

59TH ANNUAL REPORT 2021-22



Chowgule Steamships Limited

Annual Report 2021-22

BOARD OF DIRECTORS AS ON 31st MARCH, 2022

Vijay Vishwasrao Chowgule	(DIN: 00018903)	Promoter Non-Executive Director
Ramesh Chowgule Laxmanrao	(DIN: 00018910)	Promoter Non-Executive Director
Dr. Rohini Vishwasrao Chowgule	(DIN: 00019057)	Promoter Non-Executive Director
Sadashiv Vasudev Shet	(DIN: 02227102)	Independent Non-Executive Director
Amit Khandelwal	(DIN: 02479119)	Independent Non-Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Rinky Gupta

AUDITORS

M/s CNK & Associates LLP

REGISTERED OFFICE

503, Gabmar Apartment
Vasco, 403802
Tel : 0832-2514100/2514111

CORPORATE OFFICE

9, Mansi, 4th Floor Near Tilak Garden,
Gaondevi, Thane West,
Thane 400 602
Email : compliance@chowgulesteamships.co.in
Web : www.chowgulesteamships.co.in

SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-101, 247 Park, L.B.Shastri Marg,
Vikhroli (West), Mumbai 400 083
Tel.: (022) 4918 6270 / Fax : (022) 4918 6060
Email : rnt.helpdesk@linkintime.co.in

Corporate Identity Number (CIN)-L63090GA1963PLC000002

CONTENTS

	Page Nos.
Directors etc.....	1
Notice.....	2-11
Board's Report/Corporate Governance Report.....	12-30
Independent Auditors Certificate on Corporate Governance.....	31
Secretarial Audit Report and Certificate of Non-Disqualification of Directors.....	32-37
Annexure to the Board's Report	38-40
Independent Auditors Report- Standalone Financial Statements	41-47
Standalone Financials	48
Statement of Profit & Loss	49
Cash Flow Statement.....	51
Notes to the Standalone Financials Statements	52-91
Independent Auditors' Report – Consolidated Financial Statements	92-97
Consolidated Financial Statements.....	98-144



NOTICE

NOTICE is hereby given that the Fifty Ninth Annual General Meeting of Chowgule Steamships Limited will be held on Tuesday, September 27, 2022 at 10.00 a.m. at 2nd Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2022, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ramesh Chowgule (DIN: 00018910), who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment and terms there on with respect to appointment of M/s M N Chokshi Co LLP to hold office as statutory auditors of the company from conclusion of ensuing i.e., 59th Annual General Meeting until the conclusion of 64th Annual General Meeting.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M N Chokshi Co LLP, Chartered Accountants (FRN 101899W/W100812) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this i.e. 59th Annual General Meeting until the conclusion of 64th Annual General Meeting of the Company on such terms and remuneration as agreed upon between the Audit Committee, Board of Directors and the Auditors.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

SPECIAL BUSINESS

4. **TO APPROVE CHANGE IN DESIGNATION OF MR. VIJAY CHOWGULE (DIN: 00018903) FROM NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, Section 197 and Section 203 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Regulations of SEBI (LODR) Regulations, 2015 and all other applicable laws and provisions, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors the consent of members be and is hereby accorded to change the designation of Mr. Vijay Chowgule (DIN : 00018903), from non-Executive Director to Executive Whole Time Director.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to designate Mr. Vijay Chowgule (DIN : 00018903) as Whole Time Director (Promoter) of the Company for a period of Five (5) years i.e. from September 27, 2022 up to September 26, 2027

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and 198 of the Companies Act 2013, Articles of Association of the Company and all other applicable laws, listing regulations and provisions, pursuant to and subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded to the Company to pay Mr. Vijay Chowgule (DIN : 00018903) remuneration as the board may deem fit subject to the condition that it shall comply with the conditions of Section 197, 198 and Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

“RESOLVED FURTHER THAT pursuant to provisions of Companies Act 2013 and Rules thereof (including any statutory modification(s) or re-enactment(s) for the time being in force), SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, consent of the Members of the Company be and is hereby accorded for appointment and continuation of holding of office as Executive Whole Time Director by Mr. Vijay Chowgule (DIN : 00018903) who has already completed 76 (Seventy Six) years of age on said terms and conditions as stipulated in this Resolution.

RESOLVED FURTHER THAT, any one director and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”

Annual Report 2021-22

5. **TO APPOINT MR. MANGESH SAWANT (DIN: 00007197), AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS ON THE BOARD OF THE COMPANY WITH EFFECT FROM SEPTEMBER 27TH 2022 UP TO SEPTEMBER 26TH 2027.**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") as amended from time to time, **Mr. Mangesh Sawant (DIN:00007197)**, and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules and in respect of whom a notice has been received under the provision of Companies Act, 2013 framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, and approval of the board subject to the appointment in this General Meeting to hold office for a term of five years commencing from September 27th 2022 up to September 26th 2027, and not liable to retire by rotation."

RESOLVED FURTHER THAT, any one director and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution"

By order of the Board of Directors
For **Chowgule Steamships Limited**

Vijay Chowgule
Chairman
(DIN: 00018903)

Place: Goa
Date: August 5, 2022

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice is annexed hereto.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also mentioned.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in an aggregate not more than 10% of the total share capital of the Company. A member holding more than ten percent 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 a proxy for any other person or shareholder

THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

3. During the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing to inspect is given to the company.
4. The Company's Registrar & Share Transfer Agents (RTA) are: Link Intime India Private Limited C-101, 247 Park, L.B.Shastri Marg, Vikhroli (West), Mumbai 400 083 Tel.: (022) 4918 6270 / Fax : (022) 4918 6060 Email : rnt.helpdesk@linkintime.co.in
5. Shareholders are requested to notify any change of address: a. to their Depository Participants (DPs) in respect of the shares held in Demat form, and b. to the Company to its Legal Department at the Registered Office in respect of the shares held in physical form. c. In case the mailing address mentioned on this Annual Report is without the PIN CODE, inform your DP or the Company, as mentioned above.



CHOWGULE STEAMSHIPS LIMITED

6. In view of the relaxations given by MCA circular and SEBI circular dated January 15, 2021 pursuant to the COVID-19 Pandemic, the Annual General Meeting Notice is being sent through email to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same will be sent by the Company. Members may note that the AGM Notice of the Company for the financial year 2021-22 will also be available on the Company's website www.chowgulesteamships.co.in and website of the Stock Exchanges.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
8. The Register of members and share Transfer Books of the Company shall remain closed from Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022, (both days inclusive).
9. Unclaimed Dividends up to the year 1994-95 have been transferred to the General Revenue Account of the Central Government. Those shareholders, who have so far not claimed or collected their dividend up to the above financial year, may claim their dividend from the Registrar of Companies, Goa, Daman and Diu.
10. Unclaimed Dividends for the years 1995-96, 1996-97, 2004-05, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10 and 2010-11 have been duly transferred to the Investor Education and Protection Fund.
11. Shareholders are advised to avail of the facility for receipt of future dividends (if any) through National Electronic Clearing Service (NECS). The NECS facility is available at the specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or its Registrar and Transfer Agent, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in physical form and desirous of either registering bank details or changing bank details already registered against their respective folios are requested to send a request letter for updating Bank Account No. with 9-digit MICR No. to our Registrar and Share Transfer Agent or to the Company with attested copy of your PAN Card and a photo copy of your cheque leaf (to capture correct bank account no, IFSC Code and 9-digit MICR Code).
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
15. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
16. The Company has designated e-mail id compliance@chowgulesteamships.co.in for quick Redressal of shareholders/investors grievances.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
18. To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
19. All the Members wishing to ask questions during the 59th Annual General Meeting should forward them to the registered office of the Company, 7 days before the date of Annual General Meeting.

Annual Report 2021-22

20. The Board of Directors has appointed CS Gaurav Shenoy, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Results shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
23. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.chowgulesteamships.co.in) and will be communicated to BSE Limited within 48 hours from the conclusion of the AGM.

By order of the Board
For **Chowgule Steamships Limited**

Place: Goa
Date: August 5, 2022

Vijay Chowgule
Chairman
(DIN: 00018903)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND STATEMENT OF ADDITIONAL INFORMATION AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) WITH RESPECT TO FOLLOWING ITEMS OF THE NOTICE.

Item No: 4

In supersession of all the previous resolution pertaining to the appointment of Mr. Vijay Chowgule (DIN 00018903) and pursuant to Section 196, 197, 198 and Section 203 read with the applicable Rules and other provisions of the Companies Act 2013 and Rules made thereunder, in compliance with the applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable Listing regulations, in terms of the Nomination and Remuneration Policy, on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors in their meeting held on August 25, 2022, subject to the approval of the members in this Annual General Meeting, it is proposed to the members through Item No 4, i.e. Special Business to this Notice that, Mr. Vijay Chowgule be designated as Whole Time Director of the Company with effect from September 27, 2022 for a period of Five years i.e. until September 26, 2027.

Further the remuneration to be paid to Mr. Vijay Chowgule shall be in compliance of Section 197 and 198 Of the Companies Act 2013 read with rules made thereunder and in compliance of Schedule V of the Companies Act 2013. The Board of Directors be authorised to pay such remuneration to Mr. Vijay Chowgule as they may deem fit in compliances of various provision of the Companies' Act as depicted above or otherwise and in compliance of the Listing Regulations and the policies of the company framed thereunder.

Also, the approval through this Special resolution shall be deemed to comply the provisions of the Companies Act and Listing Regulations as Mr. Vijay Chowgule aged 76 years. Mr. Vijay Chowgule has done his B.S. (textile Chemistry) and Industrial Management. He has been on the Board of Directors of other Public & Private Companies. He has vast, rich and varied business experience

A brief profile of Mr. Vijay Chowgule is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.4 of this notice.

Name of the Director	Mr. Vijay Chowgule (DIN00018903)
Date of Birth	August 22, 1946
Date of First Appointment on the Board	14th January, 2021
Qualifications	Mr. Vijay Chowgule aged 76 years has done his B.S. (textile Chemistry) and Industrial Management. He has been on the Board of Directors of other Public & Private Companies. He has vast, rich and varied business experience
Brief profile	He has been on the Board of Directors of other public and private companies. He has vast, rich and varied business experience



CHOWGULE STEAMSHIPS LIMITED

	Mr. Vijay V Chowgule has been associated with the Group for more than 30 years. His long association with the Company and valuable experience in shipping field have contributed immensely to the growth of the Company
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial
Number of Equity Shares held in the Company	17,96,262 shareholdings in the Company
Directorship held in other Indian Listed Companies	1
Chairman/Member of Board Committee of listed companies	1 (he is a member of Stakeholders Relationship Committee of Chowgule Steamships Limited)
Disclosure of relationships between Directors/KMP inter-se	Mr. Vijay V. Chowgule is an elder brother of Dr. Rohini Chowgule, Director of the Company and Mr. Ramesh Chowgule is cousin brother of Mr. Vijay Chowgule
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The proposed person owns the skills and capabilities as required for the role.

Prof. (Dr.) Vijay Chowgule, Ms. Rohini Chowgule and Mr. Ramesh Chowgule are interested in the said resolution.

The said appointment was recommended by the Nomination and remuneration Committee and considered and approved, subject to the approval of member, by the Board of Directors on August 25th, 2022.

Item No: 5

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Mangesh Sawant was proposed to be appointed as an Independent Director, not liable to retire by rotation. The Board of Directors at their Meeting held on August 25th, 2022 for a term of 5 (five) consecutive years with effect from September 27, 2022, up to September 26, 2027, subject to the approval of the Members by way of Special Resolution has approved the said appointment.

Mr. Mangesh Sawant, fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

The Company has received from Mr. Mangesh Sawant (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Mangesh Sawant as an Independent Director of the Company for term of 5 (five) consecutive years with effect from September 27, 2022 September 26, 2027 is being placed before the Members for their approval by way of a Special Resolution. Mr. Mangesh Sawant, once appointed, will not be liable to retire by rotation.

A brief profile of Mr. Mangesh Sawant is provided below pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India for purposes of Item no.2 of this notice.

Name of the Director	Mr. Mangesh Sawant (DIN: 00007197)
Date of Birth	April 01, 1959
Date of First Appointment on the Board	NA
Qualifications	Chartered Accountant, Cost and Works Accountant and LLB
Brief profile	Mr. Mangesh Sawant is a Commerce Graduate & Chartered Accountant and a qualified Cost and Works Accountant and a LLB (Gen) Graduate from Mumbai University. He has experience of more than 30 years in shipping industry
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial

Annual Report 2021-22

Number of Equity Shares held in the Company	131 shareholdings in the Company
Directorship held in other Indian Listed Companies	NIL
Directorship in other company	Uttar Environmental Research And Development Foundation
Chairman/Member of Board Committee of listed companies	NIL
Disclosure of relationships between Directors/KMP inter-se	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The proposed person owns the skills and capabilities as required for the role.

In the opinion of the Board, Mr. Mangesh Sawant is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

None of the Directors are interested in the said resolution

The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the Members.

Details of Directors seeking re-appointment:

Name of the Director	Mr. Ramesh Chowgule (DIN: 00018910)
Date of Birth	June 08, 1942
Date of First Appointment on the Board	January 14, 2021
Qualifications	Graduation
Brief profile	Mr. Ramesh Chowgule is aged 79 years and has done his graduation. He has more than 50 years of Industrial experience
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial 4. Marketing
Number of Equity Shares held in the Company	31,500 shareholdings in the Company
Directorship held in other Indian Listed Companies	1
Chairman/Member of Board Committee of listed companies	NIL
Disclosure of relationships between Directors/KMP inter-se	He is cousin of Mr. Vijay Chowgule and Prof. Dr. Rohini Chowgule
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The proposed person owns the skills and capabilities as required for the role.

INSTRUCTIONS FOR REMOTE E-VOTING:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 59th Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating e-voting to enable the members to cast their votes electronically.

The business of this Annual General Meeting may be transacted through e-voting as per details given below:

- 1) Date and time of commencement of e-voting: Saturday, September 24, 2022 at 9.00 A.M.
- 2) Date and time of end of e-voting, beyond which voting will not be allowed: Monday, September 26, 2022 at 5.00 P.M.

The e-voting module shall be disabled for voting, thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, September 20, 2022 may cast their vote electronically,



CHOWGULE STEAMSHIPS LIMITED

- 3) Details of Website for e-voting: <https://instavote.linkintime.co.in>.
- 4) The Board of Directors have appointed CS Gaurav Shenoy, Practicing Company Secretary as the Scrutinizer to scrutinize the E Voting and the poll process for the resolutions set out in the Notice of the 59th Annual General Meeting, in true and transparent manner.
- 5) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
- 6) In case Members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or call on +91 (022) 4918 2505/4918 6000.
- 7) Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. September 20, 2022 may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- 8) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
- 9) The results declared along with the report of the scrutinizer's shall be placed on the website of the Company www.chowgulesteamships.co.in and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

PROCEDURE FOR E-VOTING

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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 hold 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 page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Annual Report 2021-22

4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour/Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.