

# 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]



# 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	<input type="text" value="L63032KL1972GOI002414"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACC6905B"/>							
(ii) (a) Name of the company	<input type="text" value="COCHIN SHIPYARD LIMITED"/>							
(b) Registered office address	<input type="text" value="ADMINISTRATIVE BUILDING COCHIN SHIPYARD&lt;br/&gt;PREMISES PERUMANOOR COCHIN&lt;br/&gt;ERNAKULAM&lt;br/&gt;Kerala&lt;br/&gt;682015"/>							
(c) *e-mail ID of the company	<input type="text" value="secretary@cochinshipyard.com"/>							
(d) *Telephone number with STD code	<input type="text" value="04842501306"/>							
(e) Website	<input type="text" value="www.cochinshipyard.com"/>							
(iii) Date of Incorporation	<input type="text" value="29/03/1972"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Union Government Company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Union Government Company	
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	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> 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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/09/2020

(b) Due date of AGM 31/12/2020

(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	83.34
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	16.66

## 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	100

#### 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
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>	131,540,390	1,315,403,900	1,315,403,900	
<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>	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				
<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				
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			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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"/>
--	----------------------

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

**(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
<b>Non-convertible debentures</b>	1,230,000,000	0	0	1,230,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

34,224,939,000

**(ii) Net worth of the Company**

37,317,950,000

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

S. No.	Category	Equity	Preference
--------	----------	--------	------------

		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	95,843,464	72.86	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>	95,843,464	72.86	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	13,192,058	10.03	0	
	(ii) Non-resident Indian (NRI)	1,053,862	0.8	0	
	(iii) Foreign national (other than NRI)	4,760	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	1,780,165	1.35	0	
4.	Banks	0	0	0	
5.	Financial institutions	2,776,758	2.11	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	12,600,271	9.58	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,310,745	1	0	
10.	Others AIFs, FPIs, NBFCs, Trust, Clea	2,978,307	2.26	0	
	<b>Total</b>	35,696,926	27.13	0	0

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

154,779

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

154,780

**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)	170,278	154,779
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>	4	0	4	0	0	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	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	4	5	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	
NIKERTHIL VELAYUDH	07482491	Whole-time director	0	
BEJOY BHASKER	08103825	Whole-time director	510	
VALIYAPARAMBIL JAC	08444440	Whole-time director	0	
SANJAY BANDOPADH	00088957	Nominee director	0	
KALLUVILA VEEDU RA	01650017	Nominee director	0	20/06/2020
JIJI THOMSON	01178227	Director	0	15/07/2020
PRADIPTA BANERJI	00630615	Director	0	15/07/2020
NANDA KUMARAN PU	02547619	Director	0	15/07/2020
SYAMKAMAL	CUNPS6740J	Company Secretar	0	

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

14

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)
ROOPA SHEKHAR RAI	07565156	Director	29/07/2019	Appointment
RADHAKRISHNA MENON	07518727	Director	29/07/2019	Appointment
ELAYAT KRISHNADAS	02731340	Director	29/07/2019	Appointment
DHARMAKAN RANJAN	06869452	Whole-time director	31/07/2019	Cessation
DHARMAKAN RANJAN	ACOPR4528G	CFO	31/07/2019	Cessation
VALIYAPARAMBIL JACOB	08444440	Whole-time director	01/08/2019	Appointment
VALIYAPARAMBIL JACOB	AANPJ6657K	CFO	13/08/2019	Appointment
KALA VAIDYANATHAN	ABXPV8696F	Company Secretary	31/01/2020	Cessation
SYAMKAMAL	CUNPS6740J	Company Secretary	01/02/2020	Appointment
SATINDER PAL SINGH	07490296	Nominee director	03/02/2020	Cessation
SANJAY BANDOPADHYAY	00088957	Nominee director	03/02/2020	Appointment
ROOPA SHEKHAR RAI	07565156	Director	21/03/2020	Cessation
RADHAKRISHNA MENON	07518727	Director	21/03/2020	Cessation
ELAYAT KRISHNADAS	02731340	Director	21/03/2020	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	13/08/2019	164,560	223	75.24

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2019	9	8	88.89
2	29/07/2019	9	7	77.78
3	13/08/2019	12	11	91.67
4	23/10/2019	12	9	75
5	12/11/2019	12	9	75
6	11/02/2020	12	10	83.33

### C. COMMITTEE MEETINGS

Number of meetings held

16

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	21/05/2019	3	3	100
2	Audit Committee	29/07/2019	3	3	100
3	Audit Committee	12/11/2019	3	2	66.67
4	Audit Committee	11/02/2020	3	3	100
5	Nomination & Remuneration	28/06/2019	3	3	100
6	Nomination & Remuneration	29/07/2019	3	2	66.67
7	Nomination & Remuneration	11/02/2020	3	2	66.67
8	Nomination & Remuneration	13/03/2020	3	2	66.67
9	Nomination & Remuneration	19/03/2020	3	2	66.67
10	Stakeholders Forum	11/02/2020	3	3	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	
								29/09/2020
								(Y/N/NA)

1	MADHU SANKUNN	6	6	100	0	0	0	Yes
2	NIKERTHIL VELAY	6	6	100	2	2	100	Yes
3	BEJOY BHASKER	6	6	100	6	6	100	Yes
4	VALIYAPARAMBIL	4	4	100	5	5	100	Yes
5	SANJAY BANERJEE	1	1	100	0	0	0	No
6	KALLUVILA V	6	0	0	5	1	20	Yes
7	JIJI THOMSON	6	5	83.33	6	6	100	Not Applicable
8	PRADIPTA BANERJEE	6	5	83.33	2	2	100	Not Applicable
9	NANDA KUMAR	6	4	66.67	8	7	87.5	Not Applicable

**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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHU SANKUNN	Managing Director	7,813,014.9	0	0	0	7,813,014.9
2	DHARMAKANNAN	Whole-time Director	5,756,476.78	0	0	0	5,756,476.78
3	NIKERTHIL VELAY	Whole-time Director	6,608,986.34	0	0	0	6,608,986.34
4	BEJOY BHASKER	Whole-time Director	5,346,972.35	0	0	0	5,346,972.35
5	VALIYAPARAMBIL	Whole-time Director	4,148,885.46	0	0	0	4,148,885.46
	Total		29,674,335.83	0	0	0	29,674,335.83

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALA VAIDYANATHAN	Company Secretary	4,706,845.16	0	0	0	4,706,845.16
2	SYAMKAMAL N	Company Secretary	1,392,854.1	0	0	0	1,392,854.1
	Total		6,099,699.26	0	0	0	6,099,699.26

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
--------	------	-------------	--------------	------------	-------------------------------	--------	--------------

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROOPA SHEKHAR	Independent Dir	0	0	0	150,000	150,000
2	RADHAKRISHNA M	Independent Dir	0	0	0	135,000	135,000
3	ELAYAT KRISHNAI	Independent Dir	0	0	0	150,000	150,000
4	JIJI THOMSON	Independent Dir	0	0	0	195,000	195,000
5	PRADIPTA BANER	Independent Dir	0	0	0	180,000	180,000
6	NANDA KUMARAN	Independent Dir	0	0	0	225,000	225,000
7	SATINDER PAL SIN	Nominee Directo	0	0	0	0	0
8	KALLUVILA VEEDU	Nominee Directo	0	0	0	0	0
9	SANJAY BANDOPA	Nominee Directo	0	0	0	0	0
	Total		0	0	0	1,035,000	1,035,000

#### 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

Details are attached with this e-form

#### 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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**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 

DIN of the director

**To be digitally signed by** 

- 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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Debenture Holders.pdf MGT 8_Signed_19-20.pdf Attendance Disclosure.pdf Committee Meeting Attendance.pdf Compliance and Disclosures.pdf CSL Share Transfer Details.pdf
--

<b>Remove attachment</b>
--------------------------

---

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**