

Form No. MGT-7

ANNUAL RETURN

As on the financial year ended on 31/03/2024

Of
Financial Year 2023-24

[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 Kancha
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)

(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.	Nova Integrated Systems Limited	U74990TG2008PLC099481	Subsidiary	100
6.	Aurora Integrated Systems Private Limited	U74120KA2006PTC082507	Subsidiary	100
7.	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
Equity Shares				
At the Beginning of the Year	2,110,394,465	21,103,944,650	21,103,944,650	
Increase during the Year	-	-	-	
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"/>				
Decrease during the year	-	-	-	
i) Buy-Back of Shares				
ii) Shares Forfeited				
iii) Reduction of Share Capital				
iv) Others, Specify <input type="text"/>				

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

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 **NA** 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 28, 2023

Date of Registration of Transfer of shares (Date Month Year)- **No Share Transfers in FY 2023-24**

Type of Transfer	1. Equity 2. Preference 3. Debentures 4. Stock		
Number of Shares/ Debentures/Units Transferred:	Amount Per Share in Rupees:		
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 the financial year)

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

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
Total					

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

i) Turnover	4676.29 Crore
ii) Net worth of the Company	2606.49 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		
	Joint Holders				
	Total	2110394465	100		

Total Number of Shareholders(promoters)

7

(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				
	[]				
	Total				

Total Number of Shareholders(other than promoters)

0

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

7

(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
A. Promoter						
B. Non-Promoter	1	4	1	3	0	0
(i) Non-Independent	1	4	1	3	0	0
(ii) Independent						
C. Nominee Directors Representing						
i) Banks & FIs						
ii) Investing Institutions						
iii) Government						
iv) Small shareholders						
v) Others						
Total	1	4	1	3	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)
Banmali Agrawala	00120029	Chairman	0	-
Norman Anil Kumar	08153434	Director	0	-
Sukaran Singh	ASIPS0378R	Chief Executive Officer(CEO)	1 share held jointly with Tata Sons Private Limited	-
Sukaran Singh	01485745	Managing director	1 share held jointly with Tata Sons Private Limited	-
Radha Krishna	02114844	Additional Director	0	-

Mathur				
Yogesh Patel	AFQPP2328M	Chief Financial Officer(CFO)	0	14/06/2024
Chetan Nage	ADSPN7619K	Company Secretary	0	-

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning /during the year	Date of appointment/change in designation	Nature of change (Appointment/change in designation /Cessation)
Vijay Singh	06466854	Chairman	28/07/2023	Cessation(Retirement)
Radha Krishna Mathur	02114844	Additional Director	14/08/2023	Appointment as Additional Director
Banmali Agrawala	00120029	Director	08/09/2023	Appointment as Chairman
Mr. Sukaran Singh	01485745	Managing director & Chief Executive Officer	01/12/2023	Reappointed as MD & CEO for 3 years
Maya Swaminathan Sinha	03056226	Director	23/01/2024	Cessation(Resignation)

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: 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	28-07-2023	7	6	99.99

B. BOARD MEETINGS

Number of meetings held: **11**

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	05-05-2023	5	4	80
2.	12-05-2023	5	5	100
3.	14-07-2023	5	4	80
4.	08-09-2023	5	5	100
5.	11-10-2023	5	5	100
6.	09-11-2023	5	5	100
7.	24-11-2023	5	4	80
8.	15-12-2023	5	5	100
9.	18-01-2024	5	4	80

10.	20-02-2024	4	4	100
11.	01-03-2024	4	4	100

C.COMMITTEE MEETINGS

Number of meetings held:

5

S. No.	Type of meeting	Date of meeting	Total Number of members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit	05-05-2023	3	2	66.67
2.	Audit	11-10-2023	3	3	100
3.	Audit	20-02-2024	2	2	100
4.	NRC	12-05-2023	3	3	100
5.	NRC	24-11-2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S.No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on 28-07-2023 (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	3	3	100	2	2	100	Y
2	Banmali Agrawala	11	10	91	5	4	80	Y
3	Sukaran Singh	11	10	91	0	0	NA	Y
4	Maya Swaminathan Sinha	9	7	78	2	2	100	Y
5	Norman Anil Kumar Browne	11	11	100	4	4	100	N
6	Radha Krishna Mathur	8	8	100	1	1	100	NA

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 (Rs)	Total Amount(Rs)
1.	Sukaran Singh	MD & CEO	3,67,32,252	-	-	2,25,20,978	5,92,53,230
	Total						

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

Sr No	Name	Designation	Fixed Salary(Rs)	Commission	Stock Option/ Sweat Equity	Others (Rs)	Total Amount(Rs)
1.	Yogesh Patel	CFO	2,21,19,996	-	-	1,44,42,764	3,65,62,760
2.	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

Sr No	Name	Designation	Gross Salary	Commission (for FY 2023-24)	Stock Option/ Sweat Equity	Others Sitting Fees (FY 2023-24)	Total Amount
1.	Vijay Singh	Chairman	-	33,00,000	-	5,37,500	38,37,500
2.	Norman Anil Kumar Browne	Director	-	85,00,000	-	1,175,000	96,75,000
3.	Banmali Agrawala	Director	-	30,00,000	-	3,20,000	33,20,000
4.	Maya Sinha	Director	-	71,00,000	-	2,25,000	73,25,000
5.	Radha Krishna Mathur	Additional Director	-	53,00,000	-	2,25,000	55,25,000
	Total			2,72,00,000	-	24,82,500	2,96,82,500

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:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- 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.
- 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 31/03/2024

Sr. No.	Name & Address of the Shareholder	Type of Shares	Amount in Rupees per Share	Number of Shares	Nationality & Shareholding %
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.