symbol: 540678/COCHINSHIP	

Dear Sir/ Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

1. Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Postal Ballot Notice dated October 08, 2026, seeking approval of the Members of the Company, by means of Postal Ballot, only by way of remote e-Voting process (“e-Voting”) for the following items of special business:

Description of the Resolution	Type of Resolution
Transfer of the ISRF Undertaking of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special
Material Related Party Transaction with the joint venture company proposed to be incorporated by Cochin Shipyard Limited and Drydocks World – Dubai FZCO.	Ordinary

2. In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Depositories’ records as on the cut-off date Tuesday, October 06, 2026 and whose email address is registered with the Company/ Depository Participants/ Depositories.



3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-Voting facility and the Electronic Voting Sequence Number (EVSN) is 261005003.

4. The Members whose names appear in the Depositories' records as on the cut-off date Tuesday, October 06, 2026, may cast their vote electronically. Members are requested to read the instructions in the Notes of the Postal Ballot Notice so as to cast their vote electronically.

5. The votes can be cast during the following voting period:

Commencement of e-Voting	09:00 Hrs. IST on Friday, October 09, 2026
End of e-Voting	17:00 Hrs. IST on Saturday, November 07, 2026

6. The Postal Ballot Notice is also available on the Company's website www.cochinshipyard.in and the website of CDSL at www.evotingindia.com.

7. The above is for your information and record please.

Thanking You,

For Cochin Shipyard Limited


श्यामकमल एन
SYAMKAMAL N
कंपनी सचिव
Company Secretary
कोचीन शिपयार्ड लिमिटेड
Cochin Shipyard Ltd.
कोच्ची / Kochi - 15

Digitally signed
by SYAMKAMAL
Date: 2026.10.08
10:21:59 +05'30'



COCHIN SHIPYARD LIMITED

Corporate Identity Number: L63032KL1972GOI002414

Registered Office: Administrative Building, Cochin Shipyard Premises

Perumanoor, Ernakulam, Keralam – 682015

Tel: +91 (484) 2501306 **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 Cochin Shipyard Limited (“**Company**” or “**CSL**”) 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. 03/2025 dated September 22, 2025 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 and

additional information as required under the SEBI Listing Regulations and circulars issued thereunder is annexed and forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed CS Sreekumar P. S. (FCS No. 8130, CP No. 8067) Partner, M/s. SVJS & Associates, Practising Company Secretaries, Kochi, as the Scrutiniser for conducting the 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/ Depository Participants/ Depositories.

The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) 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 Friday, October 09, 2026
End of e-Voting	17:00 Hrs. IST on Saturday, November 07, 2026

The e-Voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time. The last date of e-Voting, i.e., November 07, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser will submit his report to the Chairman or any person authorised by him in writing. The results of e-Voting will be declared on or before Tuesday, November 10, 2026, 17:00 Hrs. IST. The results declared along with the Scrutiniser's Report, will be placed on the website of the Company www.cochinshipyard.in and on the website of CDSL www.evotingindia.com immediately after the declaration of results by the Chairman or 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. Transfer of the ISRF Undertaking of the Company pursuant to the provisions of Section 180(1)(a) of the Act and Regulation 37A(1) of the SEBI Listing Regulations

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 37A(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the circulars issued thereunder, and subject to the memorandum of association and the articles of association of Cochin Shipyard Limited (**“Company”** or **“CSL”**) and other applicable laws, regulations, guidelines and provisions, if any, and such other approvals, consents, sanctions, permissions as may be necessary from the Ministry of Ports, Shipping and Waterways (**“MoPSW”**), the Department of Investment and Public Asset Management (**“DIPAM”**), Ministry of Finance, the Cochin Port Authority and any other appropriate statutory and/ or regulatory authorities in India, the approval of the Members of the Company be and is hereby accorded for transferring the International Ship Repair Facility (**“ISRF”**) undertaking of the Company situated at Willingdon Island, Kochi to the joint venture company (**“JVCo.”**) proposed to be incorporated by CSL and Drydocks World – Dubai FZCO (**“DDW”**), with a 50:50 shareholding structure, for the purpose of owning, operating and managing the ISRF for undertaking dry-docking, maintenance, repair and overhaul of commercial and naval vessels below 130 meters of length and less than 6,000-tonne weight, on a slump sale basis as a going concern, on such terms and conditions as may be mutually agreed between the parties, at a fair value of Rs. 1,800 Crores, as determined on the basis of the independent valuation undertaken by Smt. S V Mathangi, M/s. M C Ranganathan & Co., Chartered Accountants, Registered Valuer (IBBI/RV/06/2019/11001) and the said consideration of Rs. 1,800 Crores be received by CSL in equal proportion by way of cash and shares i.e., Rs. 900 Crores; 50% by way of cash and Rs. 900 Crores; 50% by

way of equity shares of the JVCo. to be issued at face value or such value as may be determined by an independent valuer.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or any Committee/ Person(s) authorised by the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to negotiate, modify and finalise the agreements/ contracts concerning any aspect of the transfer of ISRF undertaking, as they may deem necessary and to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents, agreements, contracts 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 transfer of ISRF undertaking including incurring expenditure and execution and filing of all the relevant applications, writings, deeds and documents with any appropriate authorities, in due compliance of the applicable rules and regulations and in the best interest of the Company, 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. Material Related Party Transaction with the joint venture company proposed to be incorporated by Cochin Shipyard Limited and Drydocks World – Dubai FZCO

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) and any other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 23(4) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the circulars issued thereunder, the Policy on Related Party Transactions of Cochin Shipyard Limited (**“Company”** or **“CSL”**) and basis the approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, sanctions, permissions as may be necessary, the approval of the Members of the Company be and is hereby accorded for entering into the transaction of transferring the International Ship Repair Facility (**“ISRF”**) undertaking of the Company situated at Willingdon Island, Kochi to the joint venture company (**“JVCo.”**) proposed to be incorporated by CSL and Drydocks World – Dubai FZCO (**“DDW”**), with a 50:50 shareholding structure, accordingly, a related party of CSL once incorporated, for the purpose of owning, operating and managing the ISRF for undertaking dry-docking, maintenance, repair and overhaul of commercial and naval vessels below 130 meters of length and less than 6,000-tonne weight, on a slump sale basis as a going concern, on such terms and conditions as may be mutually agreed between the parties, at a fair value of Rs. 1,800 Crores, as determined on the basis of the independent valuation undertaken by Smt. S V Mathangi, M/s. M C Ranganathan & Co., Chartered Accountants, Registered Valuer (IBBI/RV/06/2019/11001) and the said consideration of Rs. 1,800 Crores be received by CSL in equal proportion by way of cash and shares i.e., Rs. 900 Crores; 50% by way of cash and Rs. 900 Crores; 50% by way of equity shares of the JVCo. to be

issued at face value or such value as may be determined by an independent valuer.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or any Committee/ Person(s) authorised by the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to negotiate, modify and finalise the agreements/ contracts concerning any aspect of the transfer of ISRF undertaking, as they may deem necessary and to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents, agreements, contracts 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 transfer of ISRF undertaking including incurring expenditure and execution and filing of all the relevant applications, writings, deeds and documents with any appropriate authorities, in due compliance of the applicable rules and regulations and in the best interest of the Company, 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

October 08, 2026

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 and additional information as required under the SEBI Listing Regulations and circulars issued thereunder 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 in the Depositories' records as on the cut-off date Tuesday, October 06, 2026 and whose email address is registered with the Company/ Depository Participants/ Depositories. 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., November 07, 2026, 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 CDSL at www.evotingindia.com.
5. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants to enable the Company/ RTA to send communications through e-mail.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc. to their Depository Participants only.
7. As per the provisions of Section 72 of the Companies Act, 2013, the facility for recording a new nomination or a fresh nomination by cancelling the earlier nomination, is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination or who are desirous of changing the nomination are requested to approach their Depository Participants and follow the procedure advised by them.
8. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents ("RTA") at the following address:

MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
Surya 35, Mayflower Avenue
Behind Senthil Nagar, Sowripalayam Road
Coimbatore, Tamil Nadu – 641028
Phone: +91 (422) 2314792, 4958995
E-mail:
investor.helpdesk@in.mpms.mufg.com

9. 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.
10. 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 CDSL as the agency to provide e-Voting facility.
11. The e-Voting period commences from Friday, October 09, 2026 (09.00 Hrs. IST) and ends on Saturday, November 07, 2026, (17.00 Hrs. IST). The e-Voting module shall be disabled by CDSL for voting thereafter. The Members whose names appear in the Depositories' records as on the cut-off date Tuesday, October 06, 2026, 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 Tuesday, October 06, 2026. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

12. Process and manner of voting by electronic means

A. **Login method for e-Voting for Individual Shareholders holding securities in demat mode**

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi New (Token) Tab. 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

Type of Shareholders	Login Method
	progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the 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 and My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on the home page of CDSL website www.cdslindia.com. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting Service Provider name and you will be re-directed to e-Voting Service Provider website for casting your vote during the e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the URL https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

Type of Shareholders	Login Method
	page. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification Code and generate OTP. Enter the OTP received on registered e-mail id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting Service Provider name and you will be re-directed to e-Voting Service Provider website for casting your vote during the e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting Service Provider name and you will be redirected to e-Voting Service Provider website for casting your vote during the e-Voting period.

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

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

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

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

- The Shareholders should log on to the e-Voting website www.evotingindia.com.
- Click on “Shareholders” module.

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

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Depository Participant are requested to contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account in order to login. If both the details are not recorded with the Depository, please enter the Member ID in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Click on the EVSN for Cochin Shipyard Limited.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then enter the User ID and the Image Verification Code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutiniser for verification.
- (xvii) Additional facility for Non-Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser by e-mail to sreekumar@svjs.in and to the Company at the e-mail address secretary@cochinshipyard.in, if they have voted from individual tab and not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

13. Process for those Shareholders whose e-mail/ mobile no. are not registered with the Depositories

- (a) For Demat Shareholders: Please update your e-mail id and mobile no. with your respective Depository Participant.
 - (b) **For Individual Demat Shareholders: Please update your e-mail id and mobile no. with your respective Depository Participant which is mandatory while e-Voting through Depository.**
14. In case of any queries/ grievance regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) on the e-Voting system and e-Voting user manual available under Help section of www.evotingindia.com. You may also send a request to Shri Rakesh Dalvi, AVP, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 at the e-mail address helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE CIRCULARS ISSUED THEREUNDER (“EXPLANATORY STATEMENT”)

The following statement sets out all material facts and important/ relevant information relating to the resolutions proposed in this Postal Ballot Notice.

Item No. 1

Cochin Shipyard Limited (“**Company**” or “**CSL**”), in line with the Maritime India Vision (“**MIV**”) 2030 and the Maritime Amrit Kaal Vision (“**MAKV**”) 2047, has drawn up a strategic roadmap CRUISE 2030^{2.0} to strengthen its position as a competitive shipyard and one of the key focus areas include developing ship repair cluster in Kochi. Further, under MIV 2030, Kochi region in Keralam has been prioritised for setting up India’s first ship repair cluster and the Ministry of Ports, Shipping and Waterways (“**MoPSW**”), Government of India, has entrusted CSL to develop the same centered around the new International Ship Repair Facility (“**ISRF**”) set up by CSL at Willingdon Island, Kochi.

About ISRF

ISRF has been developed over an area of around 30 hectares, comprising both land and water areas, at Willingdon Island, Kochi, leased from the Cochin Port Authority for a period of 60 years. The facility can handle vessels of up to 130 metres in length. It has a 6,000-tonne capacity ship lift and transfer system, six workstations and around 1,400 metres of berthing space. The facility can undertake repair of up to six vessels simultaneously and has an annual throughput capacity of up to 82 ships. The facility was inaugurated by the Hon’ble Prime Minister, Shri Narendra Modi, on January 17, 2024 and the commercial operations commenced on August 12, 2024. During the financial year 2025-26, about 35 repair projects were undertaken at ISRF, generating revenue of approximately Rs. 207 Crores.

About the Proposal

ISRF is favourably poised to host India’s first ship repair cluster considering its strategic location vis-

à-vis the international sea route and proximity to the existing ship repair eco-system in Kochi. In order to leverage this strategic advantage and enable the ISRF to operate in sync with latest technology and attain globally competitive efficiency, visibility and brand value, partnering with a globally leading ship repair entity is considered necessary. Accordingly, pursuant to the review, recommendation and approval of the Audit Committee at its meeting held on September 09, 2026, the Board of Directors of the Company at their meeting held on September 09, 2026, had considered and approved the proposal for forming a 50:50 joint venture between CSL and Drydocks World – Dubai FZCO (“**DDW**”) for owning, operating and managing the ISRF for undertaking dry-docking, maintenance, repair and overhaul of commercial and naval vessels below 130 meters of length and less than 6,000-tonne weight, subject to obtaining necessary approvals. The joint venture also envisages to augment the capacity of the ISRF through the addition of ten workstations and allied facilities. A brief about the proposal is given below:

- (i) The joint venture will be formed as a private limited company (“**JVCo.**”) incorporated under the Companies Act, 2013, with its registered office at Kochi, Ernakulam, Keralam. The JVCo. is not proposed to be listed on any stock exchange.
- (ii) The name of the JVCo. is proposed to be Cochin Dubai International Ship Repair Facility Private Limited subject to requisite approvals.
- (iii) Both CSL and DDW will be equal partners in the JVCo. holding 50% each in the share

capital of the JVCo., while DDW will hold consolidation rights under IFRS and operational control.

- (iv) As part of the proposal, the ISRF shall be transferred to the JVCo. on a slump sale basis as a going concern for a consideration of Rs. 1,800 Crores, determined based on the independent valuation undertaken by Smt. S V Mathangi, M/s. M C Ranganathan & Co., Chartered Accountants, Registered Valuer (IBBI/RV/06/2019/11001). The valuation report can be accessed at <https://cochinshipyard.in/pdfviewer/index.html>. The proposal includes transfer of ISRF assets, liabilities and the existing ship repair business relating to vessels below 130 meters in length and less than 6,000-tonne weight. The transaction is being undertaken at arm's length basis.
- (v) CSL shall receive 50% (Rs. 900 Crores) of the consideration in cash and the remaining 50% (Rs. 900 Crores) in the form of equity shares of the JVCo. at face value or such value as may be determined by an independent valuer. The cash consideration received by CSL would be utilised for its working capital requirements, capex and other general corporate purposes.
- (vi) The JVCo. shall be managed by a Board of Directors consisting of five directors, with DDW entitled to nominate three Directors and the Senior Management Personnel like CEO, CFO and COO, as applicable, and CSL entitled to nominate two Directors.
- (vii) The Chairman of the Board of the JVCo. shall rotate between the joint venture partners every two years, with each party being entitled to nominate one of its nominee directors to serve as Chairman of the Board. However, the Chairman shall not have any casting vote. The first Chairman shall be appointed by CSL.
- (viii) CSL shall continue to hold the long lease agreement with Cochin Port Authority, without transferring or subleasing. Only licensing with sufficient rights for

operational control and operations of the ISRF shall be provided to the JVCo.

- (ix) The Indian ship repair business viz., from Indian Defence, Naval, Government, PSUs and other Indian Clients will be secured by CSL and offloaded to the JVCo.
- (x) DDW to facilitate the sourcing of international ship repair projects for the JVCo.

About DDW

DDW, a DP World company, is a leading service provider for the maritime, offshore oil and gas, and renewable energy industries. Established over 40 years ago, the shipyard has grown into one of the largest and most advanced facilities in the Middle East, strategically located next to Dubai's Port Rashid. Spanning 200 hectares, DDW features five world-class docks and over 3,700 meters of berth space, capable of accommodating up to 10 ULCC vessels simultaneously, including the world's largest ships. The facility is also home to the largest load-out jetty in the Middle East and Africa, with a capacity to handle structures weighing up to 37,000 tonnes. With over 300 projects completed annually and a record of managing 42 refurbishment projects at once, DDW plays a key role in supporting the global maritime and energy industries. DDW specializes in ship and rig repair, maintenance, vessel conversions and upgrades and serves clients globally, including in the Middle East, Asia, Europe, Africa and the Americas.

Rationale and Benefits of the Proposal

The joint venture is proposed to leverage the complementary strengths, expertise and capabilities of CSL and DDW in the ship repair sector capable of addressing all ships below 130 metres in length and less than 6,000-tonne weight, while laying the foundation for future expansions. It is expected to create synergies between the two entities and facilitate the adoption of global best practices, advanced technologies and efficient processes in the domestic ship repair ecosystem, thereby improving the quality, efficiency and

turnaround time of ship repair services. It is also expected to augment ship repair capacity in the country, strengthen the domestic ship repair infrastructure and enhance India's capability to undertake complex and high-value ship repair projects, aligned with the objectives of MIV 2030 and MAKV 2047 and supports the Government of India's vision of Aatmanirbhar Bharat by promoting self-reliance in the maritime sector.

Although CSL is a leading ship repairer in India, its current operational efficiency and turnaround times are yet to reach globally competitive standards. DDW, on the other hand, is a globally recognised ship repair company known for its operational efficiency, competitive turnaround time and ability to operate in line with global benchmarks. Hence, the proposed partnership with DDW is intended to bring these global standards of efficiency and turnaround time to ship repair projects in India. Further, DDW is also expected to bring in international ship repair projects to the JVCo., which is presently not catered to by CSL.

Overall, the proposed transaction represents a unique and strategically beneficial structure for CSL, wherein CSL would monetise the value of the ISRF through its proposed transfer to the JVCo. and continue to benefit from the growth of the ship repair business through its 50% share of the JVCo.'s profits, while preserving its customer base. The partnership with DDW would also bring global expertise, technology and best practices, enhance the competitiveness of the ISRF and provide a significant boost to India's ship repair sector.

Requirement of approval of the Shareholders

In terms of Section 180(1)(a) of the Companies Act, 2013 ("**the Act**") and Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), approval of the Shareholders by way of special resolution is required to sell or otherwise dispose of the whole or substantially the whole of the

undertaking of the company in which the investment of the company exceeds 20% of its networth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, as per Regulation 37A, such a special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution and that no public shareholder shall vote on the resolution if he/she is a party, directly or indirectly, to such transaction. Although the financial parameters of the ISRF undertaking of the Company as per the audited balance sheet of the preceding financial year (2025-26) do not exceed the prescribed threshold requiring shareholders' approval, considering the overall sale consideration and in the interest of good corporate governance, it is considered appropriate to seek the approval of the Shareholders of the Company.

The Board accordingly recommends the resolution set out in item no. 1 of this Postal Ballot Notice for the approval of the Members of the Company by way of special 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. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company, if any.

In addition to the approval of the shareholders, the proposal would require the approval of the Cochin Port Authority, MoPSW (Administrative Ministry) and the Department of Investment and Public Asset Management ("**DIPAM**"), Ministry of Finance. The approval process is currently underway. The proposed transaction will be implemented only upon receipt of all requisite approvals. The proposal is expected to be implemented prior to the end of the current financial year, subject to receipt of the requisite approvals.

Item No. 2

Since the transfer of ISRF will be to the JVCo., wherein CSL will hold a 50% shareholding, the transaction will qualify as a material related party transaction pursuant to Section 2(76) read with Section 188(1) of the Act and Regulations 2(zb) and 2(zc) read with Regulation 23(4) and Schedule XII of the SEBI Listing Regulations. Accordingly, the said transaction would require the approval of the Members by way of ordinary resolution.

The disclosures as required pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are given below:

Sl. No.	Particulars	Disclosure
(a)	Name of the Related Party	The transaction will be carried out with the JVCo. proposed to be formed between CSL and DDW with 50% shareholding held by each party. The JVCo. is proposed to be formed with the name Cochin Dubai International Ship Repair Facility Private Limited, subject to requisite approvals.
(b)	Name of the director or key managerial personnel who is related, if any	None, except Shri Rajesh Gopalakrishnan (DIN: 09576336), Director (Technical), CSL, who is proposed to be appointed as a CSL Nominee on the Board of the proposed JVCo.
(c)	Nature of relationship	The JVCo. shall be an Associate Company of CSL with 50% of its share capital held by CSL. The remaining 50% of the share capital of the JVCo. will be held by DDW.
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Please refer 'About the Proposal' given in the Explanatory Statement.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms part of the Explanatory Statement.

The disclosures as required pursuant to the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("**RPT Industry Standards**"), are given below:

Sl. No.	Particulars	Disclosure
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Placed at Annexure I .
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for	Please refer 'About the Proposal' and 'Rationale and Benefits of the Proposal' given

Sl. No.	Particulars	Disclosure
	determination of price and other material terms and conditions of RPT.	in the Explanatory Statement.
(c)	Whether the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Yes. Certificate was placed before the Audit Committee as required under the RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed Material Related Party Transaction has been approved by the Audit Committee and the Board of Directors of the Company at their meeting held on September 09, 2026. The Board of Directors recommends the proposed resolution for approval of the Members.
(e)	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Valuation report can be accessed using the following weblink: https://cochinshipyard.in/pdfviewer/index.html Valuation report can also be accessed by scanning the Quick Response (QR) Code given below: 
(f)	Whether the Audit Committee and Board of Directors, while providing information to the shareholders, approved redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not applicable, as no information has been redacted for the purpose of providing information to the Shareholders.
(g)	Any other information that may be relevant.	All relevant/ important information forms part of the Explanatory Statement.

The Board accordingly recommends the resolution set out in item no. 2 of this Postal Ballot Notice for the approval of the Members of the Company by way of ordinary resolution.

Members may note that as per the provisions of the Act and the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transaction or not), shall not vote to approve the resolution at item no. 2.

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. 2 of this Postal Ballot Notice except:

- (i) to the extent of their shareholding in the Company, if any; and
- (ii) as stated at Sl. No. (b) of the disclosures made pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

By Order of the Board of Directors

(Sd/-)

Syamkamal N

Company Secretary

M. No. A25337

Kochi

October 08, 2026

Registered Office

Administrative Building

Cochin Shipyard Premises

Perumanoor, Ernakulam, Keralam – 682015

CIN: L63032KL1972GOI002414

Tel: +91 (484) 2501306

E-mail: secretary@cochinshipyard.in

Website: www.cochinshipyard.in

Minimum information regarding the Related Party Transaction(s)

PART A

Minimum information of the proposed RPT, applicable to all RPTs

S. No.	Particulars of the information	Information provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	The transaction will be carried out with the Joint Venture Company (JVCo.) proposed to be formed between Cochin Shipyard Limited (CSL) and Drydocks World – Dubai FZCO (DDW) with 50% shareholding held by each party. The JVCo. will be formed as a private limited company with the name Cochin Dubai International Ship Repair Facility Private Limited incorporated under the Companies Act, 2013, with its registered office at Kochi, Ernakulam, Keralam subject to requisite approvals.
2.	Country of incorporation of the related party	The JVCo. is proposed to be incorporated in India.
3.	Nature of business of the related party	The JVCo. is proposed to be formed for the purpose of owning, operating and managing the International Ship Repair Facility (ISRF) of CSL at Willingdon Island, Kochi for undertaking dry-docking, maintenance, repair and overhaul of commercial and naval vessels below 130 meters of length and less than 6,000-tonne weight.
A(2). Relationship and ownership of the related party		
4.	Relationship between the Company/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following: (a) Shareholding of the Company/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. (b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by	 (a) The JVCo. shall be an Associate Company of CSL with 50% of its share capital held by CSL. The remaining 50% of the share capital of the JVCo. will be held by DDW. (b) The JVCo. is proposed to be incorporated as a private limited company under the Companies Act, 2013.

S. No.	Particulars of the information	Information provided by the management						
	the Company/ subsidiary (in case of transaction involving the subsidiary). (c) Shareholding of the related party, whether direct or indirect, in the Company/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the Company/ subsidiary / related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	(c) No shares of CSL are envisaged to be held by the JVCo.						
A(3). Details of previous transactions with the related party								
5.	Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the last financial year. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 20xx-20xx (INR)</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table> <i>Explanation: Details need to be disclosed separately for Company and its subsidiary.</i>	S. No.	Nature of Transactions	FY 20xx-20xx (INR)				Nil. Note that the JVCo. which is a part of the proposed transaction is yet to be incorporated.
S. No.	Nature of Transactions	FY 20xx-20xx (INR)						
6.	Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil. Note that the JVCo. which is a part of the proposed transaction is yet to be incorporated.						
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	Nil.						

S. No.	Particulars of the information	Information provided by the management								
A(4). Amount of the proposed transactions										
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	As part of the proposal, the ISRF shall be transferred to the JVCo. on a slump sale basis as a going concern for a consideration of not less than Rs. 1,800 Crores. CSL shall receive 50% of the consideration in cash and the remaining 50% in the form of equity shares of the JVCo. No advance is envisaged to be paid as part of the proposal by either party.								
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transactions a material RPT?	Yes.								
10.	Value of the proposed transactions as a percentage of the Company’s annual consolidated turnover for the immediately preceding financial year	35.84%								
11.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the Company is not a party to the transaction)	Not Applicable.								
12.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (If consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable. Note that the JVCo. which is a part of the proposed transaction is yet to be incorporated.								
13.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 20xx-20xx (INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit after tax</td><td></td></tr><tr><td>Net worth</td><td></td></tr></table>	Particulars	FY 20xx-20xx (INR)	Turnover		Profit after tax		Net worth		Not Applicable. Note that the JVCo. which is a part of the proposed transaction is yet to be incorporated.
Particulars	FY 20xx-20xx (INR)									
Turnover										
Profit after tax										
Net worth										

S. No.	Particulars of the information	Information provided by the management
	<i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	
A(5). Basic details of the proposed transaction		
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The proposed transaction involves transfer of CSL's ISRF Undertaking to the JVCo. on a slump sale basis as a going concern for a consideration of not less than Rs. 1,800 Crores. CSL shall receive 50% of the consideration in cash and the remaining 50% in the form of equity shares of the JVCo.
15.	Details of each type of the proposed transaction	The proposed transaction involves transfer of CSL's ISRF Undertaking to the JVCo. on a slump sale basis as a going concern for a consideration of not less than Rs. 1,800 Crores. CSL shall receive 50% of the consideration in cash and the remaining 50% in the form of equity shares of the JVCo.
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposal is expected to be implemented before the end of the current financial year.
17.	Whether omnibus approval is being sought?	No.
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,800 Crores. The consideration payable to CSL by the JVCo. for the transfer of the ISRF Undertaking by CSL shall be discharged through the issuance and allotment of equity shares of the JVCo. to CSL aggregating to Rs. 900 Crores and the balance Rs. 900 Crores to be paid in cash.
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company.	DDW, a DP World company based in Dubai, is a leading provider of marine and offshore services for the shipping, oil & gas, and renewable energy sectors, with operations covering ship repair, vessel conversion and offshore energy projects. The joint venture is envisaged to leverage the complementary strengths, expertise and capabilities of CSL and DDW in the ship repair sector. It is expected to create synergies between the two entities and facilitate the adoption of global best practices, advanced technologies and efficient processes in the domestic ship repair ecosystem, thereby improving the quality, efficiency and turnaround time of ship repair services. It is also expected to augment ship repair capacity

S. No.	Particulars of the information	Information provided by the management
		in the country, strengthen the domestic ship repair infrastructure and enhance India's capability to undertake complex and high-value ship repair projects. The initiative is also aligned with the objectives of Maritime India Vision 2030 (MIV 2030) and Maritime Amrit Kaal Vision 2047 (MAKV 2047) and supports the Government of India's vision of Aatmanirbhar Bharat by promoting self-reliance in the maritime sector.
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly. (a) Name of the director / KMP (b) Shareholding of the director / KMP, whether direct or indirect, in the related party <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Nil except to the extent of the shareholding of CSL in the JVCo.
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Attached.
22.	Other information relevant for decision making.	Nil.

PART-B

Information to be provided in addition to Part A

B(3). Disclosure to be made *only* in case if the proposed transaction is related to any investment made by the Company or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	CSL proposes to invest in 50% equity share capital of the JVCo. to the tune of Rs. 900 Crores, through transfer of the ISRF Undertaking on a slump sale basis as a going concern for a consideration of not less than Rs. 1,800 Crores, wherein the balance amount of Rs. 900 Crores will be paid by the JVCo. to CSL in cash.

S. No.	Particulars of the information	Information provided by the management
2.	Where any financial indebtedness is incurred to make investment, specify the following:	No.
	(a) Nature of indebtedness	Not Applicable.
	(b) Total cost of borrowing	Not Applicable.
	(c) Tenure	Not Applicable.
	(d) Other details	Not Applicable.
3.	Purpose for which funds shall be utilized by the investee company.	The equity shares amounting to Rs. 900 Crores will be issued to CSL as consideration other than cash. Accordingly, no funds are being infused by CSL into the JVCo in this transaction.
4.	Material terms of the proposed transaction	The proposed transaction involves transfer of CSL's ISRF Undertaking to the JVCo. on a slump sale basis as a going concern for a consideration of not less than Rs. 1,800 Crores. The sale consideration shall be discharged through payment of 50% in cash and 50% by way of issuance and allotment of equity shares of the JVCo. to CSL. The JVCo. shall be managed by a Board of Directors comprising of five directors, of which DDW shall have the right to nominate three Directors and the Senior Management Personnel like CEO, CFO and COO, as applicable, and CSL shall have the right to nominate two Directors. CSL shall protect its rights through the Board/ Shareholder reserved matters. All rights as are customary in similar transactions including transfer, restrictions, information rights etc.

B(6). Disclosure to be made only in case if the proposed transaction is related to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company, or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company.	CSL and DDW signed an MoU on April 08, 2025 and an Agreement of Heads of Terms on October 29, 2025, to explore the possibilities of working together in the ship repair space leveraging the expertise of both organisations. Subsequently, after several rounds of discussions, CSL and DDW agreed to form a JVCo. with equal shareholding (50:50) for the purpose of owning, operating and managing the ISRF at Willingdon Island, Kochi, for undertaking dry-docking, maintenance, repair and overhaul of

S. No.	Particulars of the information	Information provided by the management																								
		commercial and naval vessels below 130 metres in length and less than 6,000-tonne weight. Further, the joint venture also envisages capacity augmentation of the ISRF through the addition of ten workstations.																								
2.	Basis of determination of price	The consideration for the transfer of the ISRF Undertaking is determined based on the valuation report issued by an independent valuer, which is attached.																								
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company, or disposal of shares of subsidiary or associate.	The proposed transfer of the ISRF Undertaking is intended to facilitate the establishment of a joint venture between CSL and DDW for the purpose of owning, operating and managing the ISRF for undertaking dry-docking, maintenance, repair and overhaul of commercial and naval vessels below 130 meters of length and less than 6,000-tonne weight. Further, the joint venture also envisages capacity augmentation of the ISRF through the addition of ten workstations. The joint venture is envisaged to leverage the complementary strengths, expertise and capabilities of CSL and DDW in the ship repair sector. It is expected to create synergies between the two entities and facilitate the adoption of global best practices, advanced technologies and efficient processes in the domestic ship repair ecosystem, thereby improving the quality, efficiency and turnaround time of ship repair services. It is also expected to augment ship repair capacity in the country, strengthen the domestic ship repair infrastructure and enhance India’s capability to undertake complex and high-value ship repair projects. The initiative is also aligned with the objectives of Maritime India Vision 2030 (MIV 2030) and Maritime Amrit Kaal Vision 2047 (MAKV 2047) and supports the Government of India’s vision of Aatmanirbhar Bharat by promoting self-reliance in the maritime sector.																								
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	<table><tr><th colspan="4">(Amt. in Rs. Crores)</th></tr><tr><th></th><th>FY 2023-24</th><th>FY 2024-25</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>53.24</td><td>124.24</td><td>207.33</td></tr><tr><td>Net worth</td><td>Not available</td><td>Not available</td><td>Not available</td></tr><tr><td>Net Profit</td><td>Not available</td><td>Not available</td><td>Not available</td></tr><tr><td>Capex as on financial year end date</td><td>882.09</td><td>980.46</td><td>1,032.56</td></tr></table>	(Amt. in Rs. Crores)					FY 2023-24	FY 2024-25	FY 2025-26	Turnover	53.24	124.24	207.33	Net worth	Not available	Not available	Not available	Net Profit	Not available	Not available	Not available	Capex as on financial year end date	882.09	980.46	1,032.56
(Amt. in Rs. Crores)																										
	FY 2023-24	FY 2024-25	FY 2025-26																							
Turnover	53.24	124.24	207.33																							
Net worth	Not available	Not available	Not available																							
Net Profit	Not available	Not available	Not available																							
Capex as on financial year end date	882.09	980.46	1,032.56																							

S. No.	Particulars of the information	Information provided by the management
	Since CSL does not maintain separate financials for the ISRF Undertaking, the net worth and net profit figures for the last three financial years are not available. However, the capital expenditure incurred for the ISRF Undertaking as on the relevant financial year end date is given in the above table.	
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the Company or its subsidiary due to sale of the subsidiary / undertaking	
	(a) Expected impact on turnover	Refer Notes
	(b) Expected impact on net worth	Refer Notes
	(c) Expected impact on net profits	Refer Notes
	Notes: - The proposal is to enter into a 50:50 joint venture between CSL and DDW where transfer of the existing ISRF Undertaking would be the share of CSL in the joint venture. As part of the transaction, 50% of the value of the transferred business will be received back in cash and the balance 50% by way of equity shares in the joint venture. DDW would contribute its corresponding share of 50% in cash to the JV. The transaction has been structured to transfer the ISRF Undertaking on a slump sale basis as a going concern to the proposed 50:50 JV with DDW. The transaction includes transfer of ISRF assets, liabilities and the existing ship repair business relating to vessels below 130 M and less than 6,000-tonne weight. - However, CSL's top line (Revenue) would stand largely protected, as the contracting with the reserved customers comprising Indian Defence, Naval, Government, PSUs and Indian Clients will continue to be undertaken exclusively by CSL. The repair work would then be offloaded by CSL in variable scope to the JV for execution. Further the capacity unlocked at the CSL's yard consequent to the transfer will also enable CSL to pursue and undertake other ship repair opportunities. - The Company does not presently anticipate any significant change in the overall turnover in FY 2026-27. However, the PAT for FY 2026-27 and Net worth as at March 31, 2027 are expected to be positively impacted by a one-time profit arising from the proposed transfer of the ISRF Undertaking on a slump sale basis as a going concern to the joint venture estimated at approximately Rs. 800 Crores, subject to the completion of the transaction and the accounting impact. - Based on the performance during the financial year 2025-26, the proposed business plan, business model and the business outlook, CSL expects that the joint venture is expected to result in the Group's turnover to grow in the range of approx. Rs. 260 Crores to Rs. 650 Crores from the FY 2025-26 (2027-28 to 2031-32) performance over the medium term, spanning approximately 5 years. For the same period, the PAT is expected to grow in the range of approx. Rs. 90 Crores to Rs. 180 Crores.	

PART-C

Information to be provided *only if* a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(2). Disclosure to be made only in case if the proposed transaction is related to any investment made by the Company or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note:</i> (a) <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> (b) <i>This shall be applicable in case of investment in debt securities.</i>	Not Applicable. Note that the JVCo. which is a part of the proposed transaction is yet to be incorporated.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	The materialisation of the proposal would require the approval of the Cochin Port Authority, the Government of India (Ministry of Ports, Shipping and Waterways (Administrative Ministry) and Department of Investment and Public Asset Management, Ministry of Finance) and the Shareholders of the Company. Post approval of the Audit Committee and the Board, CSL will approach the relevant authorities for obtaining the necessary approvals for the proposal.

C(5). Disclosure to be made only in case if the proposed transaction is related to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the Company or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Nil.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	The consideration payable to CSL by the JVCo. for the transfer of the ISRF Undertaking by CSL shall be Rs. 1,800 Crores, which shall be discharged through the issuance and allotment of equity shares of the JVCo. to CSL aggregating to Rs. 900 Crores and the balance Rs. 900 Crores to be paid in cash.

S. No.	Particulars of the information	Information provided by the management
3.	Would the transaction result in eliminating a segment reporting by the Company or any of its subsidiary?	No.
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the Company or any of its subsidiary?	No.
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	The joint venture is envisaged to leverage the complementary strengths, expertise and capabilities of CSL and DDW in the ship repair sector. It is expected to create synergies between the two entities and facilitate the adoption of global best practices, advanced technologies and efficient processes in the domestic ship repair ecosystem, thereby improving the quality, efficiency and turnaround time of ship repair services. It is also expected to augment ship repair capacity in the country, strengthen the domestic ship repair infrastructure and enhance India's capability to undertake complex and high-value ship repair projects. The initiative is also aligned with the objectives of Maritime India Vision 2030 (MIV 2030) and Maritime Amrit Kaal Vision 2047 (MAKV 2047) and supports the Government of India's vision of Aatmanirbhar Bharat by promoting self-reliance in the maritime sector.