

**NOTICE**

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

Day : Monday
Date : 28th September, 2015
Time : 1600 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, 2015, and the Statement of Profit & Loss for the year ended on that date together with the Directors' and Auditors' Reports thereon.
2. To consider and declare the dividend for the financial year 2014-15.
3. To appoint Directors in accordance with Article 117 of the Articles of Association of the Company.
4. To fix the remuneration of Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2015-16, pursuant to 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 the remuneration of Auditors to be appointed by the Comptroller & Auditor General of India for the Financial Year 2015-16 be fixed at Rs.1,50,000/- plus Service Tax plus TA/DA.”

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 2015-16, pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, by passing, 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. 1.15 lakh (inclusive of out of pocket expenses) plus service tax payable to the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year 2015-16 be and is hereby ratified.”

By Order of the Board

(R. C. ASUKAR)
ADDL. GEN. MANAGER (LEGAL)
& COMPANY SECRETARY

Vasco da Gama, Goa
29th August, 2015

**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 percent 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. The Company has implemented the Electronic Clearing Service (Credit Clearing) System (ECS) introduced by Reserve Bank of India, which provides an option to collect half-yearly/yearly dividend directly through the Bank Account. The ECS system would help the Company to effect quick, hassle free payment of dividend and thus serve the Members in better way. The Members were requested to participate in the Electronic Clearing Service (Credit Clearing) System (ECS) and to fill in and forward to us the Mandate Form attached therewith. The information to be furnished in the Mandate Form for Electronic Clearing Service (Credit Clearing) should be accurate, complete in all respects and duly certified by your bank. Those Members, who have not yet sent the duly filled and signed Mandate Form, are requested to send the same to us at Goa Shipyard Limited, Vasco-da-Gama, Goa – 403802, immediately.
4. 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.
5. Members are requested to notify immediately, change in their address, if any, to the Company.
6. The dividend, if declared, will be paid to those members, whose names appear in the Register of Members of the company as on 28th September, 2015.
7. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2007-08 which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education & Protection Fund of the Central Government. Members who have not yet encashed the Banker's Cheques / Demand Drafts issued for payment of dividend for the said Financial Year are requested to make their claim to the Company without any delay.

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

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 CMA V P Rammohan Menon as Cost Auditor to conduct the audit of Cost Records of the Company for the Financial Year 2015-16 at a remuneration of Rs. 1.15 lakh (inclusive of out of pocket expenses) plus service tax.
3. In accordance with the provision 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 2015-16, by passing the proposed resolution set out at Item No. 4 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 the resolution.

By Order of the Board

(R. C. ASUKAR)

ADDL. GEN. MANAGER (LEGAL)
& COMPANY SECRETARY

Vasco da Gama, Goa
29th August, 2015