



BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001
Scrip Code: 543237

To
National Stock Exchange of
India Limited
Exchange Plaza, C-1, Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400 005
NSE Symbol : MAZDOCK



माझगांव डॉक शिपबिल्डर्स लिमिटेड

(भारत सरकार का उपक्रम) 2021

Mazagon Dock Shipbuilders Ltd.

(Formerly Mazagon Dock Limited)

(A Govt. of India Undertaking)

CIN : U35100MH1934GOI002079

डॉकयार्ड रोड, माझगांव, मुंबई - 400 010
Dockyard Road, Mazagaon, Mumbai - 400 010

Certified - ISO 9001 : 2008

उत्पत्ति क्रमांक

Ref. No.

दिनांक

Date 12.01.2021

Sub: Corporate Governance Report for the quarter ended 31st December 2021

Dear Sir/ Madam,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 31st December, 2021 in terms of Regulation 27 of SEBI LODR.

This is for your information and records.

Thanking You,

Yours Faithfully,

For MAZAGON DOCK SHIPBUILDERS LIMITED


(Vijayalakshmi Kumar)
Company Secretary

Encl : as above



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ANNEXURE -1
CORPORATE GOVERNANCE REPORT

Name of Listed entity: **MAZAGON DOCK SHIPBUILDERS LIMITED**
Quarter ending : **31st December, 2020**

I. Composition of Board of Directors												
Title	Name of the Director	DIN	Category (Chairperson / Executive/ Non - Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In Months)	Date of Birth	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) 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)
Mr.	Narayan Prasad	08644492	Chairman and Managing Director, Executive Director	30.12.2019	-	-	37	07.01.1963	1	0	1	1
Mr.	Sanjeev Singhal	07642358	Executive Director	08.01.2020	-	-	60	08.02.1965	1	0	1	0
Mr.	Thoppil Verghese Thomas	07978819	Executive Director	02.11.2017	-	-	43	15.06.1961	1	0	2	0
Mr.	Anil Kumar Saxena	08006255	Executive Director	21.03.2018	-	-	34	19.01.1961	1	0	0	0
Mr.	Jasbir Singh	08556592	Executive Director	01.11.2019	-	-	60	13.04.1967	1	0	0	0
Mr.	Sanjay Jaju	01671018	Non-executive - Nominee Director	24.11.2020	-	-	-	26.02.1969	1	0	0	0
Mr.	Mailareshwar J. Jeevannavar	03266130	Non-executive - Independent Director	09.03.2018	-	-	36	15.12.1955	1	1	1	0



Mr.	Kamaiah Bandi	07962235	Non-executive - Independent Director	10.10-2017	-	09.10.2020	36	01.07.1952	0	0	0	0
Mr.	V. L. Kantha Rao	06419253	Non-executive - Nominee Director	16.03.2020	-	24.11.2020	-	05.12.1967	1	0	0	0



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Whether Regular chairperson appointed : Yes

Whether Chairperson is related to managing director or CEO : Yes

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee		Mr. T.V. Thomas	Executive Director, Member	02-11-2017	-
		Mr. Mailareshwar J. Jeevannavar	Non-Executive-Independent Director, Member	19.09.2020	-
		Mr. Kamaiah Bandi	Non-Executive-Independent Director, Chairperson	01.03.2018	09.10.2020
2. Nomination & Remuneration Committee		Mr. Mailareshwar J. Jeevannavar	Non-Executive-Independent Director, Member	28.01.2020	-
		Mr. Kamaiah Bandi	Non-Executive-Independent Director, Chairperson	03.04.2019	09.10.2020
3. Risk Management Committee(if applicable)		N.A.			
4. Stakeholders Relationship Committee'		Mr. Narayan Prasad	Executive Director, Chairperson	28.01.2020	
		Mr. T.V. Thomas	Executive Director, Member	28.01.2020	
		Mr. Sanjeev Singhal	Executive Director, Member	28.01.2020	
5. Corporate Social Responsibility Committee		Mr. T.V. Thomas	Executive Director, Member	02.11.2017	
		Mr. Anil Kumar Saxena	Executive Director, Member	21.03.2018	
		Mr. Mailareshwar J. Jeevannavar	Non-Executive-Independent Director, Member	28.01.2020	
		Mr. Kamaiah Bandi	Non-Executive-Independent Director, Chairperson	19.09.2020	09.10.2020



III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
15.07.2020, 27.08.2020, 11.09.2020, 19.09.2020	05.10.2020	Yes	7	2	15
	12.11.2020	Yes	6	1	37



IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
		Audit Committee			
NIL	N.A	N.A	N.A	15.07.2020	
				27.08.2020	42
				11.09.2020	14
				18.09.2020	6
		Nomination & Remuneration Committee			
05.10.2020	YES	2	2	NIL	
		Stakeholders Relationship Committee			
NIL	N.A	N.A	N.A	NIL	
		Risk Management Committee			
N.A				N.A	
		Corporate Social Responsibility Committee			
NIL	N.A	N.A	N.A	15.07.2020	
				25.09.2020	

* This information has to be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

VI. Affirmations		
1	The composition of Board of Directors is in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015	NO
2	The composition of the following committees is in terms of SEBI (Listing obligation and disclosure requirements) Regulation 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholder's Relationship Committee	NO NO NO



3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015	YES
4	The meetings of the Board of Directors and the above committees have been conducted in manner as specified in SEBI (Listing obligation and disclosure requirements) Regulation, 2015	YES
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	NO

Note: 1) Our Company is a Government Company under section 2(45) of the Companies Act, 2013, the power to appoint Directors on our Board is vested with the President of India acting through the Ministry of Defence (Administrative Ministry). Our Company presently comprises of seven directors out of which five are whole-time directors (including the Chairman and Managing Director), one director is a nominee director of the Govt. of India and one independent director. None of the members of our Board comprise of a woman Director. The term of one of the independent director, namely, Prof. Kamaiah Bandi has ended on October 09, 2020. Therefore, the compositions of our Board, audit committee, nomination and remuneration committee and stakeholders relationship committee are not be in compliance with the SEBI LODR Regulations. Accordingly, we have received exemptions from SEBI pursuant to the SEBI Exemption Letter dated 17.09.2020 from the compliance of corporate governance requirements as prescribed under paragraph (10)(F)(g)(i) of Part A of Schedule VI of the SEBI ICDR Regulations for the purpose of listing of Equity Shares on the Stock Exchanges.

2) Our Company Mazagon Dock Shipbuilders Limited was listed on 12 October 2020, The requisite report will be placed in the immediate ensuing meeting.

For MAZAGON DOCK SHIPBUILDERS LIMITED


(Vijayalakshmi Kumar)
 Company Secretary

