

<b>General information about company</b>	
Scrip code	540678
NSE Symbol	COCHINSHIP
MSEI Symbol	
ISIN	INE704P01017
Name of the entity	COCHIN SHIPYARD LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

N	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 Regulations]	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 Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of p of Chairper in Auc Stakeho Commi held i listed entitie includi this list entity (R Regulat 26(1) Listin Regulati
5246Q	07376798	Executive Director	Chairperson	MD	05-01-1966	NA		01-01-2016	13-08-2019			1	0	0	0
5203K	07482491	Executive Director	Not Applicable		22-04-1961	NA		26-04-2016				1	0	1	0
5769P	08103825	Executive Director	Not Applicable		07-05-1965	NA		05-04-2018				1	0	0	0
5657K	08444440	Executive Director	Not Applicable		04-02-1967	NA		01-08-2019				1	0	1	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 Regulations]	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 Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Satinder Pal Singh	AGJPS 4070K	0749 0296	Non-Executive - Nominee	Not Applicable		05-07-1968	NA		04-10-2017		03-02-2020		2	0	0	0		



	r / Ms)				tors	tors	tors	rth	ion passed ? [Refer Reg. 17(1A) of Listing Regulations]	special resolution	tment			ctor (in months)	listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	orship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	ding PAN	ding DIN
9	Mr	Radhakrishna Menon	AKGPM 6833M	0751 8727	Non-Executive - Independent Director	Not Applicable		30-05-1964	NA		21-03-2016	29-07-2019	21-03-2020	12	0	0	0	0		
10	Mr	Krishna Das E	AONPK 4240H	0273 1340	Non-Executive - Independent Director	Not Applicable		16-12-1969	NA		21-03-2016	29-07-2019	21-03-2020	12	0	0	0	0		

11	Mr	Jiji Thomson	ABKPT 0554H	0117 8227	Non-Executive - Independent Director	Not Applicable		23-02-1956	NA		15-07-2017			36	1	1	0	0		
12	Mr	Pradipta Banerji	AADPB 2233M	0063 0615	Non-Executive - Independent Director	Not Applicable		03-08-1960	NA		15-07-2017			36	1	1	0	0		

## I. Composition of Board of Directors

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

#### Whether 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 Regula	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this	No of post of Chairperson in Audit/Stakeholder Committee held in listed	Notes for not providing PAN	Notes for not providing DIN
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								Regulations]						tion 17A of Listing Regulations)	(Refer Regulation 17A(1) of Listing Regulations)	listed entity (Refer Regulation 26(1) of Listing Regulations)	entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)		
13	Mr	Nanda Kumaaran Puthezhath	ACCPP 6546L	02547619	Non-Executive - Independent Director	Not Applicable		30-05-1953	NA		15-07-2017		36	2	1	4	2		

Audit Committee Details							
Whether the Audit 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	07518727	Radhakrishna Menon	Non-Executive - Independent Director	Chairperson	13-08-2019	21-03-2020	Textual Information(1)
2	02731340	Krishna Das E	Non-Executive -	Member	13-08-2019	21-03-2020	

			Independent Director				
3	02547619	Nanda Kumaran Puthethath	Non-Executive - Independent Director	Chairperson	30-08-2017		Textual Information(2)
4	01178227	Jiji Thomson	Non-Executive - Independent Director	Member	21-03-2020		
5	00630615	Pradipta Banerji	Non-Executive - Independent Director	Member	21-03-2020		

### Sr Text Block

Textual Information(1)	Shri Radhakrishna Menon was the regular Chairperson of the Committee till 20-03-2020.
Textual Information(2)	Shri Nanda Kumaran Puthethath is the member of the Committee since 30-08-2017 and is the Chairperson of the Committee since 21-03-2020.

Nomination and remuneration committee							
Whether the Nomination and remuneration 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	02731340	Krishna Das E	Non-Executive - Independent Director	Chairperson	13-08-2019	21-03-2020	Textual Information(1)
2	07565156	Roopa Shekhar Rai	Non-Executive - Independent Director	Member	13-08-2019	21-03-2020	
3	01650017	Jyothilal K R	Non-Executive - Nominee Director	Member	06-05-2018		



4	01178227	Jiji Thomson	Non-Executive - Independent Director	Chairperson	21-03-2020		Textual Information(2)
5	02547619	Nanda Kumaran Puthethath	Non-Executive - Independent Director	Member	21-03-2020		

### Sr Text Block

Textual Information(1)	Shri Krishna Das E was the regular Chairperson of the Committee till 20-03-2020.
Textual Information(2)	Shri Jiji Thomson is the Chairperson of the Committee since 21-03-2020.

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship 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	02731340	Krishna Das E	Non-Executive - Independent Director	Chairperson	13-08-2019	21-03-2020	Textual Information(1)
2	07482491	Suresh Babu N V	Executive Director	Member	30-08-2017		
3	08444440	Jose V J	Executive Director	Member	13-08-2019		
4	02547619	Nanda Kumaran Puthethath	Non-Executive - Independent Director	Chairperson	21-03-2020		Textual Information(2)

### Sr Text Block

Textual Information(1)	Shri Krishna Das E was the regular Chairperson of the Committee till 20-03-2020.
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Textual Information(2)	Shri Nanda Kumaran Puthezath is the Chairperson of the Committee since 21-03-2020.
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<b>Risk Management Committee</b>								
Whether the Risk Management 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	
1	07482491	Suresh Babu N V	Executive Director	Member	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						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	07565156	Roopa Shekhar Rai	Non-Executive - Independent Director	Chairperson	13-08-2019	21-03-2020	Textual Information(1)	
2	07518727	Radhakrishna Menon	Non-Executive - Independent Director	Member	13-08-2019	21-03-2020		
3	08103825	Bejoy Bhasker	Executive Director	Member	06-05-2018			
4	08444440	Jose V J	Executive Director	Member	13-08-2019			
5	01178227	Jiji Thomson	Non-Executive - Independent Director	Chairperson	21-03-2020		Textual Information(2)	

6	02547619	Nanda Kumaran Puthezhath	Non-Executive - Independent Director	Member	21-03-2020		
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### Sr Text Block

Textual Information(1)	Smt. Roopa Shekhar Rai was the regular Chairperson of the Committee till 20-03-2020.
Textual Information(2)	Shri Jiji Thomson is the Chairperson of the Committee since 21-03-2020.

### Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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### 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	23-10-2019				Yes	9	4
2	12-11-2019		19		Yes	9	5
3		11-02-2020	90		Yes	10	5

## 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	Audit Committee	12-11-2019				Yes	2	2
2	Audit Committee	11-02-2020	90			Yes	3	3
3	Nomination and remuneration committee	11-02-2020				Yes	2	2
4	Nomination and remuneration committee	13-03-2020	30			Yes	2	2
5	Nomination and remuneration committee	19-03-2020	5			Yes	2	2

6	Stakeholders Relationship Committee	11-02-2020				Yes	3	1
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### Annexure 1

#### IV. Meeting of Committees

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*
7	Risk Management Committee	28-01-2020				Yes	3	0
8	Corporate Social Responsibility Committee	12-11-2019				Yes	4	2
9	Corporate Social Responsibility Committee	20-12-2019	37			Yes	4	2
10	Corporate Social Responsibility Committee	11-02-2020	52			Yes	4	2

### 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	Yes	

### 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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure	Yes

	requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	
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 directors	Yes		<a href="https://cochinshipyard.com/board-of-directors/independent">https://cochinshipyard.com/board-of-directors/independent</a>
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	Yes		<a href="https://cochinshipyard.com/board-of-directors/independent">https://cochinshipyard.com/board-of-directors/independent</a>



	directors			
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>

## 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	Yes		<a href="https://cochinshipyard.com/grievance-">https://cochinshipyard.com/grievance-</a>

	relevant details			cell
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)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	Pursuant to the Ministry of Shipping, Government of India letter F. No. SY.11012/1/2016-CSL dated July 29, 2019, the 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, 2020. Since 72.86 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, 2020 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.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	

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)	NA	
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)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	

19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
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	24(1)	NA	

	unlisted material Subsidiary			
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

<b>Annexure II</b>		
<b>III. Affirmations</b>		
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	

<b>Annexure II</b>		
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	13-05-2020