



CHOWGULE STEAMSHIPS LTD.

CIN-L63090GA1963PLC000002

Regd. Office : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa - 403802, India.

To,
The Senior General Manager,
(Listing Compliance Manager)
BSE Limited
24th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 506528,

Scrip Code: 501833; Chowgule Steamships Limited
Subject: Notice convening the 60th Annual General Meeting of the Company
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Respected Sir/Ma'am,

We hereby inform that the 60th Annual General Meeting of the Company is scheduled to be held on Friday, August 11, 2023, at 11.00 A.M. at 2nd Floor, Centenary, Baina, Vasco-Da-Gama Goa 403802.

The schedule for the same is as follows:

Cut-off date	: Friday, August 04, 2023
[for determining the Members entitled to vote on the resolutions set forth in this Notice]	
Remote E-voting period	Commence from : 09:00 a.m. IST on Tuesday August 08, 2023
	End at : 05:00 p.m. IST, Thursday, August 10, 2023 [Remote E-voting module shall be disabled post this date]
Book Closure dates:	Saturday August 05, 2023 to Friday August 11, 2023 (both days inclusive)

A copy of the 60th Annual General Meeting is attached herewith.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Chowgule Steamships Limited

Rinky Gupta

Company Secretary and Compliance Officer

Place: Mumbai

Date: July 18, 2023

NOTICE

NOTICE is hereby given that the Sixtieth Annual General Meeting of Chowgule Steamships Limited will be held on Friday, August 11, 2023 at 11.00 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, 2023, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijay Vishwasrao Chowgule (DIN: 00018903), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO APPOINT MR. DEPAK JADHAV (DIN: 10221697), 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 JULY 07, 2023 UP TO JULY 06, 2026.**

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

“RESOLVED THAT Mr. Deepak Jadhav (DIN: 10221697), who was appointed as an Additional Director of the Company by the Board of Directors on May 12, 2023 subject to procurement of Director Identification Number and whose appointment was effective from on procurement of DIN and registration on Database and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER 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. Deepak Jadhav (DIN:10221697), 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 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 July 07, 2023 up to July 06, 2028, and not liable to retire by rotation.

RESOLVED FURTHER THAT, any director, Chief Financial Officer 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”

4. **TO APPROVE LOAN OR GIVING OF GUARANTEE OR ISSUING OF SECURITY FOR LOANS, ANY ENTITY OR GROUP ENTITY OF THE COMPANY OR ANY OTHER PERSON IN WHICH ANY OF THE DIRECTOR OF THE COMPANY IS DEEMED TO BE INTERESTED IN COMPLIANCE WITH PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013 AND LISTING REGULATIONS**

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

“RESOLVED THAT in continuation to the special resolution passed pursuant to the provisions of Companies Act 1956 by the company through postal ballot for making investments / loans / give grantee / provide security and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable provisions of the Companies Act 2013 , applicable regulations of SEBI (Listing Obligation Disclosure Requirements) 2015 or any other listing regulations or regulations applicable the company being listed on the Stock Exchange, the consent of the Members of the Company, be and is hereby accorded for the loans granted and/or to give loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding INR. 100 Crore/- [Indian Rupees Hundred Crore Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements / papers/writings for giving effect to this Resolution.”

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5. TO CONSIDER AND APPROVE RESOLUTION FOR RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to the transactions entered into and to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of INR. 8.00 Crores (Indian Rupees Eight Crores Only) provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the particulars of the said transactions are more specifically depicted here below:

Sr. No.	Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
1.	Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Income from Leasing of property of any kind;
2.	Angre Port Private Limited	Common Directors	INR. 3,00,00,000/-	Loans
3.	Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Interest on Loan

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized to negotiate, finalize agree the terms and conditions and be authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

6. APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT in continuation to the special resolution passed pursuant to the provisions of Companies Act 1956 by the company through postal ballot for making investments / loans / give grantee / provide security and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, and any other applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other laws as may be applicable from time to time, consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to any body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of INR 100 Crore/- (Indian Rupees One Hundred Crores Only) not withstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution.

RESOLVED FURTHER THAT Directors of the Company, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies.”

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

Vijay Chowgule
Chairman

(DIN: 00018903)

Place: Mumbai
Date: May 12, 2023



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 to 6 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.
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 2022-23 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 August 05, 2023 up to August 11, 2023 (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.

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13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio and subsequently dematerialise the same. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019. In terms of the said Regulations with effect from 24th January 2022, request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. 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 dematerialised form. Members can contact the Company by way of an email to investor.sll@transworld.com or RTA for assistance in this regard at rnt.helpdesk@linkintime.co.in
14. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14. These forms can be downloaded from the Company's website www.transworld.com/shreyas-shipping-and-logistics.html. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to RTA in case the shares are held in physical form
15. 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.
16. 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.
17. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
18. The Company has designated e-mail id compliance@chowgulesteamships.co.in for quick Redressal of shareholders/investors grievances.
19. 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.
20. 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.
21. All the Members wishing to ask questions during the 60th Annual General Meeting should forward them to the registered office of the Company, 7 days before the date of Annual General Meeting.
22. The Board of Directors has appointed CS Pranay Vaidya, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting and Poll process in a fair and transparent manner.
23. 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)
24. 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.
25. 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: May 12, 2023

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. 3

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Deepak Jadhav was proposed to be appointed as an Independent Director, not liable to retire by rotation. The Board of Directors at their Meeting held on May 12, 2023, subject to procurement of Director Identification Number and registration in databank had appointed Mr. Deepak Jadhav as Additional Director of the Company. Mr. Deepak Jadhav who was allotted the Director Identification Number and registered in the data bank on July 07, 2023 on June 07, 2023 was effectively appointed on even date, i.e. date on which he was allotted the DIN, for a term of 5 (five) consecutive years with effect from July 07, 2023 to July 06, 2023, subject to the approval of the Members by way of Special Resolution.

Mr. Deepak Jadhav, 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. Deepak Jadhav (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. Deepak Jadhav as an Independent Director of the Company for term of 5 (five) consecutive years with effect from July 07, 2023 to July 06, 2023 is being placed before the Members for their approval by way of a Special Resolution. Mr. Deepak Jadhav, once appointed, will not be liable to retire by rotation. A brief profile of Mr. Deepak Jadhav 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. 3 of this notice.

Name of the Director	Mr. Deepak Jadhav
Date of Birth	23/10/1962
Date of First Appointment on the Board	NA
Qualifications	B. Com
Brief profile	Mr. Deepak Jadhav, a commerce Graduate, is an entrepreneur and has a vast experience in the Advertising and marketing Sector for three decades. Mr. Deepak Jadhav is associated with Mumbai Cricket Association with the selection committee and had represented Mumbai in Ranji and Wills Trophy and Junior India (U-19 and U-22)
Expertise in specific functional area	1. Strategy and Planning 2. Governance 3. Financial
Number of Equity Shares held in the Company	NA
Directorship held in other Indian Listed Companies	NA
Directorship in other company	NA
Chairman/Member of Board Committee of listed companies	NA
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. Deepak Jadhav 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. 3 for the approval of the Members.

None of the Directors except Mr. Deepak Jadhav is interested in the said resolution.

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ITEM NO. 4

In continuation to the special resolution passed by the members pursuant to Companies Act 1956, the company was eligible to grant loans and advances to the extent of INR 550 Crores. However, the company was never required to grant such loans and advances with reference to the said resolution passed earlier. The Company was eventually approached for such an arrangement.

Therefore pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by Director or any entity said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is therefore proposed to the members to accord their consent to the loans granted and to accord their consent to grant loan or give guarantee or provide security in respect of any loan granted to such entities and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

Therefore, the said special resolution is proposed for the approval of members under item no. 4 of the notice.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

ITEM NO. 5:

Pursuant to Section 188 of the Companies Act 2013 no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution. "Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

It is therefore proposed to obtain the Members' approval for the following arrangements / transactions / contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Party	Relation	Maximum Aggregate Value of Transaction	Nature of Transaction
Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Leasing of property of any kind;
Angre Port Private Limited	Common Directors	INR. 3,00,00,000/-	Loans
Angre Port Private Limited	Common Directors	INR. 2,50,00,000/-	Interest on Loan

*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on May 12, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

Angre Port Private Limited	Mr. Vijay Chowgule, Whole Time Director and Promoter of Chowgule Steamships Limited is also a Director of Angre Port Private Limited. Dr. Rohini Chowgule a Non-Executive Director and promoter of Chowgule Steamships Limited is a Director of the Angre Port Private Limited and Mr. Ramesh Chowgule is related and relative as per the provisions of the law to Mr. Vijay Chowgule and Dr. Rohini Chowgule
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Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No	Particulars	Details
a.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on May 12, 2023.

The Board recommends the resolution set out at Item No. 5 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution. Except to the extent of shareholding of the Promoters/Directors their Relatives and Key Managerial Personnel in the above mentioned related parties which is duly disclosed above, none of the other Directors/Key Managerial Personnel/their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 5.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

ITEM NO. 6:

In continuation to the special resolution passed by the members pursuant to Companies Act 1956, the company was eligible to grant loans and advances to the extent of INR 550 Crores. However, the company was never required to grant such loans and advances with reference to the said resolution passed earlier. The Company was eventually approached for such an arrangement.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors, on the recommendation of the Audit Committee of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 100 Crores, as proposed in the Notice. The Company has advanced such loans and advances to M/s. Angre port private Limited and M/s Dolphin Investments Limited.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

Mr. Vijay Chowgule, Mr. Ramesh Chowgule and Dr. Rohini Chowgule, Directors of the company and their respective relatives are interested or concerned, financially or otherwise in respect of this special resolution and none of the other directors except the above-mentioned directors are interested or concerned, financially.

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 eServices 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://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 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.

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2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all eVoting 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, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider 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)



Chowgule Steamships Limited

- 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.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- The 60th Annual General Meeting of the Company is scheduled to be held on August 11, 2023. The E-Voting Facility shall be available from August 08, 2023 from 09:00 A.M. until August 10, 2023 upto 05:00 P.M.

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- d. Cut off date for determining the members eligible to cast their vote is August 04, 2023 and the Book Closure dates for the 60th Annual General Meeting shall be August 05, 2023 upto August 11, 2023 (both days inclusive).

The Board of Directors have appointed CS Pranay Vaidya, 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 60th Annual General Meeting, in true and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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.

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

Place: Mumbai
Date: May 12, 2023

Vijay Chowgule
Chairman
(DIN: 00018903)



Chowgule Steamships Limited

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.2 of this notice.

Name of the Director	Mr. Vijay Chowgule
Date of Birth	22 nd August, 1946
Date of First Appointment on the Board	14 th January, 2021
Qualifications	Mr. Vijay Chowgule aged 77 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
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	Refer Corporate Governance Report for detailed description
Disclosure of relationships between Directors/KMP inter-se	Mr. Vijay V. Chowgule is an elder brother of Dr. Rohini Chowgule, Director of the Company

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

Place: Mumbai
Date: May 12, 2023

Vijay Chowgule
Chairman
(DIN: 00018903)



Chowgule Steamships Limited

CIN: L63090GA1963PLC000002

Regd. Off. : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa 403 803, India

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 60TH ANNUAL GENERAL MEETING of the Company held on Friday, 11th August, 2023 at 11:00 a.m. at 2nd Floor, Centenary, Baina, Vasco-da-Gama, South Goa, Goa - 403802.

* Applicable for investors holding shares in electronic form.

Signature of the Shareholder

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Chowgule Steamships Limited

CIN: L63090GA1963PLC000002

Regd. Off. : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa 403 803, India

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* Applicable for investors holding shares in electronic form.

Signature of the Shareholder

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Chowgule Steamships Limited

CIN: L63090GA1963PLC000002

Regd. Off. : 503, 5th Floor, Gabmar Apartment, Vasco Da Gama, South Goa 403 803, India

Corporate Off.: 9, Mansi, 4th Floor Near Tilak Garden, Gaondevi, Thane West, Thane 400 602

Tel: 022-25302030/E-mail: compliance@chowgulesteamships.co.in/Website: www.chowgulesteamships.co.in

PROXY FORM

SIXTIETH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 11, 2023

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./DP ID/Client ID:	

I/We being member(s) of Chowgule Steamships Limited, holding _____ shares of the Company, hereby appoint:

(1) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;

(2) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;

(3) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company to be held on Friday, 11th August, 2023 at 11:00 a.m. at 2nd Floor, Centenary, Baina, Vasco-da-Gama, South Goa, Goa - 403802 and at any adjournment thereof in respect of following resolutions:

Resolutions	For	Against
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, 2023, together with the Report of the Board of Directors and Auditors thereon.		
2. To appoint a director in place of Mr. Vijay Vishwasrao Chowgule (DIN: 00018903), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:		
3. To Regularise and appoint Mr. Depak Jadhav (Din: 10221697), as an Independent Director of the Company		
4. To approve loan or giving of guarantee or issuing of security for loans, any entity or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested in compliance with provisions of Section 185 of the Companies Act, 2013 and listing regulations		
5. To consider and approve resolution for Related Party transaction under Section 188 of the Companies Act, 2013		
6. Approval of the limits for the loans and investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.		

Signed this _____ day of _____, 2023

Signature of the Member _____

Signature of the Proxy holder(s) _____

Affix Revenue Stamp ₹ 1/-

ROUTE MAP FOR THE SIXTIETH ANNUAL GENERAL MEETING

