

Form No. MGT-7

ANNUAL RETURN

As on the financial year ended on 31/03/2023

Of  
Financial Year 2022-23

[Pursuant to Section 92(1) of the Companies Act, 2013  
And

Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

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. : AACCT5245K

(ii) (a) Name of The Company

(b) Registered Office Address

Hardware Park, Plot No 21, Sy No 1/1, Imarat Kanchar  
Raviryala Village, Maheshwaram Mandal  
Hyderabad, Telangana 501218

(c) \*E-Mail ID of the Company

(d) \*Telephone No. with STD Code

(e) Website

(iii) Date of Incorporation

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

(b) CIN of Registrar and Transfer Agent

U72200TG1987PLC007288

Name of the Registrar and Transfer Agent

XL Softech Systems Limited

Registered Office address of the Registrar and Transfer Agents

3 Sagar Society, Road No 2, Banjara Hills, Hyderabad-500 034

(vii) Financial Year From  (DD /MM/YYYY) To  (DD /MM/YYYY) date date

(viii) Whether Annual General Meeting (AGM) held :-  Yes  No

a) If Yes, date of AGM

b) Due Date of AGM

c) Whether Any Extension For AGM granted  Yes  No

d) if yes, provide the Service Request Number of the application Form filed for extension

e) Extended Due Date after grant of Extension

**Pre - fill**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

\*Number of Business Activities

Sr.No	Main Activity group Code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of Total Turnover of Company
1.	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment	97

**III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

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

Sr.No	Name of the Company	CIN/FCRN	Holding/ Subsidiary / Joint Venture/Associate	% of Shares held
1.	Tata Sons Private Limited	U99999MH1917PLC000478	Holding	100
2.	Tata Sikorsky Aerospace Limited	U74990TG2008PLC077969	Subsidiary/Joint Venture	74
3.	Tata Lockheed Martin Aerostructures Limited	U29268TG2010PLC077940	Subsidiary/Joint Venture	74
4.	Tata Boeing Aerospace Limited	U74120TG2015PLC101585	Subsidiary/Joint Venture	51
5.	HELA Systems Private Limited	U93000TG2004PTC042753	Subsidiary/ Joint Venture	74
6.	Nova Integrated Systems Limited	U74990TG2008PLC099481	Subsidiary	100
7.	Aurora Integrated Systems Private Limited	U74120KA2006PTC082507	Subsidiary	100
8.	TASL Aerostructures Private Limited	U29119MH2008PTC187825	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

##### (a) Equity Share Capital

Particulars	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	279,00,00,000	2,110,394,465	2,110,394,465	2,110,394,465
Total amount of Equity Shares(in rupees)	27,900,000,000	21,103,944,650	21,103,944,650	21,103,944,650

##### Number of Classes

Class of Shares	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
1				
Number of Equity Shares	279,00,00,000	2,110,394,465	2,110,394,465	2,110,394,465
Nominal Value Per Share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	27,900,000,000	21,103,944,650	21,103,944,650	21,103,944,650

##### b. Preference Share Capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Total Number of Preference Shares	1,40,00,000			
Total amount of Preference Shares(in rupees)	140,00,00,000			

Number of  Classes:

Class of Shares <input type="text"/>	Authorized 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: NIL**

Particulars	Authorized Share Capital
Total Amount of Unclassified shares	

**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>	2,110,394,465	21,103,944,650	21,103,944,650	
<b>Increase during the Year</b>	-	-	-	
i) Public Issue				
ii) Right Issue				
iii) Bonus Issue				
iv) Private Placement/ Preferential Allotment				
v) ESOPs				
vi) Sweat Equity Shares Allotted				
vii) Conversion of Preference Shares				
viii) Conversion of Debentures				
ix) GDRs/ADRs				
x) Others, specify <input type="text"/>				
<b>Decrease during the year</b>	-	-	-	
i) Buy-Back of Shares				
ii) Shares Forfeited				
iii) Reduction of Share Capital				
iv) Others, Specify				

<b>At the end of Year</b>	2,110,394,465	21,103,944,650	21,103,944,650	
<b>Preference Shares</b>	NA			
<b>At the Beginning of the Year</b>				
<b>Increase during the Year</b>				
i) Issues of Shares				
ii) Re-Issue of Forfeited Shares				
iii) Others, Specify				
<b>Decrease during the year</b>				
i) Redemption of Shares				
ii) Shares Forfeited				
iii) Reduction of Share Capital				
iv) Others, Specify				
<b>At the end of Year</b>				

ISIN of the equity shares of the Company

INE02GX01014

(ii) Details of Stock Split/Consolidation during the year( for each class of shares ):

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 Transfer since closure date of last Financial year (or in the case of first return at any time since the incorporation of the company) \*

Details being provided in 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 previous AGM

July 11, 2022

Date of Registration of Transfer of shares (Date Month Year)- 16.03.2023

Type of Transfer	1	1. Equity 2. Preference 3. Debentures 4. Stock		
Number of Shares/ Debentures/Units Transferred: 1	Amount Per Share in Rupees: 10/-			
Ledger Folio of Transferor				
Transferor's Name	<b>Tata Sons Private Limited Jointly with K R Bhagat</b>			
	Surname	Middle name	First name	
Ledger Folio of Transferee				
Transferee's Name	<b>Tata Sons Private Limited Jointly with Chetan Nage</b>			
	Surname	Middle name	First name	

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

Particulars	Number of Units	Nominal Value Per Unit	Total Value
Non - Convertible Debentures	NIL		
Partly Convertible Debentures			
Fully Convertible Debentures			
<b>Total</b>			

**Details of Debentures**

Class of Debentures	Outstanding as at the Beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non - Convertible Debentures				
Partly Convertible Debentures				
Fully Convertible Debentures				

**v) Securities ( Other than Shares and Debentures)**

NIL

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 under Companies Act, 2013)**

i) Turnover

3,347.30 Crore

ii) Net worth of the Company

2519.14 Crore

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

S. No.	Category	Indian		Foreign	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				

2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate(not mentioned above)	2110394459	100		
10.	Others	6	0		
	<input type="text" value="Joint Holders"/>				
	<b>Total</b>	<b>2110394465</b>	<b>100</b>		

**Total Number of Shareholders(promoters)**

**(b) \* SHARE HOLDING PATTERN- Public/ Other than promoters**

Sr.No.	Category	Indian		Foreign	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	( i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate(not mentioned above)				
10.	Others				
	<input type="text"/>				
	<b>Total</b>				

**Total Number of Shareholders(other than promoters)**

**Total Number of Shareholders (Promoters + Public/Other than promoters)**

**(c) Details of Foreign institutional investors (FIIs) holding shares of the Company: NIL**  
**VII. \* NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

Details	As at beginning of the year	As at end of the year
Promoters	7	7
Members(other than promoters)	0	0
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 the directors as at the end of year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
<b>A. Promoter</b>						
<b>B. Non-Promoter</b>	1	5	1	4	0	0
(i) Non-Independent	1	5	1	4	0	0
(ii) Independent						
<b>C. Nominee Directors Representing</b>						
i) Banks & FIs						
ii) Investing Institutions						
iii) Government						
iv) Small shareholders						
v) Others						
<b>Total</b>	1	5	1	4	0	0

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

7

**(B) (i) \* Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year ,if any)
Vijay Singh	06610802	Director	0	
Banmali Agrawala	00120029	Director	0	
Maya Swaminathan Sinha	03056226	Director	0	
Norman Anil Kumar	08153434	Director	0	
Sukaran Singh	ASIPS0378R	Chief Executive Officer(CEO)	1	

Sukaran Singh	01485745	Managing director	1	
Yogesh Patel	AFQPP2328M	Chief Financial Officer(CFO)	0	
Chetan Nage	ADSPN7619K	Company Secretary	0	

(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 year	Date of appointment/change in designation	Nature of change (Appointment/change in designation /Cessation)
Kesava Menon Chandrasekhar	06466854	Director	February 20, 2023	Retirement
Murali Santhana Gopalan	ADKPS8432K	Chief Financial Officer(CFO)	March 14, 2023	Retirement
Yogesh Patel	AFQPP2328M	Chief Financial Officer(CFO)	March 15, 2023	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held:

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	11-07-2022	7	6	99.99

### B. BOARD MEETINGS

Number of meetings held:

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	03-05-2022	6	6	100
2.	09-08-2022	6	6	100
3.	13-09-2022	6	6	100
4.	06-01-2023	6	6	100
5.	16-01-2023	6	6	100
6.	15-02-2023	6	5	83.33
7.	21-03-2023	5	5	100

### C.COMMITTEE MEETINGS

Number of meetings held:

S.	Type of meeting	Date of	Total Number of	Attendance
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No.		meeting	members as on the date of meeting	Number of members attended	% of attendance
1.	Audit	03-05-2023	4	4	100
2.	Audit	13-09-2022	4	4	100
3.	Audit	16-01-2023	4	4	100
4.	NRC	03-05-2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S.No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on 11-07-2022 (Y/N/NA)
		No. of meetings which were entitled to attend	No. of meetings attended	% of attendance	No. of meetings held	No. of meetings attended	% of attendance	
1	Vijay Singh	7	7	100	4	4	100	Y
2	Banmali Agrawala	7	6	85.71	4	4	100	Y
3	Sukaran Singh	7	7	100	0	0	NA	Y
4	Maya Swaminathan Sinha	7	7	100	3	3	100	Y
5	Kesava Menon Chandrasekhar	6	6	100	3	3	100	N
6	Norman Anil Kumar	7	7	100	1	1	100	Y

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Number of Managing Director, Whole - time Directors and/or Manager whose remuneration details to be Entered

Sr No	Name	Designation	Fixed Salary(RS)	Commission	Stock Option/ Sweat Equity	Others (Performance Bonus)(Rs)	Total Amount(Rs)
1.	Sukaran Singh	MD & CEO	3,22,21,272	-	-	1,94,61,078	5,16,82,350
	Total						

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

Sr	Name	Designation	Fixed	Commission	Stock	Others	Total
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No			Salary(Rs)		Option/ Sweat Equity	(Performance Bonus)(Rs)	Amount(Rs)
1.	S.G. Murali(upto March 14, 2023)	CFO	2,11,18,606	-	-	91,55,394	3,02,74,000
2.	Yogesh Patel(w.e.f March 15, 2023)	CFO	10,10,860	-	-	-	10,10,860
3.	Chetan Nage	CS	He is an employee of Tata Sons Private Limited, the Holding Company and is deputed as the Company Secretary at NIL cost.				

Number of other directors whose remuneration details to be entered

5

Sr No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1.	Vijay Singh	Director	-	80,00,000	-	3,02,500	83,02,500
2.	Norman Anil Kumar Browne	Director	-	73,00,000	-	2,00,000	75,00,000
3.	Kesava Menon Chandrasekhar	Director	-	73,00,000	-	2,25,000	75,25,000
4.	Banmali Agrawala	Director	-	-	-	1,80,000	1,80,000
5.	Maya Sinha	Director	-	73,00,000	-	2,50,000	75,50,000
	<b>Total</b>			<b>2,99,00,000</b>		<b>11,57,500</b>	<b>3,10,57,500</b>

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

### A. CERTIFICATION OF COMPLIANCES

Whether company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year.

yes

No

If No, give details along with the reasons/observations

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## XII. PENALTY AND PUNISHMENT- DETAILS THERXOF

### (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS/ OFFICERS

Name of the company/ directors/ officers	Name of the count/ concerned Authority	Date of Order	Name of the act and section under which penalized /punished	Details of penalty/ punishment	Details of appeal (if any) including present status

NIL

**(B) DETAILS OF COMPOUNDING OF OFFENCES**

Name of the company/ directors/ officers	Name of the count/ concerned Authority	Date of Order	Name of the act and section under which penalized /punished	Particulars of offence	Amount of compounding (in rupees)
NIL					

**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

Whether associate or fellow

Associate

Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued by invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one-person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub – section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am authorized by the board of Directors of the company vide resolution no.  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form

**Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company Secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of shareholders, debenture holders.
2. Approval letter for extension of AGM.
3. Copy of MGT-8
4. Optional Attachment(s), if any

**SHAREHOLDING PATTERN AS ON 31/03/2023**

<b>Sr. No.</b>	<b>Name &amp; Address of the Shareholder</b>	<b>Type of Shares</b>	<b>Amount in Rupees per Share</b>	<b>Number of Shares</b>	<b>Nationality &amp; Shareholding %</b>
1	Tata Sons Private Limited Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	2110394459	Indian Company* (100%)
2	Tata Sons Private Limited Jointly with Mr. Chetan Nage Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
3	Tata Sons Private Limited Jointly with Mr. Sukaran Singh Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
4	Tata Sons Private Limited Jointly with Mr. E N Kapadia Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
5	Tata Sons Private Limited Jointly with Mr. Masood Hussainy Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
6	Tata Sons Private Limited Jointly with Mr. A V S Prasad Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
7	Tata Sons Private Limited Jointly with Mr. Praveen Kumar Chikkala Bombay House 24, Homi Mody Street, Mumbai-400001	Equity	10	1	-
	Total	Equity	10	2110394465	

\* The Company is a Wholly Owned Subsidiary of Tata Sons Private Limited.