

### General information about company

Scrip code	540678
NSE Symbol	COCHINSHIP
MSEI Symbol	
ISIN	INE704P01017
Name of the entity	COCHIN SHIPYARD LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities



1	Mr	Madhu S Nair	ABKPN 6246Q	0737 6798	Executive Director	Chairperson	MD	05-01-1966	NA	01-01-2016				1	0	0	0		
2	Mr	Suresh Babu N V	ACUPS5 203K	0748 2491	Executive Director	Not Applicable		22-04-1961	NA	26-04-2016				1	0	0	0		
3	Mr	Bejoy Bhasker	ABRPB5 769P	0810 3825	Executive Director	Not Applicable		07-05-1965	NA	05-04-2018				1	0	0	0		
4	Mr	Jose V J	AANPJ6 657K	0844 4440	Executive Director	Not Applicable		04-02-1967	NA	01-08-2019				1	0	0	0		

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regula	No of Independent Directorship in listed entities including this listed entity (Refer Regula	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulat	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed	Notes for not providing PAN	Notes for not providing DIN
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<b>Stakeholders Relationship Committee</b>								
Whether the Stakeholders Relationship Committee has a Regular Chairperson						No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

<b>Risk Management Committee</b>								
Whether the Risk Management Committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	07482491	Suresh Babu N V	Executive Director	Chairperson	08-02-2019			
2	08103825	Bejoy Bhasker	Executive Director	Member	08-02-2019			
3	08444440	Jose V J	Executive Director	Member	12-11-2019			

<b>Corporate Social Responsibility Committee</b>								
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	

<b>Other Committee</b>							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	15-10-2020				Yes	5	0
2	12-11-2020		27		Yes	6	0
3		04-01-2021	52		Yes	6	0
4		12-02-2021	38		Yes	5	0

## Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Risk Management Committee	05-02-2021				Yes	3	0

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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

7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Syamkamal N
2	Designation	Company Secretary and Compliance Officer

### Annexure II

#### Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.cochinshipyard.com">https://www.cochinshipyard.com</a>
2	Terms and conditions of appointment of independent	Yes		<a href="https://cochinshipyard.com/board-of-directors/independent">https://cochinshipyard.com/board-of-directors/independent</a>



	directors			
3	Composition of various committees of board of directors	Yes		<a href="https://cochinshipyard.com/uploads/investors/141d173dc1b58d3be94d79e1a83cce73.pdf">https://cochinshipyard.com/uploads/investors/141d173dc1b58d3be94d79e1a83cce73.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://cochinshipyard.com/uploads/investors/c8734a9eeb33690a6cce0e6f79d6935b.pdf">https://cochinshipyard.com/uploads/investors/c8734a9eeb33690a6cce0e6f79d6935b.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://cochinshipyard.com/uploads/investors/86e4f639de81552f10f00afec6917a09.pdf">https://cochinshipyard.com/uploads/investors/86e4f639de81552f10f00afec6917a09.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://cochinshipyard.com/board-of-directors/independent">https://cochinshipyard.com/board-of-directors/independent</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://cochinshipyard.com/uploads/coporate/183d8b6d86dbcd98336ba05c52dc6bfd.pdf">https://cochinshipyard.com/uploads/coporate/183d8b6d86dbcd98336ba05c52dc6bfd.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://cochinshipyard.com/uploads/coporate/1099f7ea16da066153e2abb9b3173e4f.pdf">https://cochinshipyard.com/uploads/coporate/1099f7ea16da066153e2abb9b3173e4f.pdf</a>

9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://cochinshipyard.com/uploads/FTPStaging/INDPDIR/famil.pdf">https://cochinshipyard.com/uploads/FTPStaging/INDPDIR/famil.pdf</a>
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## Annexure II

**Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://cochinshipyard.com/grievance-cell">https://cochinshipyard.com/grievance-cell</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
12	Financial results	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
13	Shareholding pattern	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
16	New name and the old name of the listed entity	NA		

17	Advertisements as per regulation 47 (1)	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://cochinshipyard.com/annual-report">https://cochinshipyard.com/annual-report</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.cochinshipyard.com/">https://www.cochinshipyard.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://cochinshipyard.com/Investors">https://cochinshipyard.com/Investors</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA	
2	Board composition	17(1), 17(1A) & 17(1B)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors,

				three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, Presently there are no Independent Directors including Women Director on the Board of CSL as required by SEBI (LODR) Regulations. CSL is regularly following up with the Ministry for appointment of independent directors.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, Presently there is no Independent Directors on the Board as required by SEBI (LODR) Regulations. CSL is regularly following up with the Ministry for appointment of independent directors.
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, the Audit Committee could not be re-constituted as per the statutory composition. CSL is regularly following up with the Ministry for appointment of independent directors.
16	Meeting of Audit Committee	18(2)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of

				tenure of their appointment prescribed by the Government of India. Presently there is no statutory quorum required for Audit Committee. Hence, CSL is not able to conduct Audit Committee Meeting. CSL is regularly following up with the Ministry for appointment of independent directors.
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, the Nomination and Remuneration Committee could not be re-constituted as per the statutory composition. CSL is regularly following up with the Ministry for appointment of independent directors.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, presently there is no statutory quorum required for Nomination and Remuneration Committee. CSL is regularly following up with the Ministry for appointment of independent directors.
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors

				including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Hence, the Stakeholder Relationship Committee could not be re-constituted as per the statutory composition. CSL is regularly following up with the Ministry for appointment of independent directors.
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## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	No	Being a PSU, the Directors are appointed by the Govt. of India. CSL had six independent directors in compliance with regulation 17 of the SEBI (LODR) Regulations, 2015 till March 20, 2020. Subsequently, out of the six independent directors, three independent directors including a Women Director vacated their office with effect from March 21, 2020 and the remaining three independent directors had vacated their office with effect from July 15, 2020 on completion of tenure of their appointment prescribed by the Government of India. Presently there is no statutory quorum required for Stakeholder Relationship Committee. Hence, CSL is not able to conduct Stakeholder Relationship Committee Meeting. CSL is regularly following up with the Ministry for appointment of independent directors.
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	

24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	



33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Syamkamal N
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Syamkamal N
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Syamkamal N
Designation of person	Company Secretary and Compliance Officer
Place	Kochi
Date	12-04-2021