

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

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
- NEVILL HOUSE, JN HEREDIA MARG,
BALLARD ESTATE,
MUMBAI
Maharashtra
400001
India
- (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 | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(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 05/08/2019

(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 3

| 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 | C2 | Textile, leather and other apparel products | 32.49 |
| 2 | G | Trade | G2 | Retail Trading | 5.94 |
| 3 | F | Construction | F1 | Buildings | 61.57 |

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

*No. of Companies for which information is to be given 3

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
|------|---------------------|------------|--|------------------|

| | | | | |
|---|-----------------------------------|-----------------------|------------|-------|
| 1 | Pentafil Textile Dealers Limited | U65993MH1984PLC253516 | Associate | 49 |
| 2 | Bombay Dyeing Real Estate Co | U70102MH2008PLC183489 | Associate | 40 |
| 3 | P. T. Five Star Textile Indonesia | | Subsidiary | 97.36 |

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 | 510,000,000 | 206,534,900 | 206,534,900 | 206,534,900 |
| Total amount of equity shares (in Rupees) | 1,020,000,000 | 413,069,800 | 413,069,800 | 413,069,800 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 510,000,000 | 206,534,900 | 206,534,900 | 206,534,900 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of equity shares (in rupees) | 1,020,000,000 | 413,069,800 | 413,069,800 | 413,069,800 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 400,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 40,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 8% Redeemable Non-convertible Non-cumulative Pr | | | | |
| Number of preference shares | 400,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 40,000,000 | 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 | | | | |
| At the beginning of the year | 206,534,900 | 413,069,800 | 413,069,800 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| 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 | 0 | 0 | 0 | 0 |
| 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 | | | | |
| | | | | |
| Decrease during the year | 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 | | | | |
| | | | | |
| At the end of the year | 206,534,900 | 413,069,800 | 413,069,800 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |

| | | | | |
|----------------------------------|---|---|---|---|
| Increase during the year | 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 | | | | |
| | | | | |
| Decrease during the year | 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 | | | | |
| | | | | |
| At the end of the year | 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

07/08/2018

| | | | |
|---|----------------------|--|----------------------|
| 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"/> | | | |
| 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 |

(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 | | | 34,962,088,983.7967 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 4,888,900,000 |
| Deposit | | | 19,510,000 |
| Total | | | 39,870,498,983.7967 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

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

44,297,544,301.31

(ii) Net worth of the Company

1,806,231,569.19

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 | 2,084,953 | 1.01 | 0 | |
| | (ii) Non-resident Indian (NRI) | 2,801,560 | 1.36 | 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) | 101,468,825 | 49.13 | 0 | |
| 10. | Others Trust | 1,767,280 | 0.86 | 0 | |
| | Total | 108,122,618 | 52.36 | 0 | 0 |

Total number of shareholders (promoters)

46

(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 | 58,509,700 | 28.33 | 0 | |
| | (ii) Non-resident Indian (NRI) | 3,803,562 | 1.84 | 0 | |
| | (iii) Foreign national (other than NRI) | 427 | 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 | 7,665,349 | 3.71 | 0 | |
| 4. | Banks | 187,088 | 0.09 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 3,210,718 | 1.55 | 0 | |
| 7. | Mutual funds | 12,180 | 0.01 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 19,803,599 | 9.59 | 0 | |
| 10. | Others ClearingMembers,IEPF,NBF | 5,219,659 | 2.53 | 0 | |
| | Total | 98,412,282 | 47.65 | 0 | 0 |

Total number of shareholders (other than promoters)

110,508

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

110,554

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

31

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---------------------|-----------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| NOMURA SINGAPORE | 'HSBC SECURITIES SERVICES, 11TH | | | 700,000 | 0.34 |
| THE EMERGING MARK | 'CITIBANK N.A. CUSTODY SERVICES | | | 629,184 | 0.3 |
| EMERGING MARKETS C | 'CITIBANK N.A. CUSTODY SERVICES | | | 580,664 | 0.28 |
| MV SCIF MAURITIUS | 'DEUTSCHE BANK AG, DB HOUSE, H | | | 328,102 | 0.16 |
| CRESTA FUND LTD | 'DEUTSCHE BANK AG, DB HOUSE, H | | | 200,000 | 0.1 |
| KUBER INDIA FUND | 'SUITE 307 3RD FLOOR, NG TOWER | | | 175,776 | 0.09 |
| DAVOS INTERNATIONAL | 'Standard Chartered Bank, CRESCE | | | 155,300 | 0.08 |
| POLUS GLOBAL FUND | 'ICICI BANK LTD, SMS DEPT 1ST FLO | | | 57,000 | 0.03 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-----------------------|---------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| COLUMBIA INDIA SMA | DEUTSCHE BANK AG, DB HOUSE, H | | | 54,172 | 0.03 |
| VESPERA FUND LIMITE | BNP PARIBAS HOUSE, 1 NORTH AV | | | 50,000 | 0.02 |
| SPDR S AND P EMERG | DEUTSCHE BANK AG, DB HOUSE, H | | | 48,055 | 0.02 |
| SPDR S AND P EMERG | DEUTSCHE BANK AG, DB HOUSE, H | | | 37,288 | 0.02 |
| EMERGING MARKETS S | CITIBANK N.A. CUSTODY SERVICES | | | 33,291 | 0.02 |
| EMERGING MARKETS C | CITIBANK N.A. CUSTODY SERVICES | | | 30,636 | 0.01 |
| T.A. WORLD EX U.S. CO | CITIBANK N.A. CUSTODY SERVICES | | | 18,839 | 0.01 |
| SAINT CAPITAL FUND | SUITE 317 3RD FLOOR, NG TOWER | | | 18,000 | 0.01 |
| LOS ANGELES CITY EM | CITIBANK N.A. CUSTODY SERVICES | | | 12,913 | 0.01 |
| WORLD EX U.S. CORE E | CITIBANK N.A. CUSTODY SERVICES | | | 12,073 | 0.01 |
| OLD WESTBURY SMAL | CITIBANK N.A. CUSTODY SERVICES | | | 12,029 | 0.01 |
| PEOPLE'S BANK OF CH | DEUTSCHE BANK AG, DB HOUSE, H | | | 10,585 | 0.01 |
| CITY OF LOS ANGELES | CITIBANK N.A. CUSTODY SERVICES | | | 9,088 | 0 |
| JOHN HANCOCK FUND | CITIBANK N.A. CUSTODY SERVICES | | | 7,879 | 0 |
| DIMENSIONAL FUNDS | DEUTSCHE BANK AG, DB HOUSE, H | | | 6,335 | 0 |
| BAO VALUE FUND | Standard Chartered Bank, CRESC | | | 5,000 | 0 |
| ASPIRE EMERGING FUN | CICI BANK LTD, SMS DEPT 1ST FLO | | | 3,700 | 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 | 46 | 46 |
| Members (other than promoters) | 100,754 | 110,508 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 2 | 1 | 2 | 0 | 0 |
| B. Non-Promoter | 0 | 8 | 0 | 8 | 0 | 0 |
| (i) Non-Independent | 0 | 1 | 0 | 1 | 0 | 0 |
| (ii) Independent | 0 | 7 | 0 | 7 | 0 | 0 |
| C. Nominee Directors representing | 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 | 1 | 10 | 1 | 10 | 0 | 0 |

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

13

(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) |
|---------------------|----------|---------------------|--------------------------------|--|
| KEKI MANCHERSHA E | 00003940 | Director | 0 | |
| RAJENDRA AMBALAL | 00009851 | Director | 7,100 | 08/08/2019 |
| NUSLI NEVILLE WADIA | 00015731 | Director | 0 | |
| NESS NUSLI WADIA | 00036049 | Director | 1,219,418 | |
| RAGOTHAMAN RAO S | 00042395 | Director | 35,000 | |
| ANILKUMAR JEWRAJ H | 00044765 | Director | 3,800 | 08/08/2019 |
| SUNIL SIDDHARTH LA | 00045590 | Additional director | 0 | |
| JEHANGIR NUSLI WAD | 00088831 | Managing Director | 287,525 | |

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------------|------------|---------------------|--------------------------------|--|
| VINESH KUMAR JAIRA | 00391684 | Director | 0 | |
| MINNIE AARASP BODH | 00422067 | Director | 0 | |
| GAURI ATUL KIRLOSK | 03366274 | Additional director | 0 | |
| SANJIVE ARORA | ACRPA4515D | Company Secretar | 0 | |
| Vishnu Sundararajan Pe | ALAPS3550J | CFO | 0 | 31/08/2019 |

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

4

| 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) |
|--------------------|----------|--|---|--|
| SUKANT KELKAR SAD | 00015883 | Director | 08/08/2018 | Cessation |
| SAM MANECKSHAW P | 00031145 | Director | 08/08/2018 | Cessation |
| SUNIL SIDDHARTH LA | 00045590 | Additional director | 05/02/2019 | Appointment |
| GAURI ATUL KIRLOSK | 03366274 | Additional director | 05/02/2019 | Appointment |

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

2

| 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 | 07/08/2018 | 121,508 | 154 | 1.98 |
| NCLT Annual General Meet | 03/01/2019 | 109,236 | 155 | 1.35 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 14/05/2018 | 11 | 11 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 2 | 01/08/2018 | 11 | 11 | 100 |
| 3 | 07/08/2018 | 11 | 11 | 100 |
| 4 | 13/11/2018 | 9 | 8 | 88.89 |
| 5 | 05/02/2019 | 11 | 8 | 72.73 |

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 | 05/04/2018 | 6 | 6 | 100 |
| 2 | Audit | 12/05/2018 | 6 | 6 | 100 |
| 3 | Audit | 09/07/2018 | 6 | 6 | 100 |
| 4 | Audit | 01/08/2018 | 6 | 6 | 100 |
| 5 | Audit | 07/08/2018 | 6 | 6 | 100 |
| 6 | Audit | 24/10/2018 | 4 | 4 | 100 |
| 7 | Audit | 13/11/2018 | 4 | 4 | 100 |
| 8 | Audit | 04/02/2019 | 4 | 3 | 75 |
| 9 | Audit | 27/03/2019 | 4 | 4 | 100 |
| 10 | Nomination an | 14/05/2018 | 6 | 6 | 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 | 05/08/2019 |
| | | | | | | | | (Y/N/NA) |
| 1 | KEKI MANCH | 5 | 5 | 100 | 11 | 11 | 100 | Yes |
| 2 | RAJENDRA A | 5 | 5 | 100 | 13 | 13 | 100 | Yes |

| | | | | | | | | |
|----|--------------|---|---|-----|----|----|-------|-----|
| 3 | NUSLI NEVILL | 5 | 5 | 100 | 10 | 10 | 100 | Yes |
| 4 | NESS NUSLI W | 5 | 5 | 100 | 1 | 1 | 100 | Yes |
| 5 | RAGOTHAMA | 5 | 4 | 80 | 13 | 10 | 76.92 | No |
| 6 | ANILKUMAR J | 5 | 5 | 100 | 13 | 11 | 84.62 | Yes |
| 7 | SUNIL SIDDH | 0 | 0 | 0 | 0 | 0 | 0 | Yes |
| 8 | JEHANGIR NU | 5 | 5 | 100 | 3 | 2 | 66.67 | Yes |
| 9 | VINESH KUMA | 5 | 5 | 100 | 22 | 22 | 100 | Yes |
| 10 | MINNIE AARA | 5 | 4 | 80 | 3 | 2 | 66.67 | Yes |
| 11 | GAURI ATUL | 0 | 0 | 0 | 0 | 0 | 0 | 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 | JEHANGIR N WAD | MANAGING DIR | 81,301,680 | 0 | 0 | 0 | 81,301,680 |
| | Total | | 81,301,680 | 0 | 0 | 0 | 81,301,680 |

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 | SANJIVE ARORA | COMPANY SEC | 4,554,421 | 0 | 0 | 0 | 4,554,421 |
| 2 | VISHNU PERUVEM | VISHNU PERUV | 5,586,558 | 0 | 0 | 0 | 5,586,558 |
| | Total | | 10,140,979 | 0 | 0 | 0 | 10,140,979 |

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 | Mr. Nusli N. Wadia | Chairman | 0 | 10,000,000 | 0 | 900,000 | 10,900,000 |
| 2 | Mr. R. A. Shah | Independent Dir | 0 | 1,229,268 | 0 | 1,080,000 | 2,309,268 |
| 3 | Mr. S. S. Kelkar | Independent Dir | 0 | 746,342 | 0 | 480,000 | 1,226,342 |
| 4 | Mr. S. Ragothaman | Independent Dir | 0 | 956,098 | 0 | 840,000 | 1,796,098 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 5 | Mr. A. K. Hirjee | Independent Dir | 0 | 1,524,390 | 0 | 870,000 | 2,394,390 |
| 6 | Mr. S. M. Palia | Independent Dir | 0 | 614,634 | 0 | 540,000 | 1,154,634 |
| 7 | Mr. Ness N. Wadia | Director | 0 | 409,756 | 0 | 340,000 | 749,756 |
| 8 | Mr. V. K. Jairath | Independent Dir | 0 | 2,343,902 | 0 | 1,580,000 | 3,923,902 |
| 9 | Mr. K. M. Elavia | Independent Dir | 0 | 1,400,000 | 0 | 940,000 | 2,340,000 |
| 10 | Mrs. Minnie Bodhan | Director | 0 | 775,610 | 0 | 295,000 | 1,070,610 |
| | Total | | 0 | 20,000,000 | 0 | 7,865,000 | 27,865,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mr. P. N. Parikh

Whether associate or fellow

Associate Fellow

Certificate of practice number

1228

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. ...

17

dated

13/11/2014

(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

00088831

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

3814

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

| |
|---------------|
| Attach |
| Attach |
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List of attachments

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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