

गोवा शिपयार्ड लिमिटेड GOA SHIPYARD LIMITED

आयएसओ 9001:2008 कंपनी
An ISO 9001:2008 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.



टेलिग्राम / Telegram : GOAYARD

दूरभाष/ Tel. : 0832-2512152-56,2512359

फैक्स/Fax. : (0091-832) 2514232, 2512148/2515260

ई-मेल/E-mail. : contactus@goashipyard.com

Website : www.goashipyard.com

GSL CORPORATE IDENTITY NUMBER (CIN)
U63032GA1967GO1000077

पंजिकृत कार्यालय और यार्ड : वास्को-द-गामा, गोवा

Registered Office & Yard : Vasco-da-Gama, Goa, 403 802, INDIA.

सभी उत्तर अध्यक्ष एवं प्रबंधक निर्देशक को संबोधित करना है।

All replies to be addressed to the Chairman & Managing Director

NOTICE

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

Day : Friday
Date : 24th February, 2017
Time : 1630 hours
Venue : Registered Office of the Company,
Vaddem, Vasco da Gama, Goa,

to transact the following business:

SPECIAL BUSINESS

Sub-division of Shares and Amendments to Memorandum and Articles of Association for Increase of Authorised Share Capital

1. To consider and, if thought fit, to pass, with or without modifications, the following resolutions:-

a) as an Ordinary Resolution:

- I. "RESOLVED THAT pursuant to Article 10 of the Articles of Association of the Company and provisions of Section 61 and other applicable provisions of the Companies Act, 2013, each of the equity shares of nominal value of Rs.10 each in the Capital of the Company fully paid-up, be divided into 2 equity shares of Rs.5 each fully paid up."

b) as an Ordinary Resolution:

- II. "RESOLVED THAT the Authorized Share Capital of the Company be increased from Rs.40 crore to Rs.60 crore, by creation of 4,00,00,000 equity shares of Rs.5/- each ranking pari passu in all respects with and carrying the same rights as the existing equity shares."

c) as a Special Resolution:

- III. "RESOLVED THAT the existing Clause V of Memorandum of Association be deleted and the same be substituted by the following:-

"V. The Authorized Share Capital of the Company is Rs.60,00,00,000 (Rupees sixty crore only) divided into 12,00,00,000 (twelve crore) equity shares of Rs.5/- (Rupees five) each."

Contd....2/.

d) as a Special Resolution:

A) "RESOLVED THAT the existing Article 3 of the Articles of Association of the Company be deleted and the same be substituted by the following:-

"3. The Authorized Share Capital of the Company is Rs.60,00,00,000 (Rupees sixty crore only) divided into 12,00,00,000 (twelve crore) equity shares of Rs.5/- (Rupees five) each."

Capitalization of Reserves for Issue of Bonus Shares

2. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

I. "RESOLVED THAT pursuant to Article 164 of the Articles of Association of the Company, Section 63 and other applicable provisions of the Companies Act, 2013 and the relevant Rules there under, subject to obtaining necessary permission of the Reserve Bank of India, if any, under the provisions of Foreign Exchange Management Act, 1999 for allotting shares to non-resident shareholders, a sum of Rs.29,10,09,370/- standing to the credit of the Company's General Reserve be capitalized and accordingly, the said sum be transferred from General Reserve to Share Capital and be applied in terms of the said Article 164, in making payment in full at par for 5,82,01,874 equity shares of Rs.5/- each in the capital of the Company to be allotted and distributed as fully paid bonus shares to the existing equity shareholders of the Company in proportion of 01 bonus share for every 01 existing fully paid equity share held upon the footing that the equity shares so distributed shall be treated for all purposes as an increase of the nominal amount of the Equity Share Capital of the Company held by each such member and not as income."

"RESOLVED FURTHER THAT the above proposal will be subject to the following terms and conditions:

(i) The new equity shares to be allotted as bonus shares will be allotted subject to the terms of the Memorandum and Articles of Association of the Company.

(ii) The new equity shares shall rank pari passu in all respects and carry the same rights as the existing fully paid-up equity shares of the Company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the financial year in which the allotment of the new equity shares pursuant to this Resolution is made.

(iii) No letter of allotment will be issued by the Company in respect of the new equity shares. However, the equity share certificates in respect thereof will be ready for delivery to the allottees within 3 months from the date of allotment thereof.



Contd....3/.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Director (Finance) and the Addl. General Manager (CS) / Company Secretary be and are hereby authorized:

- (a) to do all such acts, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the issue or allotment of the bonus shares,
- (b) to accept on behalf of the Company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India or any other authority and which they, in their discretion, think fit and proper.”

By Order of the Board



(S. V. ADHIA)
ADDL. GENERAL MANAGER (CS)

Vasco da Gama, Goa
23rd January, 2017.

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. Members are requested to notify immediately, change in their address, if any, to the Company.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

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GOA SHIPYARD LIMITED

ANNEXURE to Notice of EGM

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 Nos.1 & 2

2. Considering the excellent and consistent performance in terms of growth of revenue and profit reported by the Company in the last two years, the amount of General Reserves accumulated over the years and in compliance with the Govt. guidelines, the Board of Directors approved the proposal for sub-division of shares by splitting the face value of shares from present Rs.10/- to Rs.5/- each, increase in Authorized Share Capital from Rs.40 crore to Rs.60 crore and issue of Bonus Shares to the existing shareholders by capitalizing a sum of Rs.29,10,09,370/- standing to the credit of the Company's General Reserve, subject to the approval of the President of India, Shareholders of the Company in General Meeting, in terms of Articles 5, 10 & 164 of the Articles of Association of the Company, Sections 13, 14, 61, 63 & other applicable provisions of the Companies Act, 2013 and the relevant Rules thereunder, and obtaining necessary permission of the Reserve Bank of India under the provisions of Foreign Exchange Management Act, 1999 for allotting shares to non-resident shareholders. On splitting of shares and allotment of Bonus Shares, the Paid-up Share Capital would be Rs.58,20,18,740/- divided into 11,64,03,748 equity shares of Rs. 5/- each.

3. The Govt. of India, Ministry of Defence, vide its letter No.23(135)/2016/GSL/D(NS-I) dated 11th January, 2017 have conveyed approval of the Competent authority to GSL for sub-division of shares, increase in Authorized share capital and issue of bonus shares in pursuant to the Guidelines on Capital Restructuring of CPSEs dated 27.5.2016. The said letter is available for inspection of the Members at the Registered Office of the Company at Vasco da Gama, Goa.

4. The Board of Directors recommend sub-division of shares, increase in Authorized Share Capital to Rs.60 crore, amendments to the Memorandum & Articles of Association and Issue of Bonus Shares as proposed by passing the Resolutions specified in the Notice at Item Nos.1 & 2.

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 resolutions.

By Order of the Board


(S. V. ADHIA)

ADDL. GENERAL MANAGER (CS)

Vasco da Gama, Goa
23rd January, 2017.

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

2. Name : _____

Address : _____

E-mail Id:

Signature: _____, or failing him

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 _____ Annual General Meeting / Extraordinary General Meeting of the company, to be held on the _____ day of _____ at _____ a.m./ p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 _____

2 _____

3 _____

Signed this _____ day of _____ 2017

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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.

Route Map

Chicalim Junction

To Panjim

Airport Road

Pai
Hospital

Vaddem Road

**Vaddem
Lake**

To Vasco City

New Vaddem

**Goa
Shipyard
Limited**

