

# 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 (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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(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

29/06/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

## 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	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	100

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

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

40

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Albonair GmbH		Subsidiary	100
2	Albonair (Taicang) Automotive 		Subsidiary	100

3	Albonair (India) Private Limited	U74110TN2009PTC073654	Subsidiary	100
4	Ashok Leyland Nigeria Limited		Subsidiary	100
5	Ashok Leyland (Chile), S.A.		Subsidiary	100
6	Gulf Ashley Motor Limited	U34102TN2004PLC052489	Subsidiary	93.15
7	Optare Plc.		Subsidiary	91.63
8	Optare UK Limited		Subsidiary	91.63
9	Switch Mobility Limited, UK (fo		Subsidiary	90.61
10	Switch Mobility Automotive Li	U34300TN2020PLC140385	Subsidiary	90.61
11	OHM Global Mobility Private Li	U34100TN2021PTC141882	Subsidiary	90.61
12	Optare Australia Pty Limited		Subsidiary	90.61
13	Switch Mobility Europe S.I.		Subsidiary	90.61
14	Global TVS Bus Body Builders L	U35202TN1998PLC041466	Subsidiary	66.67
15	Hinduja Tech Limited	U72400TN2009PLC072067	Subsidiary	99.36
16	Hinduja Tech GmbH		Subsidiary	99.36
17	Hinduja Technologies Inc., USA		Subsidiary	99.36
18	Hinduja Tech (Shanghai) Co., L		Subsidiary	99.36
19	Hinduja Tech Canada Inc., Can		Subsidiary	99.36
20	Hinduja Leyland Finance Limit	U65993TN2008PLC069837	Subsidiary	68.8
21	Hinduja Housing Finance Limit	U65922TN2015PLC100093	Subsidiary	68.8
22	Hinduja Insurance Broking and	U66000TN2019PLC129176	Subsidiary	68.8
23	HLF Services Limited	U67190TN2010PLC076750	Subsidiary	85.65
24	Ashley Aviation Limited	U66030TN2008PLC122350	Subsidiary	100
25	Ashok Leyland (UAE) LLC		Associate	49
26	Mangalam Retail Services Limi	U51909MH2006PLC288018	Associate	37.48
27	Lanka Ashok Leyland PLC		Associate	27.85

28	LLC Ashok Leyland Russia		Subsidiary	49
29	Ashok Leyland West Africa		Subsidiary	49
30	Ashok Leyland Defence System	U34200TN2008PLC080987	Associate	48.49
31	Rajalakshmi Wind Energy Limited	U40105TN2010PLC077414	Associate	26
32	Ashley Alteams India Limited	U27310TN2006PLC065084	Joint Venture	50
33	Ashok Leyland John Deere Cor	U29253TN2009PTC072136	Joint Venture	4.85
34	Vishwa Buses and Coaches Lim	U34101TN2020PLC139539	Subsidiary	100
35	Gro Digital Platforms Limited	U72900TN2021PLC142824	Subsidiary	84.4
36	Prathama Solar Connect Energy	U40300MH2019PTC319591	Associate	26
37	Hinduja Automotive Limited, U		Holding	50.88
38	Machen Holdings SA		Holding	0
39	Machen Development Corpora		Holding	0
40	Amas Holdings SPA		Holding	0

#### 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	27,856,000,000	2,935,527,276	2,935,527,276	2,935,527,276
Total amount of equity shares (in Rupees)	27,856,000,000	2,935,527,276	2,935,527,276	2,935,527,276

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 1/- each				
Number of equity shares	27,856,000,000	2,935,527,276	2,935,527,276	2,935,527,276
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	27,856,000,000	2,935,527,276	2,935,527,276	2,935,527,276

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

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	113,500,000	0	0	0
Total amount of preference shares (in rupees)	8,065,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs. 10/- each				
Number of preference shares	36,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	365,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs. 100/- each				
Number of preference shares	77,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	7,700,000,000	0	0	0

**(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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	12,287,391	2,923,239,829	2935527276	2,935,527,226	2,935,527,226	
<b>Increase during the year</b>	0	0	0	675,075	675,075	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				675,075	675,075	
Demat of Shares						
<b>Decrease during the year</b>	0	0	0	675,075	675,075	0
i. Buy-back 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				675,075	675,075	
Demat of Shares						
<b>At the end of the year</b>	12,287,391	2,923,239,8	2935527276	2,935,527,2	2,935,527,;	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
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						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE208A01029

(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" value="08/09/2021"/>	
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) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	8,000	1000000	8,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			8,000,000,000

**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	6,000,000,000	2,000,000,000	0	8,000,000,000
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**

216,882,801,571

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

59,463,203,685

**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	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	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)	1,171,460,121	39.91	0	
10.	Others GDRs and others	329,200,140	11.21	0	
	<b>Total</b>	1,500,660,261	51.12	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	341,650,541	11.64	0	
	(ii) Non-resident Indian (NRI)	13,178,972	0.45	0	
	(iii) Foreign national (other than NRI)	4,410	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	360,000	0.01	0	
	(iii) Government companies	1,849,470	0.06	0	
3.	Insurance companies	144,592,426	4.93	0	
4.	Banks	138,044	0	0	
5.	Financial institutions	42,775,231	1.46	0	
6.	Foreign institutional investors	391,752,178	13.35	0	
7.	Mutual funds	449,367,776	15.31	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,212,500	0.38	0	
10.	Others GDRs and others	37,985,467	1.29	0	

	<b>Total</b>	1,434,867,015	48.88	0	0
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**Total number of shareholders (other than promoters)**

1,274,579

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

1,274,585

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

246

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PICTET UMBRELLA TRU	THE HONGKONG & SHANGHAI BAI			5,000	0
JOHN GOVETT & CO L	THE HONGKONG AND SHANGHAI			1,500	0
MORGAN STANLEY DE	STANDARD CHARTERED BANK SEC			1,000	0
MATTHEWS PACIFIC T	HSBC SECURITIES SERVICES 11TH F			68,826,160	2.34
Schroder Internationa	JPMORGAN CHASE BANK N.A. IND			42,869,056	1.46
VANGUARD EMERGIN	JPMORGAN CHASE BANK N.A. IND			19,897,317	0.68
VANGUARD TOTAL IN	JPMORGAN CHASE BANK N.A. IND			18,415,638	0.63
ISHARES CORE EMERG	CITIBANK N.A. CUSTODY SERVICES			13,247,728	0.45
T. ROWE PRICE EMERG	JPMORGAN CHASE BANK N.A. IND			12,926,030	0.44
KOTAK FUNDS - INDIA	HSBC SECURITIES SERVICES 11TH F			11,039,914	0.38
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			9,113,833	0.31
MATTHEWS INDIA FUN	HSBC SECURITIES SERVICES 11TH F			8,065,601	0.27
VANGUARD FIDUCIAR	JPMORGAN CHASE BANK N.A. IND			7,534,196	0.26
HSBC GLOBAL INVEST	HSBC SECURITIES SERVICES 11TH F			7,500,000	0.26
PRUDENTIAL WORLD I	DEUTSCHE BANK AG, DB HOUSE H			6,643,382	0.23
MATTHEWS ASIA FUN	HSBC SECURITIES SERVICES 11TH F			5,779,562	0.2
AMUNDI FUNDS EMEF	HSBC SECURITIES SERVICES 11TH F			5,635,582	0.19
KUWAIT INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			5,303,218	0.18
AVIVA INVESTORS - EM	JPMORGAN CHASE BANK N.A. IND			5,158,816	0.18
KUWAIT INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			4,923,570	0.17

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES				4,796,387	0.16
EMERGING MARKETS (JPMORGAN CHASE BANK N.A. IND				4,717,354	0.16
AMUNDI FUNDS EMEF (HSBC SECURITIES SERVICES 11TH F				4,559,475	0.16
DEUTSCHE ASSET MA (DEUTSCHE BANK AG, DB HOUSE H				4,340,083	0.15
HSBC INDIAN EQUITY (HSBC SECURITIES SERVICES 11TH F				3,500,000	0.12

**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)	1,033,519	1,274,579
Debenture holders	4	5

**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>	0	1	1	0	0	0
<b>B. Non-Promoter</b>	2	8	1	9	0	0
(i) Non-Independent	2	1	1	3	0	0
(ii) Independent	0	7	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	2	9	2	9	0	0
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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)
Dheeraj Gopichand Hing +	00133410	Director	0	
Andreas Hubertus Biag +	06570499	Director	0	
Andrew Charles Palmer +	02155231	Director	0	
Canakapalli Bhaktavata +	00010175	Director	1,690	
Jean Brunol	03044965	Director	0	
Jose Maria Alapont	07712699	Director	0	
Manisha Girotra	00774574	Director	0	
Sanjay Khatau Asher	00008221	Director	0	
Saugata Gupta	05251806	Director	0	
Shom Ashok Hinduja	07128441	Director	0	
Gopal Mahadevan	01746102	Whole-time director	20,620	
Natarajan Ramanathan	AEGPR2435A	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 9

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)
Andrew Charles Palmer	02155231	Director	01/07/2021	Cessation
Andrew Charles Palmer	02155231	Additional director	07/07/2021	Appointment
Andrew Charles Palmer	02155231	Director	08/09/2021	Change in designation
Canakapalli Bhaktavata	00010175	Director	08/09/2021	Change in designation
Shom Ashok Hinduja	07128441	Additional director	12/11/2021	Appointment
Dheeraj Gopichand Hinc	00133410	Whole-time director	26/11/2021	Change in designation
Vipin Sondhi	00327400	Managing Director	31/12/2021	Cessation
Jose Maria Alapont	07712699	Director	25/01/2022	Re-Appointment
Shom Ashok Hinduja	07128441	Director	22/01/2022	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	08/09/2021	1,059,484	159	4.95

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/06/2021	11	10	90.91
2	29/07/2021	11	11	100
3	12/08/2021	11	10	90.91
4	21/09/2021	11	10	90.91

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	12/11/2021	12	12	100
6	26/11/2021	12	12	100
7	11/02/2022	11	11	100
8	23/03/2022	11	11	100

### C. COMMITTEE MEETINGS

Number of meetings held

25

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	23/06/2021	4	4	100
2	Audit Committee	11/08/2021	5	5	100
3	Audit Committee	11/11/2021	5	5	100
4	Audit Committee	10/02/2022	5	5	100
5	Nomination and Remuneration	24/06/2021	4	4	100
6	Nomination and Remuneration	19/08/2021	4	4	100
7	Nomination and Remuneration	09/11/2021	4	4	100
8	Nomination and Remuneration	26/11/2021	3	3	100
9	Nomination and Remuneration	09/02/2022	3	3	100
10	Stakeholder Relationship	24/06/2021	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	29/06/2022
								(Y/N/NA)
1	Dheeraj Gopic	8	8	100	13	13	100	Yes
2	Andreas Hube	8	7	87.5	7	4	57.14	Yes

3	Andrew Charles	8	8	100	4	4	100	Yes
4	Canakapalli B	8	8	100	7	7	100	Yes
5	Jean Brunol	8	8	100	12	12	100	Yes
6	Jose Maria Ala	8	8	100	17	17	100	Yes
7	Manisha Girot	8	7	87.5	11	10	90.91	Yes
8	Sanjay Khatau	8	8	100	14	13	92.86	Yes
9	Saugata Gupta	8	7	87.5	12	12	100	Yes
10	Shom Ashok H	4	4	100	1	1	100	Not Applicable
11	Gopal Mahade	8	8	100	2	2	100	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dheeraj Gopichand	Executive Chair	16,611,111	0	0	750,000	17,361,111
2	Vipin Sondhi	MD & CEO	146,513,745	0	0	750,000	147,263,745
	Total		179,735,967	0	0	18,111,111	197,847,078

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	Gopal Mahadevan	CFO	56,563,925	0	0	750,000	57,313,925
2	Natarajan Ramanat	CS	14,030,046	0	0	677,977	14,708,023
	Total		70,593,971	0	0	1,427,977	72,021,948

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
1	Dheeraj Gopichand	Chairman	0	0	0	950,000	950,000
2	Andreas Hubertus E	Director	0	3,503,000	0	940,000	4,443,000
3	Andrew Charles Pal	Director	0	2,751,000	0	1,040,000	3,791,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Jean Brunol	Director	0	3,586,000	0	1,590,000	5,176,000
5	Jose Maria Alapont	Director	0	3,854,000	0	1,890,000	5,744,000
6	Manisha Girotra	Director	0	3,038,000	0	1,150,000	4,188,000
7	Sanjay Khatau Ash	Director	0	3,687,000	0	1,530,000	5,217,000
8	Saugata Gupta	Director	0	3,538,000	0	1,450,000	4,988,000
9	Canakapalli Bhakta	Director	0	4,418,000	0	1,290,000	5,708,000
10	Shom Ashok Hinduji	Director	0	1,625,000	0	460,000	2,085,000
	Total		0	30,000,000	0	12,290,000	42,290,000

#### 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

#### 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

B Chandra

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7859

#### 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. ...

12g

dated

01/02/2018

(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

01746102

#### To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

9759

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**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**