

**General information about company**

Scrip code	540678
NSE Symbol	COCHINSHIP
MSEI Symbol	NOTLISTED
ISIN	INE704P01017
Name of the entity	COCHIN SHIPYARD LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## 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

Sr	Title (Mr / Ms)	Name of the Director	Category 1 of directors	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)
1	Mr	Madhu S Nair	Executive Director, Chairperson, MD	01-01-2016	01-01-2016			1	0	0	0
2	Mr	Bejoy Bhasker	Executive Director	05-04-2018	05-04-2018			1	0	1	0
3	Mr	Jose V J	Executive Director	01-08-2019	01-08-2019			1	0	1	0
4	Mr	Sanjay Bandopadhyaya	Non-Executive - Nominee Director	03-02-2020	03-02-2020			1	0	0	0
5	Mr	Jyothilal K R	Non-Executive - Nominee Director	20-04-2018	24-08-2020			1	0	0	0
6	Mrs	Amrapali Prashant Salve	Non-Executive - Independent Director	26-11-2021	26-11-2021		36	1	1	0	0
7	Mr	Nahar Singh Maheshwar	Non-Executive - Independent Director	01-12-2021	01-12-2021		36	1	1	0	0

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8	Mr	Ashok Sharma	Non-Executive - Independent Director	26-11-2021	26-11-2021		36	1	1	1	0
9	Mr	Prithviraj Harichandan	Non-Executive - Independent Director	22-11-2021	22-11-2021		36	1	1	1	1
10	Mr	Venkatesan M	Non-Executive - Independent Director	22-11-2021	22-11-2021		36	1	1	1	1
11	Mr	Abhijit Biswas	Non-Executive - Independent Director	01-12-2021	01-12-2021		36	1	1	1	0

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
1	01351097	Prithviraj Harichandan	Non-Executive - Independent Director	Chairperson	20-12-2021	
2	09414565	Ashok Sharma	Non-Executive - Independent Director	Member	20-12-2021	
3	09419083	Abhijit Biswas	Non-Executive - Independent Director	Member	20-12-2021	

<b>Nomination and remuneration committee</b>						
<b>Whether the Nomination and remuneration committee has a Regular Chairperson</b>					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	09414565	Ashok Sharma	Non-Executive - Independent Director	Chairperson	20-12-2021	
2	01650017	Jyothilal K R	Non-Executive - Nominee Director	Member	20-12-2021	
3	09419083	Abhijit Biswas	Non-Executive - Independent Director	Member	20-12-2021	

<b>Stakeholders Relationship Committee</b>						
<b>Whether the Stakeholders Relationship Committee has a Regular Chairperson</b>					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07667728	Venkatesan M	Non-Executive - Independent Director	Chairperson	20-12-2021	
2	08103825	Bejoy Bhasker	Executive Director	Member	20-12-2021	
3	08444440	Jose V J	Executive Director	Member	20-12-2021	

<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
1	09415405	Amrapali Prashant Salve	Non-Executive - Independent Director	Chairperson	20-12-2021	
2	08103825	Bejoy Bhasker	Executive Director	Member	20-12-2021	
3	08444440	Jose V J	Executive Director	Member	20-12-2021	

<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
1	09419082	Nahar Singh Maheshwari	Non-Executive - Independent Director	Chairperson	20-12-2021	
2	09415405	Amrapali Prashant Salve	Non-Executive - Independent Director	Member	20-12-2021	
3	08103825	Bejoy Bhasker	Executive Director	Member	20-12-2021	
4	08444440	Jose V J	Executive Director	Member	20-12-2021	

III. Meeting of Board of Directors							
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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2021				Yes	4	0
2		10-02-2022	90		Yes	10	6
3		16-03-2022	33		Yes	10	6

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	10-02-2022				Yes	3	3
2	Nomination and remuneration committee	22-01-2022				Yes	3	2
3	Stakeholders Relationship Committee	10-02-2022				Yes	3	1

4	Risk Management Committee	29-03-2022				Yes	3	1
5	Corporate Social Responsibility Committee	22-01-2022				Yes	4	2

#### 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	

#### 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	Yes
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 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

<b>I. Disclosure on website in terms of Listing Regulations</b>				
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://cochinshipyard.in">https://cochinshipyard.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://cochinshipyard.in/board-of-directors/independent">https://cochinshipyard.in/board-of-directors/independent</a>
3	Composition of various committees of board of directors	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/59">https://cochinshipyard.in/investor/investor_titles/59</a>
4	Code of conduct of board of directors and senior	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>



	management personnel			
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://cochinshipyard.in/board-of-directors/independent">https://cochinshipyard.in/board-of-directors/independent</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://cochinshipyard.in/board-of-directors/independent">https://cochinshipyard.in/board-of-directors/independent</a>
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.in/grievance-cell">https://cochinshipyard.in/grievance-cell</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://cochinshipyard.in/grievance-cell">https://cochinshipyard.in/grievance-cell</a>
12	Financial results	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/54">https://cochinshipyard.in/investor/investor_titles/54</a>
13	Shareholding pattern	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/62">https://cochinshipyard.in/investor/investor_titles/62</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.in/investor/investor_titles/67">https://cochinshipyard.in/investor/investor_titles/67</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.in/Investor">https://cochinshipyard.in/Investor</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/69">https://cochinshipyard.in/investor/investor_titles/69</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.in/investor/investor_titles/53">https://cochinshipyard.in/investor/investor_titles/53</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://cochinshipyard.in">https://cochinshipyard.in</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://cochinshipyard.in/investor/investor_titles/68">https://cochinshipyard.in/investor/investor_titles/68</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://cochinshipyard.in">https://cochinshipyard.in</a>

## 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)	Yes	
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)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
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	
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 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	
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>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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>Signatory Details</b>	
Name of signatory	Syamkamal N
Designation of person	Company Secretary and Compliance Officer
Place	Kochi
Date	08-04-2022