

# 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

L34101TN1948PLC000105

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACA4651L

(ii) (a) Name of the company

ASHOK LEYLAND LIMITED

(b) Registered office address

No. 1, Sardar Patel Road  
Guindy  
Chennai  
Tamil Nadu  
600032



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

ramanathan.n5@ashokleyland



(d) \*Telephone number with STD code

04422206000

(e) Website

www.ashokleyland.com

(iii) Date of Incorporation

07/09/1948

(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 Limited	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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/04/2023

(b) Due date of AGM 30/09/2023

(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 48

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., U.K.		Subsidiary	91.63
8	Optare UK Limited		Subsidiary	91.63
9	Switch Mobility Limited, UK		Subsidiary	90.18
10	Switch Mobility Automotive Li 	U34300TN2020PLC140385	Subsidiary	90.18
11	OHM International Mobility Lir 		Subsidiary	72.15
12	OHM Global Mobility Private Li 	U34100TN2021PTC141882	Subsidiary	72.15
13	Optare Australia Pty Limited		Subsidiary	90.18
14	Switch Mobility Europe S.L., Spa 		Subsidiary	90.18
15	Global TVS Bus Body Builders L 	U35202TN1998PLC041466	Subsidiary	66.67
16	Hinduja Tech Limited	U72400TN2009PLC072067	Subsidiary	73.83
17	Hinduja Tech GmbH		Subsidiary	73.83
18	Hinduja Tech Inc., USA		Subsidiary	73.83
19	Hinduja Tech (Shanghai) Co., L 		Subsidiary	73.83
20	Hinduja Tech Canada Inc., Can. 		Subsidiary	73.83
21	Drive System Design Limited U 		Subsidiary	73.83
22	Drive System Design Inc. USA		Subsidiary	73.83
23	Drive System Design s.r.o Cze 		Subsidiary	73.83
24	Hinduja Tech Limited U.K.		Subsidiary	73.83
25	Hinduja Leyland Finance Limit 	U65993TN2008PLC069837	Subsidiary	60.42
26	Hinduja Housing Finance Limit 	U65922TN2015PLC100093	Subsidiary	60.42
27	Hinduja Insurance Broking and 	U66000TN2019PLC129176	Subsidiary	60.42

28	Gaadi Mandi Digital Platforms 	U50400TN2022PLC149280	Subsidiary	60.42
29	HLF Services Limited	U67190TN2010PLC076750	Subsidiary	81.73
30	Ashley Aviation Limited	U66030TN2008PLC122350	Subsidiary	100
31	Ashok Leyland (UAE) LLC		Subsidiary	100
32	Mangalam Retail Services Limi 	U51909MH2006PLC288018	Associate	37.48
33	Lanka Ashok Leyland PLC		Associate	27.85
34	LLC Ashok Leyland Russia		Subsidiary	100
35	Ashok Leyland West Africa SA 		Subsidiary	100
36	Ashok Leyland Defence System 	U34200TN2008PLC080987	Associate	48.49
37	Rajalakshmi Wind Energy Limit 	U40105TN2010PLC077414	Associate	26
38	Ashley Alteams India Limited 	U27310TN2006PLC065084	Joint Venture	50
39	Ashok Leyland John Deere Cor 	U29253TN2009PTC072136	Joint Venture	4.85
40	Vishwa Buses and Coaches Lim 	U34101TN2020PLC139539	Subsidiary	100
41	Gro Digital Platforms Limited 	U72900TN2021PLC142824	Subsidiary	80.21
42	Prathama Solar Connect Energ 	U40300MH2019PTC319591	Associate	26
43	HR Vaigai Private Limited	U40106MH2021PTC372886	Associate	26
44	Hinduja Automotive Limited, U 		Holding	50.87
45	Machen Holdings SA		Holding	0
46	Machen Development Corpora 		Holding	0
47	Amas Holdings SPA		Holding	0
48	ZeBeyond Limited, U.K.		Joint Venture	36.91

#### 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	2,936,127,276	2,936,127,276	2,936,127,276
Total amount of equity shares (in Rupees)	27,856,000,000	2,936,127,276	2,936,127,276	2,936,127,276

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	2,936,127,276	2,936,127,276	2,936,127,276
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	27,856,000,000	2,936,127,276	2,936,127,276	2,936,127,276

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	12,287,391	2,923,239,812	2935527276	2,935,527,276	2,935,527,276	
Increase during the year	0	600,000	600000	600,000	600,000	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	600,000	600000	600,000	600,000	
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						
Decrease during the year	0	0	0	0	0	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						
At the end of the year	12,287,391	2,923,839,812	2936127276	2,936,127,276	2,936,127,276	
Preference shares						

<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						
<b>Decrease during the year</b>	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"/>
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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

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							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	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
<b>Non-convertible debentures</b>	8,000,000,000	0	0	8,000,000,000
<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**

361,441,381,700

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

69,003,573,277

**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	39.9	0	
10.	Others GDRs and others	329,200,140	11.21	0	
	<b>Total</b>	1,500,660,261	51.11	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	298,018,261	10.15	0	
	(ii) Non-resident Indian (NRI)	13,327,319	0.45	0	
	(iii) Foreign national (other than NRI)	3,910	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	169,222,921	5.76	0	
4.	Banks	2,633,104	0.09	0	
5.	Financial institutions	44,381,359	1.51	0	
6.	Foreign institutional investors	432,562,120	14.73	0	
7.	Mutual funds	422,964,220	14.41	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,965,966	0.37	0	
10.	Others GDRs and others	39,178,365	1.33	0	
	<b>Total</b>	1,435,467,015	48.87	0	0

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

1,145,732

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

1,145,738

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

328

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Schroder International +	JPMORGAN CHASE BANK N.A. IND +			42,869,056	1.46
GOVERNMENT PENSIC +	CITIBANK N.A. CUSTODY SERVICES +			34,620,256	1.18
MATTHEWS PACIFIC T +	HSBC SECURITIES SERVICES 11TH F +			31,526,160	1.07
VANGUARD EMERGIN +	JPMORGAN CHASE BANK N.A. IND +			20,176,732	0.69

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD TOTAL IN +	JPMORGAN CHASE BANK N.A. IND +			18,844,989	0.64
KOTAK FUNDS - INDIA +	HSBC SECURITIES SERVICES 11TH F +			14,999,899	0.51
ISHARES CORE MSCI E +	CITIBANK N.A. CUSTODY SERVICES +			14,592,029	0.5
T. ROWE PRICE EMERG +	JPMORGAN CHASE BANK N.A. IND +			11,709,046	0.4
BNP PARIBAS ARBITRA +	BNP PARIBAS HOUSE 1 NORTH AV +			10,815,116	0.37
T. ROWE PRICE EMERG +	JPMORGAN CHASE BANK N.A. IND +			10,163,966	0.35
ABU DHABI INVESTME +	JPMORGAN CHASE BANK N.A. IND +			9,465,065	0.32
VANGUARD FIDUCIAR +	JPMORGAN CHASE BANK N.A. IND +			8,570,191	0.29
MATTHEWS INDIA FUN +	HSBC SECURITIES SERVICES 11TH F +			6,374,760	0.22
BOFA SECURITIES EUR +	CITIBANK N.A. CUSTODY SERVICES +			6,055,153	0.21
MATTHEWS ASIA FUN +	HSBC SECURITIES SERVICES 11TH F +			5,779,562	0.2
AVIVA INVESTORS - EM +	JPMORGAN CHASE BANK N.A. IND +			5,702,139	0.19
STICHTING DEPOSITA +	JPMORGAN CHASE BANK N.A. IND +			5,344,134	0.18
THE NORTHERN TRUST +	CITIBANK N.A. CUSTODY SERVICES +			5,027,078	0.17
KUWAIT INVESTMENT +	CITIBANK N.A. CUSTODY SERVICES +			4,923,570	0.17
EMERGING MARKETS S +	JPMORGAN CHASE BANK N.A. IND +			4,918,943	0.17
DWS INVESTMENT S.A +	CITIBANK N.A. CUSTODY SERVICES +			4,792,067	0.16
IMPERIAL EMERGING E +	DEUTSCHE BANK AG DB HOUSE, H +			3,643,820	0.12
ISHARES CORE MSCI E +	CITIBANK N.A. CUSTODY SERVICES +			3,346,555	0.11
EMERGING MARKETS S +	JPMORGAN CHASE BANK N.A. IND +			3,147,090	0.11
MORGAN STANLEY AS +	CITIBANK N.A. CUSTODY SERVICES +			3,121,849	0.11

**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)	1,274,579	1,145,732
Debenture holders	5	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>	1	0	1	0	0	0
<b>B. Non-Promoter</b>	1	9	2	8	0	0
(i) Non-Independent	1	3	2	2	0	0
(ii) Independent	0	6	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	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)
Dheeraj Gopichand Hing ✚	00133410	Whole-time director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Andreas Hubertus Biaggi	06570499	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	
Shenu Agarwal	03485730	Managing Director	0	
Gopal Mahadevan	01746102	Whole-time director	20,620	
Natarajan Ramanathan	AEGPR2435A	Company Secretary	0	

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

3

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	03/11/2022	Resignation
Shenu Agarwal	03485730	Director	08/12/2022	Appointment as an Additional Director
Shenu Agarwal	03485730	Managing Director	08/12/2022	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	29/07/2022	1,132,085	146	0

**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	19/05/2022	11	11	100
2	17/06/2022	11	10	90.91
3	29/07/2022	11	11	100
4	10/11/2022	10	10	100
5	08/12/2022	10	9	90
6	01/02/2023	11	11	100
7	22/03/2023	11	11	100

#### C. COMMITTEE MEETINGS

Number of meetings held

24

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	18/05/2022	5	5	100
2	Audit Committee	28/07/2022	5	4	80
3	Audit Committee	09/11/2022	5	5	100
4	Audit Committee	31/01/2023	5	5	100
5	Nomination and Remuneration Committee	06/04/2022	3	3	100
6	Nomination and Remuneration Committee	18/05/2022	3	3	100
7	Nomination and Remuneration Committee	10/11/2022	3	3	100
8	Nomination and Remuneration Committee	06/12/2022	3	3	100
9	Nomination and Remuneration Committee	01/02/2023	3	3	100
10	Stakeholders Forum	18/05/2022	3	2	66.67

#### 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	29/04/2023
								(Y/N/NA)
1	Dheeraj Gopic	7	7	100	9	8	88.89	Yes
2	Andreas Hube	7	7	100	5	5	100	Yes
3	Canakapalli Bl	7	7	100	8	7	87.5	Yes
4	Jean Brunol	7	7	100	11	11	100	Yes
5	Jose Maria Ala	7	7	100	16	16	100	Yes
6	Manisha Girot	7	6	85.71	11	11	100	Yes
7	Sanjay Khatau	7	7	100	16	15	93.75	Yes
8	Saugata Gupta	7	7	100	13	13	100	Yes
9	Shom Ashok H	7	7	100	7	7	100	Yes
10	Shenu Agarwa	2	2	100	0	0	0	Yes
11	Gopal Mahade	7	6	85.71	2	1	50	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dheeraj G Hinduja	Executive Chairman	179,249,995	0	0	750,000	179,999,995
2	Shenu Agarwal	Managing Director	14,069,505	0	0	0	14,069,505
3	Gopal Mahadevan	Whole-Time Director	55,512,605	0	0	750,000	56,262,605
	Total		248,832,105	0	0	1,500,000	250,332,105

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	Natarajan Ramanathan	Company Secretary	21,760,654			735,872	22,496,526
	Total		21,760,654			735,872	0



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
1	Andreas Hubertus E	Director	0	6,137,000	0	1,000,000	7,137,000
2	Andrew Charles Pal	Director	0	0	0	300,000	300,000
3	Jean Brunol	Director	0	6,199,000	0	1,400,000	7,599,000
4	Jose Maria Alapont	Director	0	6,813,000	0	1,700,000	8,513,000
5	Manisha Girotra	Director	0	5,722,000	0	1,080,000	6,802,000
6	Sanjay Khatau Ashe	Director	0	6,985,000	0	1,490,000	8,475,000
7	Saugata Gupta	Director	0	6,180,000	0	1,520,000	7,700,000
8	Canakapalli Bhaktav	Director	0	7,137,000	0	1,120,000	8,257,000
9	Shom Ashok Hinduji	Director	0	4,037,000	0	1,000,000	5,037,000
	Total		0	49,210,000	0	10,610,000	59,820,000

#### 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 Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

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**