



**TRANSCRIPT OF THE 38TH ANNUAL GENERAL MEETING (AGM) OF
UDUPI COCHIN SHIPYARD LIMITED (UCSL)
HELD ON SEPTEMBER 19, 2022**

Company Secretary

Good morning and a warm welcome to one and all present at the 38th Annual General Meeting of Udupi Cochin Shipyard Limited being held through electronic mode in compliance with the relevant MCA circulars, the Companies Act, 2013 and the Rules made thereunder. Now, I request the Chairman of the Company to preside over the Meeting and commence proceedings. Over to you Sir.

Chairman

Thank you. Good morning, everyone. I would like to welcome all the shareholders and other participants to the 38th Annual General Meeting of the Company. As the requisite quorum is present, I now call the meeting to order. As all participants are familiar with the Board of Directors, individual introductions are not being made. I would like to inform that all the Directors are present and we also have the Secretarial Auditors attending this Meeting virtually. The Statutory Auditors, however, could not attend the meeting due to other pressing official commitments.

The Company has taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM. The Annual Report for the financial year 2021-22 inter alia including the Notice for the AGM was sent on September 06, 2022, by e-mail to all those entitled to receive it, in compliance with the directions of the Ministry of Corporate Affairs. Further, an addendum to the notice was sent on September 17, 2022 by e-mail for conducting the AGM through electronic mode and the requisite consent for conducting the meeting at a shorter notice has been obtained. With your kind permission, Ladies and Gentlemen, I take the Notice as read. For your information, since there is no physical attendance of Members, the requirement of appointing proxies is not applicable.

The Register of Members, Register of Directors Shareholding along with other Statutory Registers, Auditors' Report, Secretarial Audit Report etc. are available for inspection by the Members through electronic mode and the same are accessible during the continuance of the Meeting. Since the Statutory Auditors and the Secretarial Auditors have given unqualified opinion, the Auditors' Report is not required to be read at the Meeting.

We will now proceed to the Agenda of the Meeting.

The Company Secretary may read out the resolutions for the benefit of the participants present.



Company Secretary

Item No. 1: To consider and adopt the audited financial statements as on March 31, 2022, and the Reports of the Board of Directors and Auditors' thereon

Resolution No.38AGM/01

“**RESOLVED THAT** the audited financial statements for the financial year ended 31st March 2022 together with the Directors' and Auditors' Report thereon and C&AG's Reports, as circulated to the Members and placed before the Meeting, be and are hereby received, considered and adopted.”

Chairman

Now, I request a Member to propose the said resolution and another Member to second it.

Shri Bejoy Bhasker

I propose the said resolution.

Shri Jose V J

I second the said resolution.

Chairman

The Members are invited to vote on the resolution through show of hands.

As all the Members present have voted in favour, the resolution is passed unanimously as an **Ordinary Resolution**.

We may now move on to the next item on the Agenda.

Company Secretary

The resolution set out in Item No.2 of the notice of the AGM relates to the re-appointment of Shri Madhu S Nair (DIN: 07376798), who retires by rotation at this Annual General Meeting. Since the agenda item pertain to his reappointment, Shri Madhu S Nair, Chairman shall vacate the Chair. With the consent of the Members present, I request Shri Bejoy Bhasker, to assume the Chair for conducting the proceedings with respect to this Agenda item.

Chairman

Thank You. The Company Secretary may read out the resolution.

Company Secretary

Item No. 2: To appoint a Director in place of Shri Madhu S Nair (DIN: 07376798), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment



Resolution No.38AGM/02

“RESOLVED THAT Shri Madhu S Nair (DIN: 07376798) who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

Chairman

Now, I request a Member to propose the said resolution and another Member to second it.

Shri Jose V J

I propose the said resolution.

Shri Shibu John

I second the said resolution.

Chairman

The Members are invited to vote on the resolution through show of hands.

As all the Members present have voted in favour, the resolution is passed unanimously as an **Ordinary Resolution**.

We may now move on to the next item on the Agenda.

Company Secretary

I request Shri Madhu S Nair to reassume the Chair for conducting the proceedings with respect to the other Agenda items.

Chairman

Thank You. The Company Secretary may read out the next resolution.

Company Secretary

Item No. 3: 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 2022-23

Resolution No.38AGM/03

“RESOLVED THAT pursuant to Section 142(1) of the Companies Act, 2013, the remuneration of the Auditors of the Company appointed under Section 139(5) of the Companies Act, 2013 for the financial year 2022-23 be fixed by the Board of Directors in consultation with the auditor(s).”



Chairman

Now, I request a Member to propose the said resolution and another Member to second it.

Shri Jose V J

I propose the said resolution.

Shri Bejoy Bhasker

I second the said resolution.

Chairman

The Members are invited to vote on the resolution through show of hands.

As all the Members present have voted in favour, the resolution is passed unanimously as an **Ordinary Resolution**.

Since there is no other item of business, we will now conclude the meeting. I would like to say that the requisite quorum was present throughout the Meeting.

I thank the shareholders and other participants for attending the Meeting.

With this, I declare the meeting concluded.

Jai Hind.

Company Secretary

On behalf of the Board, I propose a Vote of Thanks to the Chair for presiding over the Meeting and guiding the proceedings smoothly. I also thank all the shareholders and other participants for their presence and support.

Thank you.
