

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

U63032KL1972GOI002414

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

(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 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM

14/08/2018

(b) Due date of AGM

30/09/2018

(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	73.36
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	26.46

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	HOOGLHY 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	135,936,000	135,936,000	135,936,000
Total amount of equity shares (in Rupees)	2,500,000,000	1,359,360,000	1,359,360,000	1,359,360,000

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	135,936,000	135,936,000	135,936,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,500,000,000	1,359,360,000	1,359,360,000	1,359,360,000

(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				

At the beginning of the year	113,280,000	1,132,800,000	1,132,800,000	
Increase during the year	22,656,000	226,560,000	226,560,000	9,392,975,976
i. Public Issues	22,656,000	226,560,000	226,560,000	9,392,975,976
ii. Rights issue	0	0	0	
iii. Bonus issue	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				
Decrease during the year	0	0	0	0
i. Buy-back 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				
At the end of the year	135,936,000	1,359,360,000	1,359,360,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	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				
Decrease during the year	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				
At the end of the year	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"/>
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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
Total			1,258,200,000

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**

23,551,233,398.24

(ii) Net worth of the Company

32,532,313,055.22

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	101,952,000	75	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	
	Total	101,952,000	75	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	11,225,391	8.26	0	
	(ii) Non-resident Indian (NRI)	669,027	0.49	0	
	(iii) Foreign national (other than NRI)	900	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	1,129,302	0.83	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	13,983,664	10.29	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,883,283	1.39	0	
10.	Others Trust, Clearing member, FII	5,092,433	3.75	0	
	Total	33,984,000	25.01	0	0

Total number of shareholders (other than promoters)

169,328

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

169,329

**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)	0	169,328
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

A. Promoter	4	0	3	0	0	0
B. Non-Promoter	0	3	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	6	0	0
C. Nominee Directors representing	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	4	5	3	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(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	0	
DHARMAKAN RANJAN	06869452	Whole-time director	0	
NIKERTHIL VELAYUDH	07482491	Whole-time director	0	
ELIAS GEORGE	00204510	Nominee director	0	20/04/2018
ROOPA SHEKHAR RAJ	07565156	Director	0	
RADHAKRISHNA MENON	07518727	Director	30	
KRISHNADAS ELAYATH	02731340	Director	100	
SATINDER PAL SINGH	07490296	Nominee director	0	
JIJI THOMSON	01178227	Director	0	
PRADIPTA BANERJI	00630615	Director	0	
NANDA KUMARAN PUNJ	02547619	Director	0	
KALA CHANDRASEKHAR	ABXPV8696F	Company Secretary	0	

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

8

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)
BARUN MITRA	07012558	Nominee director	17/04/2017	Cessation
KRISHNA PRAVIR	06519104	Nominee director	17/04/2017	Appointment
JIJI THOMSON	01178227	Director	15/07/2017	Appointment
PRADIPTA BANERJI	00630615	Director	15/07/2017	Appointment
NANDA KUMARAN PU	02547619	Director	15/07/2017	Appointment
KRISHNA PRAVIR	06519104	Nominee director	04/10/2017	Cessation
SATINDER PAL SINGH	07490296	Nominee director	04/10/2017	Appointment
SUNNY THOMAS	06882228	Whole-time director	30/11/2017	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	17/07/2017	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2017	9	8	88.89
2	11/05/2017	9	8	88.89
3	10/06/2017	9	7	77.78
4	17/07/2017	12	7	58.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	21/07/2017	12	12	100
6	04/08/2017	12	10	83.33
7	11/09/2017	12	10	83.33
8	10/11/2017	12	9	75
9	05/02/2018	11	10	90.91
10	22/02/2018	11	10	90.91

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	11/05/2017	3	2	66.67
2	Audit Committee	10/06/2017	3	2	66.67
3	Audit Committee	17/07/2017	3	2	66.67
4	Audit Committee	11/09/2017	3	3	100
5	Audit Committee	10/11/2017	3	3	100
6	Audit Committee	05/02/2018	3	3	100
7	Nomination & Remuneration	11/05/2017	3	2	66.67
8	Nomination & Remuneration	27/09/2017	3	2	66.67
9	Nomination & Remuneration	05/02/2018	3	2	66.67
10	Corporate Social Responsibility	27/04/2017	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 14/08/2018 (Y/N/NA)
		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	

1	MADHU SANKUNN	10	10	100	0	0	0	Yes
2	DHARMAKAN RAN	10	10	100	6	6	100	No
3	NIKERTHIL VELAY	10	10	100	0	0	0	Yes
4	ELIAS GEORGE	10	1	10	6	0	0	Not Applicable
5	ROOPA SHEKHAR	10	10	100	9	9	100	Yes
6	RADHAKRISHNAN	10	10	100	12	12	100	Yes
7	KRISHNADAS	10	9	90	9	9	100	No
8	SATINDER PAUL	3	2	66.67	0	0	0	No
9	JIJI THOMSON	7	6	85.71	0	0	0	Yes
10	PRADIPTA BANERJEE	7	5	71.43	0	0	0	Yes
11	NANDA KUMAR	7	6	85.71	3	3	100	No

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	3,370,458.4	0	0	0	3,370,458.4
2	DHARMAKAN RAN	Whole time director	3,414,367.5	0	0	0	3,414,367.5
3	SUNNY THOMAS	Whole time director	4,440,852.69	0	0	0	4,440,852.69
4	NIKERTHIL VELAY	Whole time director	3,194,332.62	0	0	0	3,194,332.62
	Total		14,420,011.21	0	0	0	14,420,011.21

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 CHANDRASEKAR	Company Secretary	2,856,176.44	0	0	0	2,856,176.44
	Total		2,856,176.44	0	0	0	2,856,176.44

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Roopa Shekhar Rai	Independent Dir	0	0	0	285,000	285,000
2	Radhakrishna Menc	Independent Dir	0	0	0	330,000	330,000
3	Krishna Das E	Independent Dir	0	0	0	270,000	270,000
4	Jiji Thomson	Independent Dir	0	0	0	105,000	105,000
5	Pradipta Banerji	Independent Dir	0	0	0	75,000	75,000
6	Nanda Kumaran Pu	Independent Dir	0	0	0	150,000	150,000
7	Barun Mitra	Nominee Directo	0	0	0	0	0
8	Pravir Krishna	Nominee Directo	0	0	0	0	0
9	Satinder Pal Singh	Nominee Directo	0	0	0	0	0
10	Elias George	Nominee Directo	0	0	0	0	0
	Total		0	0	0	1,215,000	1,215,000

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

Jayan K

Whether associate or fellow

Associate Fellow

Certificate of practice number

7363

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

DHARMAKA
N PAUL
RANJAN

DIN of the director

06869452

To be digitally signed by

JAYAN
K
Digitally signed by
JAYAN K
Date: 2018.12.28
15:15:37 +05'30'

Company Secretary

Company secretary in practice

Membership number

8154

Certificate of practice number

7363

Attachments

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

Attach
Attach
Attach
Attach

List of attachments

Transfer of Shares - OFS.pdf List of other transfer of shares.pdf Details of Committee Meetings.pdf MGT-8.pdf
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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