



SEC/48/2017-63

August 12, 2025

The Manager Compliance Department BSE Limited Phiroze Jeejeebhoy Tower Dalal Street Mumbai – 400 001	The Manager Compliance Department The National Stock Exchange of India Ltd. Exchange Plaza Bandra – Kurla Complex, Bandra (East) Mumbai – 400 051
Scrip Code/Symbol: 540678/COCHINSHIP	

Dear Sir/Madam,

Subject: Comments of the Board of Directors of the Company w.r.t the fine imposed by the Stock Exchanges for non-appointment of independent directors and consequent non-compliances under the SEBI LODR Regulations

1. This is with reference to the fine imposed by BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (“Stock Exchanges”) aggregating to Rs. 14,04,200 each (including GST @ 18%) for non-compliance with Regulation 17(1) (Composition of Board of Directors – no independent directors including a woman director), Regulation 17(2A) (Quorum of Board Meetings – absence of independent director) and Regulations 18, 19, 20 & 21 (Non-compliance with the constitution of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) during the quarter ended March 31, 2025.
2. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Stock Exchanges have advised the Company that the above matter shall be placed before the Board of Directors of the Company and the comments made by the Board shall be duly disseminated on the Exchange portal.
3. Accordingly, the aforesaid matter was placed before the Board of Directors of the Company at their meeting held on August 12, 2025. The Board took note of the same and acknowledged the fact that the power to appoint Directors on the Board of the Company vests with the Government of India. The Board noted that the Ministry of Ports, Shipping & Waterways, Government of India vide their letter No. SY-11012/1/2016-CSL dated May 20, 2025, appointed Dr. Seema Suri as an independent director on the Board of CSL. Following her induction, the Company re-constituted the Stakeholders Relationship Committee and the Risk Management Committee in line with the SEBI LODR Regulations on June 01, 2025. The appointment of the remaining five independent directors is awaited from the Government of India and constant efforts are being made to meet the compliance requirements. The Audit



Committee and the Nomination and Remuneration Committee could be re-constituted in line with the SEBI LODR Regulations only after sufficient number of independent directors are appointed by the Government of India.

4. The Board also noted that since the said non-compliances were neither due to the negligence/ default by the Company nor within the control of the management of the Company, the Company has filed a request for waiver of fines w.r.t those provisions of the SEBI LODR Regulations that CSL is already in compliance with and the reply in this regard is awaited. The Board advised to continue following up the matter with the Administrative Ministry and also to file appropriate waiver requests with the Stock Exchanges for the remaining non-compliant provisions, once compliance is achieved, as per the extant Policy for Exemption of Fines.

5. The above is for your information and record please.

Thanking you,

For Cochin Shipyard Limited