



SEC/48/2017-63

June 29, 2021

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, 2021

1. The Annual Secretarial Compliance Report for the financial year ended March 31, 2021 pursuant to Regulation 24A(2) of SEBI (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., कोची - 682 015
Registered Office : Administrative Building, P.O. Bag No. 1653, Perumanoor P.O., Kochi - 682 015
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वेबसाइट / Website : www.cochinshipyard.com, सीआईएन / CIN: L63032KL1972GOI002414

SECRETARIAL COMPLIANCE REPORT
OF
COCHIN SHIPYARD LIMITED
FOR THE YEAR ENDED MARCH 31, 2021

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

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

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (During the year under review not applicable to the company);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (During the year under review not applicable to the company);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (During the period under review not applicable to the company);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (During the period under review not applicable to the company);



- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (During the period under review not applicable to the company);
- 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:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **subject to the following observations:**

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary, if any.
1.	<i>Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to appointment of Woman Director</i>	<i>There was no Woman Director on the Board of Directors of the Company for the period April 01, 2020 to March 31, 2021</i>	<i>The Company being a CPSE, the power to appoint Directors vests with the Government of India. The Company has forwarded necessary intimations to the Administrative</i>
2.	<i>Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to appointment of requisite number of Independent Director</i>	<i>There were no requisite number of Independent Directors on the Board of Directors of the Company for the period July 15, 2020 to March 31, 2021</i>	<i>Ministry for appointment of Independent Directors including a Woman Director.</i>
3.	<i>Regulation 18, 19 and 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to constitution of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.</i>	<i>The Committees were not constituted as there were no requisite number of Independent Directors for the period July 15, 2020 to March 31, 2021</i>	<i>The default is subsisting as on March 31, 2021</i>



- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited (BSE)	Non-Compliance of Corporate Governance conditions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Non-Appointment of Woman Director & Independent Directors & Constitution of committees for the quarter ended September 30, 2020 and December 31, 2020	Fine: INR 9,38,000/- (Rupees Nine Lakh Thirty Eight Thousand Only)#	The fine levied by BSE was waived off
2.	National Stock Exchange of India Limited (NSE)	Non-Compliance of Corporate Governance conditions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Non-Appointment of Woman Director & Independent Directors & Constitution of committees for the quarter ended September 30, 2020 and December 31, 2020	Fine: INR 9,58,000/- (Rupees Nine Lakh Fifty Eight Thousand Only)#	Nil

#The fine amounts mentioned above are exclusive of Goods and Service Tax @18%



- The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	There was no Woman Director on the Board of Directors of Company for the period April 01, 2019 to July 28, 2019	2019-20	Woman Director was appointed on July 29, 2019	NIL
2	There were no requisite number of Independent Directors on the Board of Directors of the Company for the period April 01, 2019 to July 28, 2019	2019-20	The requisite number of Independent Directors were appointed on July 29, 2019	NIL

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Atul Mehta
Partner



PCS No: 5782
CP No: 2486

Place: Mumbai
Date: 11th June, 2021

UDIN: F005782C000450281

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

To,

Cochin Shipyard Limited
Administrative Building,
Cochin Shipyard Premises,
Perumanoor Cochin,
Ernakulam Kerala 682015

Our report of even date is to be read along with this letter.

- Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our verification of the same.
- We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
- The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the Company.
- As regards the books, papers, forms, reports and returns filed by the Company under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.



- This report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**



**Atul Mehta
Partner**



**FCS No : 5782
CP No. : 2486**

**Place : Mumbai
Date : 11th June, 2021**

UDIN : F005782C000450281