

कोचीन शिपयार्ड लिमिटेड

(भारत सरकार की श्रेणी-1 मिनिरात्रा कंपनी, पत्तन, पोत परिवहन और जलमार्ग मंत्रालय)



COCHIN SHIPYARD LIMITED

(A Government of India Category-1 Miniratna Company, Ministry of Ports, Shipping and Waterways)

SEC/48/2017-63

May 27, 2023

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: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

1. The Annual Secretarial Compliance Report for the financial year ended March 31, 2023 pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith.
2. The above is for your information and record please.

Thanking you,

For Cochin Shipyard Limited

**Company Secretary &
Compliance Officer**



पंजीकृत कार्यालय : प्रशासनिक भवन, पी.ओ.बैग सं 1653, पेरुमानूर पी. ओ., कोच्ची - 682 015
Registered Office : Administrative Building, P.O. Bag No. 1653, Perumanoor P.O., Kochi - 682 015
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SECRETARIAL COMPLIANCE REPORT

OF

COCHIN SHIPYARD LIMITED

FOR THE YEAR ENDED MARCH 31, 2023

We M/s. Mehta & Mehta, Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Cochin Shipyards Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Administrative Building, Cochin Shipyards Premises, Perumanoor, Cochin, Ernakulam, Kerala - 682015. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter:

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Cochin Shipyards Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (During the period under review the same is not applicable to the company)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (During the period under review the same is not applicable to the company);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (During the period under review the same is not applicable to the company);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(During the period under review the same is not applicable to the company);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

S r. No.	Com- pliance Require- ment (Regu- lations/ circular s/guide- lines includin gspecific clause)	Regu- lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Vio- lation	Fine Amount	Obser- vations/ Re- marks of the Prac- ticing Compa- ny Sec- retary	Man- age- ment Re- sponse	Re- marks



NA	NA	NA	NA	Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	NA	NA	NA	NA	NA
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification /Fine/Show Cause Notice/Warning, etc.					
1.	Regulation 38 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Regulation 38 (LODR), 2015	The Company has not attained the Minimum Public Shareholding of 25% as required under Rule 19A of the	BSE/NSE	Fine		Fine of INR 16,93,300/- (Rupees Sixteen Lakhs Ninety Three Thousand and Three Hundred only)	SEBI vide letter no. SEBI/HO/CFD/CMD1/OW/P/2022/24375/1 dated June		



			<p><i>Securities Contracts (Regulations) Rules, 1957 through the methods prescribed by the Securities and Exchange Board of India.</i></p>			<p><i>by each stock exchange</i></p>	<p><i>13, 2022 has permitted divestment of 30,90,978 shares held by the President of India to, Nippon Life India Asset Management Ltd, as a part of CPSE Exchange Traded Fund FFO-6, as a method to comply with MPS requirements under clause (ix) of the Annexure to the M-PS Circular. Consequently, the</i></p>		
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2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NA
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA



III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NIL
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	NIL
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	YES	NIL
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as</p>	YES	NIL



	<i>confirmed by the listed entity.</i>		
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) <i>Identification of material subsidiary companies</i></p> <p>(b) <i>Disclosure requirement of material as well as other subsidiaries</i></p>	YES	NIL
6.	<p>Preservation of Documents:</p> <p><i>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</i></p>	YES	NIL
7.	<p>Performance Evaluation:</p> <p><i>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</i></p>	YES	NIL
8.	<p>Related Party Transactions:</p> <p>(a) <i>The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</i></p> <p>(b) <i>The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</i></p>	YES	NIL
9.	<p>Disclosure of events or information:</p> <p><i>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</i></p>	YES	NIL



10.	Prohibition of Insider Trading: <i>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</i>	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: <i>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</i>	YES	NIL
12.	Additional Non-compliances, if any: <i>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</i>	NIL	NIL

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Cochin

Signature:

Date: 26/05/2023




Name of PCS: Arun K Kamalobhavan

FCS No.: 9609, CP No.: 11657

UDIN: F009609E000383840

PR No.: 786/2020