

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

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

U63033KL1994PLC007803

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC9658B

(ii) (a) Name of the company

COCHIN INTERNATIONAL AIRP

(b) Registered office address

ROOM NO 35 4TH FLOOR GCD COMMERCIAL COMPLEX
MARINE DRIVE COCHIN
ERNAKULAM
Kerala
682031

(c) * e-mail ID of the company

cs@cial.aero

(d) * Telephone number with STD code

04842374154

(e) Website

www.cial.aero

(iii) Date of Incorporation

30/03/1994

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

(v) Whether company is having share capital

☒ Yes ☐ No

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

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74140MH1998PLC366529

Pre-fill

Name of the Registrar and Transfer Agent

S K D C CONSULTANTS 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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

-

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H5	Services incidental to land, water & air transportation	100

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

*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	COCHIN INTERNATIONAL AVIA	U35303KL2005PLC018632	Subsidiary	99.99
2	AIR KERALA INTERNATIONAL S	U62100KL2006PLC019227	Subsidiary	99.99
3	CIAL INFRASTRUCTURES LIMIT	U45203KL2012PLC031692	Subsidiary	99.99
4	CIAL DUTYFREE AND RETAIL SE	U52399KL2016PLC040279	Subsidiary	99.99
5	KERALA WATERWAYS AND INF	U61200KL2017PLC050586	Associate	50

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	400,000,000	382,574,749	382,574,749	382,574,749
Total amount of equity shares (in Rupees)	4,000,000,000	3,825,747,490	3,825,747,490	3,825,747,490

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	400,000,000	382,574,749	382,574,749	382,574,749
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	3,825,747,490	3,825,747,490	3,825,747,490

(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	Physical	DEMAT	Total			

At the beginning of the year	229,309,734	153,265,015	382574749	3,825,747,4	3,825,747,4	
Increase during the year	0	31,744,699	31744699	317,446,990	317,446,990	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	31,744,699	31744699	317,446,990	317,446,990	
Due to de-materialisation of shares						
Decrease during the year	31,744,699	0	31744699	317,446,990	317,446,990	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	31,744,699	0	31744699	317,446,990	317,446,990	
Due to de-materialisation of shares						
At the end of the year	197,565,035	185,009,714	382574749	3,825,747,4	3,825,747,4	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Not Applicable						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Not Applicable						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE02KH01019

(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		02/09/2021
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	<input style="width: 90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 90%;" type="text"/>
Ledger Folio of Transferor		<input style="width: 95%;" type="text"/>	
Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 95%;" type="text"/>	
Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input style="width: 95%;" type="text"/>	
Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 90%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 90%;" type="text"/>
Ledger Folio of Transferor		<input style="width: 95%;" type="text"/>	
Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 95%;" type="text"/>	
Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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	0	0	0	0
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

4,039,811,083.57

(ii) Net worth of the Company

13,133,374,618

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	210,271	0.05	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	124,029,206	32.42	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 Trade Association and Society	720	0	0	
	Total	124,240,197	32.47	0	0

Total number of shareholders (promoters)

6

(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	43,747,156	11.43	0	
	(ii) Non-resident Indian (NRI)	121,371,289	31.72	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	44,822,271	11.72	0	
3.	Insurance companies	0	0	0	
4.	Banks	21,000,000	5.49	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)	26,945,337	7.04	0	
10.	Others IEPF	448,499	0.12	0	
	Total	258,334,552	67.52	0	0

Total number of shareholders (other than promoters) 21,241

Total number of shareholders (Promoters+Public/
Other than promoters) 21,247

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	6	6
Members (other than promoters)	19,742	21,241
Debenture holders	0	0

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	0	0	0	0	0	0
B. Non-Promoter	1	7	1	8	0	18.15
(i) Non-Independent	1	5	1	6	0	18.15
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	9	0	18.15

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)
PINARAYI VIJAYAN	01907262	Nominee director	0	
VAZHAYIL PATHROSE	00112938	Director	0	
GEORGE NEREAPARA	00278319	Director	27,964,548	
YUSUFFALI MUSALIAM	00364677	Director	37,986,779	
BABU ERUMALA MATH	00788889	Director	3,494,134	
BHARAT BHUSHAN	01124966	Director	0	
ARUNA SUNDARARAJ	03523267	Director	0	
SUHAS SHIVANNA	08540981	Managing Director	0	
KUNNAMKALATH MAC	09226008	Director	0	
PUNNADATH RAJEEVI	09239099	Director	0	
SAJI KODANKANDATH	AKLPS8557K	Company Secretar	0	
SAJI DANIEL	AGIPD9279J	CFO	0	

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

16

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)
KURIAN VATTAVAYAL	01806859	Managing Director	10/06/2021	Cessation
THOMAS ISSAC	00507439	Director	02/09/2021	Cessation
VELICHAPPATT SUBR	07565293	Director	02/09/2021	Cessation
KURIAKOS ROY PAUL	02863821	Director	02/09/2021	Cessation
ATHIYARATH RAMANI	07188269	Director	02/09/2021	Cessation
SUHAS SHIVANNA	08540981	Additional director	10/06/2021	Appointment
VAZHAYIL PATHROSE	00112938	Additional director	14/06/2021	Appointment
BHARAT BHUSHAN	01124966	Director	25/02/2022	Appointment
ARUNA SUNDARARAJ	03523267	Director	25/02/2022	Appointment
KUNNAMKALATH MAD	09226008	Additional director	14/06/2021	Appointment
PUNNADATH RAJEEVI	09239099	Additional director	14/06/2021	Appointment
SUHAS SHIVANNA	08540981	Managing Director	10/06/2021	Change in designation
PUNNADATH RAJEEVI	09239099	Director	02/09/2021	Change in designation
KUNNAMKALATH MAD	09226008	Director	02/09/2021	Change in designation
VAZHAYIL PATHROSE	00112938	Director	02/09/2021	Change in designation
SUHAS SHIVANNA	08540981	Managing Director	02/09/2021	Change in designation

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	02/09/2021	20,026	65	0.32

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/06/2021	10	10	100
2	02/09/2021	10	10	100
3	21/12/2021	8	3	37.5
4	25/02/2022	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

7

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	26/05/2021	3	3	100
2	Audit Committee	25/08/2021	3	3	100
3	Audit Committee	21/03/2022	3	3	100
4	Audit Committee	29/03/2022	3	3	100
5	Stakeholders Forum	29/03/2022	3	2	66.67
6	Nomination and Remuneration Committee	29/03/2022	3	3	100
7	CSR Committee	22/03/2022	4	3	75

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	
								(Y/N/NA)
1	PINARAYI VIJAY	4	3	75	0	0	0	
2	VAZHAYIL PAUL	4	3	75	0	0	0	
3	GEORGE NEERAN	4	4	100	1	1	100	
4	YUSUFFALI M	4	3	75	1	0	0	

5	BABU ERUMALA	4	3	75	5	5	100	
6	BHARAT BHUSHAN	0	0	0	4	4	100	
7	ARUNA SUNIL	0	0	0	4	3	75	
8	SUHAS SHIVANNA	4	4	100	1	1	100	
9	KUNNAMKAL	4	4	100	1	1	100	
10	PUNNADATH	4	3	75	1	1	100	

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUHAS SHIVANNA	Managing Director	0	0	0	61,095	61,095
2	VATTAVAYALIL JOSE	MANAGING DIRECTOR	5,756,345	0	0	19,037,383	24,793,728
	Total		5,756,345	0	0	19,098,478	24,854,823

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	SAJI KODANKAND	Company Secretary	5,113,922	0	0	481,417	5,595,339
2	SAJI DANIEL	CFO	3,389,675	0	0	307,855	3,697,530
	Total		8,503,597	0	0	789,272	9,292,869

Number of other directors whose remuneration details to be entered

12

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PINARAYI VIJAYAN	Non-executive Director	0	0	0	0	0
2	VAZHAYIL PATHRAN	Non-executive Director	0	0	0	0	0
3	GEORGE NEREAP	Non-executive Director	0	0	0	250,000	250,000
4	YUSUFFALI MUSA	Non-executive Director	0	0	0	0	0
5	BABU ERUMALA M	Non-executive Director	0	0	0	300,000	300,000
6	BHARAT BHUSHAN	Independent Director	0	0	0	100,000	100,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	ARUNA SUNDARA	Independent Dir	0	0	0	75,000	75,000
8	SUHAS SHIVANNA	Non-executive D	0	0	0	0	0
9	KUNNAMKALATH I	Non-executive D	0	0	0	0	0
10	PUNNADATH RAJE	Non-executive D	0	0	0	0	0
11	KURIAKOS ROY P	Independent Dir	0	0	0	150,000	150,000
12	ATHIYARATH RAM	Independent Dir	0	0	0	150,000	150,000
	Total		0	0	0	1,025,000	1,025,000

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

Vincent P. D

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7940.

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. ..

20/133

dated

25/08/2022

(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

08540981

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

10411

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

CIAL Share Transfer List 2022.pdf
Mgt 8 CIAL_Sd 2022.pdf
List of shareholders.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