

**MINISTRY OF CORPORATE AFFAIRS****RECEIPT****G.A.R.7****SRN :** H88662200**Service Request Date :** 11/09/2019**Payment made into :** Indian Bank**Received From :**

**Name :** JAYAVANT BHAGWAN BHAVE  
**Address :** Flat No. 9, Karan Aniket, 5th Floor  
Plot No. 37, Shri Varanasi Co-op. Soc. Ltd. Warje  
Pune, Maharashtra  
IN - 411058

**Entity on whose behalf money is paid**

**CIN:** L64200MH1986PLC041370  
**Name :** TECH MAHINDRA LIMITED  
**Address :** GATEWAY BUILDING,  
APOLLO BUNDER,  
MUMBAI, Maharashtra  
India - 400001

**Full Particulars of Remittance****Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2019	Normal	600.00
<b>Total</b>		<b>600.00</b>

**Mode of Payment:** Internet Banking - Indian Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

# 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

L64200MH1986PLC041370

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACM3484F

(ii) (a) Name of the company

TECH MAHINDRA LIMITED

(b) Registered office address

GATEWAY BUILDING,  
APOLLO BUNDER,  
MUMBAI  
Maharashtra  
400001

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

anil.khatri@techmahindra.com

(d) \*Telephone number with STD code

02066018100

(e) Website

www.techmahindra.com

(iii) Date of Incorporation

24/10/1986

(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, MUMBAI	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED, MUMBAI	1,024

(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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 31/07/2019

(b) Due date of AGM 30/09/2019

(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	J	Information and communication	J6	Computer programming, consultancy and related activities	93.08
2	J	Information and communication	J7	Data processing, hosting and related activities; web portal	6.92

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

\*No. of Companies for which information is to be given 183

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tech Mahindra (Americas) Inc.		Subsidiary	100

2	Tech Talenta Inc.		Subsidiary	100
3	Tech Mahindra IPR Inc.*		Subsidiary	100
4	FixStream Networks Inc.		Subsidiary	73.38
5	Fixstream India Private Limited	U72200KA2013PTC104459	Subsidiary	73.37
6	Tech Mahindra GmbH		Subsidiary	100
7	TechMIT - Services GmbH		Subsidiary	100
8	Tech Mahindra Norway AS		Subsidiary	100
9	Tech Mahindra (Singapore) Pte		Subsidiary	100
10	Tech Mahindra (Thailand) Limi		Subsidiary	100
11	PT Tech Mahindra Indonesia		Subsidiary	100
12	Tech Mahindra ICT Services (M		Subsidiary	100
13	Tech Mahindra (Beijing) IT Serv		Subsidiary	100
14	Tech Mahindra (Nigeria) Limite		Subsidiary	100
15	Tech Mahindra (Bahrain) Limite		Subsidiary	100
16	Tech Mahindra Business Servic	U72900MH2006PLC159149	Subsidiary	100
17	Tech Mahindra South Africa (P		Subsidiary	48.96
18	Tech Mahindra Holdco Pty limi		Subsidiary	96
19	Tech Mahindra (Shanghai) Co l		Subsidiary	100
20	ech Mahindra (Nanjing) Co. Ltc		Subsidiary	100
21	Tech Mahindra Technologies, I		Subsidiary	100
22	The Bio Agency Limited		Subsidiary	100
23	Tech Mahindra Vietnam Comp		Subsidiary	100
24	Citisoft Plc.,		Subsidiary	100
25	Citisoft Inc.,		Subsidiary	100
26	Tech Mahindra Servicos De Inf		Subsidiary	99.99

27	Tech Mahindra De Mexico S.DE		Subsidiary	100
28	Satyam Venture Engineering S	U72200AP2000PTC033213	Subsidiary	50
29	Satyam Venture Engineering S		Subsidiary	50
30	Satven GmbH		Subsidiary	50
31	vCustomer Philippines Inc.,		Subsidiary	100
32	vCustomer Philippines(Cebu),		Subsidiary	100
33	Mahindra Engineering Service:		Subsidiary	100
34	Inter-Informatics, spol. s. r. o.		Subsidiary	100
35	Inter- Informatics SRL		Subsidiary	100
36	TC Inter- Informatics a. s.		Subsidiary	100
37	Inter- Informatics s. r. o.*		Subsidiary	100
38	K- Vision Co., Ltd		Subsidiary	100
39	Mahindra Technologies Service		Subsidiary	100
40	Tech Mahindra DRC SARLU		Subsidiary	100
41	NTH Dimension Ltd		Subsidiary	100
42	Tech Mahindra Arabia Limited		Subsidiary	51
43	Tech Mahindra Growth Factori	U72200MH2015PLC269129	Subsidiary	100
44	Tech Mahindra France SAS*		Subsidiary	100
45	Tech Mahindra Netherlands B.V		Subsidiary	100
46	Tech Mahindra Sweden AB		Subsidiary	100
47	Tech Mahindra LLC		Subsidiary	100
48	Tech Mahindra Chile SpA		Subsidiary	100
49	Comviva Technologies Limited	U72200HR1999PLC041214	Subsidiary	99.99
50	Comviva Technologies Inc.*		Subsidiary	99.99
51	Comviva Technologies Nigeria		Subsidiary	99.98

52	Hedonmark (Management Ser		Subsidiary	74.99
53	Comviva Technologies Singap		Subsidiary	99.99
54	Comviva Technologies FZ-LLC		Subsidiary	99.99
55	Comviva Technologies B.V.		Subsidiary	99.99
56	Comviva Technologies (Austra		Subsidiary	99.99
57	Emagine International Holding		Subsidiary	99.99
58	Comviva Technologies Madag		Subsidiary	99.99
59	Terra Payment Services South		Subsidiary	99.99
60	Terra Payment Services (Nethe		Subsidiary	99.99
61	Mobex Money Transfer Service		Subsidiary	99.99
62	Terrapay Services (UK) Limited		Subsidiary	99.99
63	Comviva Technologies (Argent		Subsidiary	99.99
64	ATS Advanced Technology Sol		Subsidiary	99.99
65	Terra Payment Services (Uganc		Subsidiary	99.99
66	Terra Payment Services (Tanza		Subsidiary	99.99
67	Terra Payment Services S.A.R.L		Subsidiary	99.99
68	Comviva Technologies Colomb		Subsidiary	99.99
69	Terra Payment Services S.A.R.L		Subsidiary	99.99
70	Terra Payment Services Botswa		Subsidiary	99.99
71	Terra Payment Services (UK) Lt		Subsidiary	99.99
72	Terra Payment Services S.A.R.L		Subsidiary	99.99
73	Terra Payment Services (Mauri		Subsidiary	99.99
74	Terra Payment Services (India)	U72900HR2017FTC070602	Subsidiary	99.99
75	Comviva Technologies Mexico		Subsidiary	99.99
76	YABX Technologies (Netherlan		Subsidiary	99.99

77	Sofgen Holdings Limited		Subsidiary	100
78	Sofgen Americas Inc.,*		Subsidiary	100
79	Sofgen Services Limited*		Subsidiary	100
80	Sofgen Limited*		Subsidiary	100
81	Sofgen (UK) Limited		Subsidiary	100
82	Sofgen Ireland Limited		Subsidiary	100
83	Sofgen Consulting AG		Subsidiary	100
84	Sofgen SA		Subsidiary	100
85	Sofgen Africa Limited		Subsidiary	100
86	Sofgen West Africa Limited*		Subsidiary	100
87	Sofgen India Private Limited*	U72900TN2001PTC047964	Subsidiary	100
88	Sofgen Sdn Bhd		Subsidiary	100
89	Sofgen Services Pte. Ltd.		Subsidiary	100
90	Lightbridge Communications (		Subsidiary	100
91	Tech Mahindra Network Servic		Subsidiary	100
92	Tech Mahindra Network Desig		Subsidiary	100
93	LCC Central America de Mexico		Subsidiary	100
94	Tech Mahindra Network Servic		Subsidiary	100
95	LCC France SARL		Subsidiary	100
96	LCC Telecom GmbH		Subsidiary	100
97	LCC Design and Deployment S		Subsidiary	100
98	LCC Italia s.r.l.		Subsidiary	100
99	LCC Network Services, B.V.		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	1,586,300,000	983,362,470	983,362,470	983,362,470
Total amount of equity shares (in Rupees)	7,931,500,000	4,916,812,350	4,916,812,350	4,916,812,350

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	1,586,300,000	983,362,470	983,362,470	983,362,470
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	7,931,500,000	4,916,812,350	4,916,812,350	4,916,812,350

**(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)	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
<b>Equity shares</b>				
<b>At the beginning of the year</b>	979,733,808	4,898,669,040	4,898,669,040	

<b>Increase during the year</b>	3,628,662	18,143,310	18,143,310	342,629,665
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	3,628,662	18,143,310	18,143,310	342,629,665
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>	983,362,470	4,916,812,350	4,916,812,350	
<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				
<b>At the end of the year</b>	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	31/07/2018		
Date of registration of transfer (Date Month Year)			
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) \*Indebtedness including 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
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			127,543,205
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			127,543,205

**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
<b>Total</b>					

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

272,196,164,116

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

194,407,064,759

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

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	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)	256,693,512	26.1	0	
10.	Others TML Benefit Trust (Through Mr. U	96,000,000	9.76	0	
	<b>Total</b>	352,693,512	35.86	0	0

**Total number of shareholders (promoters)**

4

**(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	89,483,152	9.1	0	
	(ii) Non-resident Indian (NRI)	8,157,018	0.83	0	
	(iii) Foreign national (other than NRI)	223,190	0.02	0	

2.	Government				
	(i) Central Government	1,636,648	0.17	0	
	(ii) State Government	200	0	0	
	(iii) Government companies	232	0	0	
3.	Insurance companies	26,904,852	2.74	0	
4.	Banks	387,438	0.04	0	
5.	Financial institutions	1,289,176	0.13	0	
6.	Foreign institutional investors	6,928,284	0.7	0	
7.	Mutual funds	83,911,337	8.53	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	19,229,319	1.96	0	
10.	Others Foreign Portfolio Investor,T	392,518,112	39.92	0	
	<b>Total</b>	630,668,958	64.14	0	0

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

498,710

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

498,714

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PACIFIC ASSETS TRUS	JPMORGAN CHASE BANK N.A. IND			2,488,919	0.25
KAPITALFORENINGEN	JPMORGAN CHASE BANK N.A. IND			1,535,493	0.16
GOLDMAN SACHS TRU	J.P.MORGAN CHASE BANK N.A. IND			1,258,926	0.13
GOLDMAN SACHS TRU	JPMORGAN CHASE BANK N.A. IND			1,086,397	0.11
THE BOEING COMPAN	JPMORGAN CHASE BANK N.A. IND			139,631	0.01
RUSSELL INVESTMENT	DEUTSCHE BANK AG DB HOUSE, H			87,857	0.01
RUSSELL INVESTMENT	DEUTSCHE BANK AG DB HOUSE, H			86,057	0.01
COAL STAFF SUPERAN	JPMORGAN CHASE BANK N.A. IND			86,000	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EATON VANCE TRUST	DEUTSCHE BANK AG DB HOUSE, H			59,421	0.01
GOLDMAN SACHS TRU	JPMORGAN CHASE BANK N.A. IND			52,345	0
INVESTERINGSFORENI	JPMORGAN CHASE BANK N.A. IND			33,526	0
ABERDEEN ASSET MAI	STANDARD CHARTERED BANK CU:			1,880	0
HSBC GLOBAL INVEST	THE HONGKONG & SHANGHAI BA			1,408	0
STICHTING PENSIOENI	C/O STANDARD CHARTERED BANK			1,408	0
ADVANTAGE ADVISER	DEUTSCHE BANK AG MHATRE PEN			940	0
CITIBANK INTERNATIO	CITIBANK N.A. (CUSTODY SERVICE:			940	0
CITIBANK INTERNATIO	CITIBANK N.A C/O.SULTANALLYS E			940	0
GENERAL ELECTRIC PE	DEUTSCHE BANK AG GROUND FLC			940	0
GENERAL MOTORS EM	THE HONGKONG AND SHANGHAI			940	0
GMO TRUST	CITIBANK N.A. (CUSTODY SERVICE:			940	0
MORGAN STANLEY DE	THE HONGKONG AND SHANGHAI			940	0
VAN ECK ASSOCIATES	CITI BANK N.A. (CUSTODY SERVICE			940	0
AMERICAN CENTURY	THE HONGKONG AND SHANGHAI			468	0
CREDIT SUISSE FIRST E	CITIBANK N.A. CUSTODY SERVICES			468	0
DB FUND (MAURITIUS	C/O. DEUTCHE BANK A G SECURITI			468	0

**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	4	4
Members (other than promoters)	442,577	498,710
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	9	1	8	0.7	0.06
(i) Non-Independent	1	4	1	3	0.7	0.04
(ii) Independent	0	5	0	5	0	0.02
<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
<b>Total</b>	<b>1</b>	<b>9</b>	<b>1</b>	<b>8</b>	<b>0.7</b>	<b>0.06</b>

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

11

**(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)
Anand G. Mahindra	00004695	Director	188,552	
Anupam Puri	00209113	Director	0	31/07/2019
C. P. Gurnani	00018234	Managing Director	6,931,968	
M. Damodaran	02106990	Director	75,150	
M. Rajyalakshmi Rao	00009420	Director	32,000	
Ravindra Kulkarni	00059367	Director	64,148	31/07/2019
T. N. Manoharan	01186248	Director	30,000	
Ulhas N. Yargop	00054530	Nominee director	151,520	31/07/2019

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
V. S. Parthasarathy	00125299	Director	0	
Manoj Bhat	AFXPB0195D	CFO	46,204	
Anil Khatri	ABGPK1615G	Company Secretar	5,000	

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

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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)
Vineet Nayyar	00018243	Director	31/07/2018	Retired as Director
Milind Kulkarni	AAGPK5060Q	CFO	31/05/2018	Superannuated as CFO
Manoj Bhat	AFXPB0195D	CFO	01/06/2018	Appointed as CFO

**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	31/07/2018	444,298	99	36.94

**B. BOARD MEETINGS**

\*Number of meetings held

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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2018	10	10	100
2	31/07/2018	10	10	100
3	30/10/2018	9	8	88.89
4	05/02/2019	9	9	100
5	21/02/2019	9	7	77.78

### C. COMMITTEE MEETINGS

Number of meetings held

18

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	24/05/2018	4	4	100
2	Audit Committee	30/07/2018	4	4	100
3	Audit Committee	29/10/2018	4	4	100
4	Audit Committee	04/02/2019	4	4	100
5	Nomination and Remuneration	25/05/2018	3	3	100
6	Nomination and Remuneration	30/07/2018	3	3	100
7	Nomination and Remuneration	30/10/2018	3	3	100
8	Nomination and Remuneration	04/02/2019	3	3	100
9	Corporate Social Responsibility	24/05/2018	3	3	100
10	Corporate Social Responsibility	29/10/2018	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	31/07/2019
								(Y/N/NA)
1	Anand G. Mahajan	5	4	80	0	0	0	Yes
2	Anupam Puri	5	4	80	13	13	100	Yes
3	C. P. Gurnani	5	5	100	3	3	100	Yes
4	M. Damodararao	5	5	100	11	11	100	Yes
5	M. Rajyalakshmi	5	5	100	2	2	100	Yes
6	Ravindra Kulkarni	5	5	100	8	8	100	Yes
7	T. N. Manoharan	5	4	80	8	8	100	Yes
8	Ulhas N. Yargade	5	5	100	18	18	100	Yes
9	V. S. Parthasarathy	5	5	100	4	4	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	C P Gurnani	Managing Director	28,922,804	15,910,000	178,778,240	0	223,611,044
	Total		28,922,804	15,910,000	178,778,240	0	223,611,044

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Milind Kulkarni	CFO	5,258,570	0	9,676,080	0	14,934,650
2	Manoj Bhat	CFO	9,360,185	0	0	0	9,360,185
3	Anil Khatri	Company Secretary	3,892,977	0	3,096,125	0	6,989,102
	Total		18,511,732	0	12,772,205	0	31,283,937

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anupam Puri	Independent Director	0	8,506,680	0	0	8,506,680
2	M. Damodaran	Independent Director	0	7,261,800	0	0	7,261,800
3	Ravindra Kulkarni	Independent Director	0	7,607,600	0	0	7,607,600
4	M. Rajyalakshmi Rao	Independent Director	0	6,224,400	44,443,800	0	50,668,200
5	T. N. Manoharan	Independent Director	0	7,815,080	0	0	7,815,080
6	Ulhas N. Yargop	Non executive Director	0	7,953,400	0	0	7,953,400
7	V. S. Parthasarathy	Non Executive Director	0	6,570,200	0	0	6,570,200
8	Vineet Nayyar	Non Executive Director	0	13,333,000	0	0	13,333,000
	Total		0	65,272,160	44,443,800	0	109,715,960

**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

JAYAVANT B BHAVE

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3068

**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

Digitally signed by  
CHANDER  
PRAKASH  
GURNANI  
Date: 2019.09.11  
18:10:50 +05'30'

DIN of the director

#### To be digitally signed by

Digitally signed by  
ANIL  
MOHANLAL  
KHATRI  
Date: 2019.09.11  
18:11:30 +05'30'

- 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

#### List of attachments

TML\_MGT 8\_2018-19.pdf  
Annexure to TML MGT 7 2018-19.pdf  
ROC Letter.pdf  
Share Transfer Details.pdf

**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**