

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L63032KL1972GOI002414

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACC6905B

(ii) (a) Name of the company

COCHIN SHIPYARD LIMITED

(b) Registered office address

ADMINISTRATIVE BUILDING COCHIN SHIPYARD  
PREMISES PERUMANOOR COCHIN  
ERNAKULAM  
Kerala  
682015  
India

(c) \*e-mail ID of the company

secretary@cochinshipyard.com

(d) \*Telephone number with STD code

04842501306

(e) Website

www.cochinshipyard.com

(iii) Date of Incorporation

29/03/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd.	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

13/08/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	71.91
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	28.09

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HOOGHLY COCHIN SHIPYARD	U35900WB2017GOI223197	Subsidiary	74

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	250,000,000	131,540,390	131,540,390	131,540,390
Total amount of equity shares (in Rupees)	2,500,000,000	1,315,403,900	1,315,403,900	1,315,403,900

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10/- each				
Number of equity shares	250,000,000	131,540,390	131,540,390	131,540,390
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,500,000,000	1,315,403,900	1,315,403,900	1,315,403,900

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

<b>At the beginning of the year</b>	135,936,000	1,359,360,000	1,359,360,000	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	4,395,610	43,956,100	43,956,100	1,956,046,450
i. Buy-back of shares	4,395,610	43,956,100	43,956,100	1,956,046,450
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	131,540,390	1,315,403,900	1,315,403,900	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>		
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>		
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>		
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,230	1000000	1,230,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			28,200,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			<b>1,258,200,000</b>

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,230,000,000	0	0	1,230,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

29,621,586,515.44

(ii) Net worth of the Company

33,294,425,332.9

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	98,934,442	75.21	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	98,934,442	75.21	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,941,167	9.08	0	
	(ii) Non-resident Indian (NRI)	959,055	0.73	0	
	(iii) Foreign national (other than NRI)	1,580	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	1,094,874	0.83	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,715,007	8.91	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,753,390	2.09	0	
10.	Others Trust, Clearing member, FPI(	4,140,875	3.15	0	
	<b>Total</b>	32,605,948	24.79	0	0

**Total number of shareholders (other than promoters)**

170,278

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

170,279

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	169,328	170,278
Debenture holders	11	11

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	3	0	4	0	0	0
<b>B. Non-Promoter</b>	0	6	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	3	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	4	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MADHU SANKUNNY N	07376798	Managing Director	600	
DHARMAKAN RANJAN	06869452	Whole-time director	0	31/07/2019
NIKERTHIL VELAYUDH	07482491	Whole-time director	0	
BEJOY BHASKER	08103825	Whole-time director	510	
SATINDER PAL SINGH	07490296	Nominee director	0	
KALLUVILA VEEDU RA	01650017	Nominee director	0	
JIJI THOMSON	01178227	Director	0	
PRADIPTA BANERJI	00630615	Director	0	
NANDA KUMARAN PU	02547619	Director	0	
KALA CHANDRASEKH	<del>XXXXXXXXXX</del>	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ELIAS GEORGE	00204510	Nominee director	20/04/2018	CESSATION
BEJOY BHASKER	08103825	Whole-time director	05/04/2018	APPOINTMENT
KALLUVILA VEEDU RAJESH	01650017	Nominee director	20/04/2018	APPOINTMENT
ROOPA SHEKHAR RAJESH	07565156	Director	21/03/2019	CESSATION
RADHAKRISHNA MENON	07518727	Director	21/03/2019	CESSATION
ELAYAT KRISHNADAS	02731340	Director	21/03/2019	CESSATION

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	14/08/2018	166,163	213	77.56

### B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2018	12	11	91.67
2	30/06/2018	12	9	75
3	13/08/2018	12	8	66.67
4	16/10/2018	12	10	83.33
5	31/10/2018	12	10	83.33
6	08/02/2019	12	10	83.33
7	19/03/2019	12	10	83.33

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2018	3	3	100
2	Audit Committee	30/06/2018	3	3	100
3	Audit Committee	13/08/2018	3	2	66.67
4	Audit Committee	31/10/2018	3	3	100
5	Audit Committee	08/02/2019	3	3	100
6	Nomination & Remuneration	24/05/2018	3	3	100
7	Nomination & Remuneration	12/10/2018	3	2	66.67
8	Nomination & Remuneration	08/02/2019	3	2	66.67
9	Stakeholders Forum	07/02/2019	3	3	100
10	Corporate Social Responsibility	24/05/2018	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	13/08/2019
								(Y/N/NA)
1	MADHU SANKAR	7	7	100	0	0	0	Yes
2	DHARMAKANTH	7	6	85.71	7	6	85.71	Not Applicable
3	NIKERTHIL VIKRAM	7	7	100	1	1	100	Yes
4	BEJOY BHASKAR	7	7	100	6	6	100	Yes
5	SATINDER PAL	7	4	57.14	0	0	0	Yes
6	KALLUVILA VASANTH	7	2	28.57	3	1	33.33	No
7	JIJI THOMSON	7	4	57.14	0	0	0	Yes
8	PRADIPTA BANERJEE	7	4	57.14	0	0	0	No
9	NANDA KUMAR	7	6	85.71	5	4	80	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHU SANKUNN	Managing Director	7,736,683.49	0	0	0	7,736,683.49
2	DHARMAKAN RAN	Whole time director	6,465,811.21	0	0	0	6,465,811.21
3	NIKERTHIL VELAY	Whole time director	6,073,805.67	0	0	0	6,073,805.67
4	BEJOY BHASKER	Whole time director	5,077,262.89	0	0	0	5,077,262.89
	Total		25,353,563.26	0	0	0	25,353,563.26

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALA CHANDRASE	Company Secretary	4,217,426.86	0	0	0	4,217,426.86
	Total		4,217,426.86	0	0	0	4,217,426.86

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Roopa Shekhar Rai	Independent Director	0	0	0	240,000	240,000
2	Radhakrishna Mend	Independent Director	0	0	0	270,000	270,000
3	Elayat Krishnadas	Independent Director	0	0	0	240,000	240,000
4	Jiji Thomson	Independent Director	0	0	0	120,000	120,000
5	Pradipta Banerji	Independent Director	0	0	0	105,000	105,000
6	Nanda Kumaran Pu	Independent Director	0	0	0	195,000	195,000
7	Satinder Pal Singh	Nominee Director	0	0	0	0	0
8	Kalluvila Veedu Rav	Nominee Director	0	0	0	0	0
	Total		0	0	0	1,170,000	1,170,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

P SIVAKUMAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2210

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

Digitally signed by  
VALIYAPARAMBIL JACOB JOSE  
Date: 2019.09.07 14:04:45 +05'30'

DIN of the director

#### To be digitally signed by

KALA  
VAIDYANA  
THAN

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

#### List of attachments

**Attach**

**Attach**

**Attach**

**Attach**

MGT-8 CSL.pdf  
Details of Debenture Holders.pdf  
Attendance of Independent Directors.pdf  
Committee Meetings.pdf  
Details of Transfer.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**