

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Cochin Shipyard Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Madhu S Nair	07376798	ABKPN6246Q	C & ED	MD	01-Jan-2016			1	0	0	
Mr.	Paul Ranjan D	06869452	ACOPR4528G	ED		01-May-2014			1	1	0	SC
Mr.	Suresh Babu N V	07482491	ACUPS5203K	ED		26-Apr-2016			1	1	0	SC
Mr.	Bejoy Bhasker	08103825	ABRPB5769P	ED		05-Apr-2018			1	0	0	
Mr.	Satinder Pal Singh	07490296	AGJPS4070K	NED,ND		04-Oct-2017			3	2	0	
Mr.	Jyothilal K R	01650017	ACJPR2564H	NED,ND		20-Apr-2018			1	0	0	NRC
Mrs.	Roopa Shekhar Rai	07565156	ACXPR7830C	ID		21-Mar-2016	20-Mar-2019	36	1	0	0	NRC

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Radhakrishna Menon	07518727	AKGPM6833M	ID		21-Mar-2016	20-Mar-2019	36	1	1	1	AC
Mr.	Krishna Das E	02731340	AONPK4240H	ID		21-Mar-2016	20-Mar-2019	36	1	2	1	AC,SC,NRC
Mr.	Jiji Thomson	01178227	ABKPT0554H	ID		15-Jul-2017		36	1	1	0	AC,NRC
Mr.	Pradipta Banerji	00630615	AADPB2233M	ID		15-Jul-2017		36	1	1	0	AC
Mr.	Nanda Kumaran Puthezhath	02547619	ACCPP6546L	ID		15-Jul-2017		36	2	2	2	AC,SC,NRC

Company Remarks	Pursuant to the Ministry of Shipping, Government of India letter No SS.11012/05/2014-SY.II dated March 21, 2016, the 3 years tenure of Smt. Roopa Shekhar Rai (DIN: 07565156), Shri Radhakrishna Menon (DIN: 07518727) and Shri Krishna Das E (DIN: 02731340) as Non-Official Part Time (Independent) Directors on the Board of CSL came to an end on March 20, 2019. Since 75 percent of the equity shares of Cochin Shipyard is owned by the President of India, the Directors on the Board are appointed by the President of India through the Ministry of Shipping. The Ministry of Shipping is in the process of filling this vacancy of three Independent Directors including one Women Director. Hence, as on March 31, 2019 the Board of CSL comprises of 9 directors of whom 4 are Whole Time Directors, 3 Non-Official Part Time (Independent) Directors and 2 Official Part Time (Nominee) Directors of Government of India and Government of Kerala.
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pradipta Banerji	ID	Member	21-Mar-2019	
2	Jiji Thomson	ID	Member	21-Mar-2019	
3	Nanda Kumaran Puthezhath	ID	Chairperson	30-Aug-2017	
4	Krishna Das E	ID	Member	07-May-2016	20-Mar-2019
5	Radhakrishna Menon	ID	Member	07-May-2016	20-Mar-2019

Company Remarks	-
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Nanda Kumaran Puthezhath	ID	Chairperson	21-Mar-2019	
2	Suresh Babu N V	ED	Member	30-Aug-2017	
3	Paul Ranjan D	ED	Member	20-Sep-2016	
4	Krishna Das E	ID	Member	20-Sep-2016	20-Mar-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	Not applicable for the quarter
Whether Permanent chairperson appointed	-

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nanda Kumaran Puthezhath	ID	Member	21-Mar-2019	
2	Jiji Thomson	ID	Chairperson	21-Mar-2019	
3	Jyothilal K R	NED,ND	Member	06-May-2018	
4	Roopa Shekhar Rai	ID	Member	07-May-2016	20-Mar-2019
5	Krishna Das E	ID	Member	07-May-2016	20-Mar-2019

Company Remarks	-
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
16-Oct-2018	08-Feb-2019
31-Oct-2018	19-Mar-2019

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	99

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	31-Oct-2018	08-Feb-2019		Yes
Nomination & Remuneration Committee	12-Oct-2018	08-Feb-2019		Yes
Stakeholders Relationship Committee		07-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Kala V**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		https://www.cochinshipyard.com/
Terms and conditions of appointment of independent directors	Yes		https://www.cochinshipyard.com/dir.htm
Composition of various committees of board of directors	Yes		https://www.cochinshipyard.com/investors.htm
Code of conduct of board of directors and senior management personnel	Yes		https://www.cochinshipyard.com/investors.htm
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.cochinshipyard.com/investors.htm
Criteria of making payments to non-executive directors	Yes		https://www.cochinshipyard.com/dir.htm
Policy on dealing with related party transactions	Yes		https://www.cochinshipyard.com/investors.htm
Policy for determining 'material' subsidiaries	Yes		https://www.cochinshipyard.com/investors.htm
Details of familiarization programs imparted to independent directors	Yes		https://www.cochinshipyard.com/investors.htm
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.cochinshipyard.com/investors.htm

email address for grievance redressal and other relevant details	Yes		https://www.cochinshipyard.com/investors.htm
Financial results	Yes		https://www.cochinshipyard.com/investors.htm
Shareholding pattern	Yes		https://www.cochinshipyard.com/investors.htm
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	

<i>Board composition</i>	17(1)	No	Pursuant to the Ministry of Shipping, Government of India letter No SS.11012/05/2014-SY.II dated March 21, 2016, the 3 years tenure of Smt. Roopa Shekhar Rai (DIN: 07565156), Shri Radhakrishna Menon (DIN: 07518727) and Shri Krishna Das E (DIN: 02731340) as Non-Official Part Time (Independent) Directors on the Board of CSL came to an end on March 20, 2019. Since 75 percent of the equity shares of Cochin Shipyard is owned by the President of India, the Directors on the Board are appointed by the President of India through the Ministry of Shipping. The Ministry of Shipping is in the process of filling this vacancy of three Independent Directors including one Women Director. Hence, as on March 31, 2019 the Board of CSL comprises of 9 directors of whom 4 are Whole Time Directors, 3 Non-Official Part Time (Independent) Directors and 2 Official Part Time (Nominee) Directors of Government of India and Government of Kerala.
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	

<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	

<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Kala V**
Designation : **Company Secretary & Compliance Officer**