

## **ANNUAL RETURN**

### **Form No. MGT-7**

**[Pursuant to sub-section (1) of section 92 of Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]**

#### **I. REGISTRATION AND OTHER DETAILS**

- i. Corporate Identification Number (CIN) of the Company: L55101TN1996PLC036595  
Global Location Number (GLN) of the Company: NIL  
Permanent Account Number (PAN) of the Company: AAACM6469L
- ii. (a) Name of Company: MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED  
(b) Registered Office address: No. 17 & 18, 2<sup>nd</sup> Floor, Mahindra Towers, Patullos Road  
Chennai, Tamil Nadu – 600002, India  
(c) E-mail ID of the Company: [investors@mahindraholidays.com](mailto:investors@mahindraholidays.com)  
(d) Telephone number with STD code: 044 39881000  
(e) Website: [www.clubmahindra.com](http://www.clubmahindra.com)
- iii. Date of Incorporation: 20/09/1996

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 the Company is having share capital: **YES**
- vi. Whether shares listed on recognised Stock Exchange: **YES**  
(a) Details of stock exchanges where shares are listed

Sr. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent: U72400TG2017PTC117649

Name of the Registrar and Transfer Agent: Karvy Fintech Private Limited

Registered office of the Registrar and Transfer Agents: Karvy Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi TG 500032 IN

- vii. Financial Year From date: 01/04/2018 To date: 31/03/2019
- viii. Whether Annual General Meeting held: **NO**

- (a) If yes, date of AGM: AGM is scheduled on 31/07/2019  
 (b) Due date of AGM: 30/09/2019  
 (c) Whether any extension for AGM granted: **NO**

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 2

Sr. No.	Main Activity Group Code	Description of Main activity Group	Business Activity Code	Description of Business Activity	% of turnover of the Company
1	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel, etc.	59.87
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	13.89

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

Number of Companies for which information is to be given: 40

Sr. No	Name of the Company	CIN/FCRN	Holding subsidiary/ Associate/ Joint Venture	% of shares held
1.	Mahindra & Mahindra Limited	L65990MH1945PLC004558	Holding	67.31
2.	Gables Promoters Pvt Ltd	U45209CH2012PTC033473	Subsidiary	100
3.	Mahindra Hotels and Residences India Ltd	U55101TN2007PLC063285	Subsidiary	100
4.	Heritage Bird (M) Sdn. Bhd.	-	Subsidiary	100
5.	MH Boutique Hospitality Limited	-	Subsidiary	49
6.	Infinity Hospitality Group Company Ltd	-	Subsidiary	73.99
7.	MHR Holdings (Mauritius) Ltd	-	Subsidiary	100
8.	Covington S.á.r.l.	-	Subsidiary	100
9.	HCR Management Oy	-	Subsidiary	100
10.	Holiday Club Resorts Oy	-	Subsidiary	96.47
11.	Holiday Club Sweden AB	-	Subsidiary	96.47
12.	Ownership Service Sweden AB	-	Subsidiary	96.47
13.	Holiday Club Canarias Investment S.L.U.	-	Subsidiary	96.47
14.	Holiday Club Canarias Sales & Marketing S.L.U.	-	Subsidiary	96.47
15.	Holiday Club Canarias Resort Management S.L.U.	-	Subsidiary	96.47
16.	Passeport Sante SLU	-	Subsidiary	96.47
17.	Holiday Club Resorts Rus LLC	-	Subsidiary	96.47

18.	Suomen Vapaa-aikakiinteistöt Oy	-	Subsidiary	96.47
19.	Kiinteistö Oy Himos Gardens	-	Subsidiary	96.47
20.	Kiinteistö Oy Vanha Ykköstii	-	Subsidiary	96.47
21.	Kiinteistö Oy Katinnurkka	-	Subsidiary	96.47
22.	Kiinteistö Oy Tenetinlahti	-	Subsidiary	96.47
23.	Kiinteistö Oy Mällönsniemi	-	Subsidiary	96.47
24.	Kiinteistö Oy Rauhan Ranta 1	-	Subsidiary	96.47
25.	Kiinteistö Oy Rauhan Ranta 2	-	Subsidiary	96.47
26.	Kiinteistö Oy Tiurunniemi	-	Subsidiary	96.47
27.	Kiinteistö Oy Rauhan Liikekiinteistöt 1	-	Subsidiary	96.47
28.	Supermarket Capri Oy	-	Subsidiary	96.47
29.	Kiinteistö Oy Kylpylätorni 1	-	Subsidiary	96.47
30.	Kiinteistö Oy Spa Lofts 2	-	Subsidiary	96.47
31.	Kiinteistö Oy Spa Lofts 3	-	Subsidiary	96.47
32.	Kiinteistö Oy Kuusamon Pulkajärvi 1	-	Subsidiary	96.47
33.	Holiday Club Sport and Spahotels AB	-	Subsidiary	49.20
34.	Äre Villa 1 AB	-	Subsidiary	96.47
35.	Äre Villa 2 AB	-	Subsidiary	96.47
36.	Äre Villa 3 AB	-	Subsidiary	96.47
37.	Arabian Dreams Hotel Apartments LLC	-	Joint Venture	49
38.	Guestline Hospitality Management & Development Services Limited	U55101KA1994PLC015472	Associate	49.94
39.	Kiinteistö Oy Seniori-Saimaa	-	Associate	29.91
40.	Tropiikin Rantasauna Oy	-	Joint Venture	48.23

#### IV. SHARE CAPITAL, DEBENTURE 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	150,000,000	133,553,784	133,553,784	133,553,784
Total amount of Equity Shares (in Rupees)	1,500,000,000	1,335,537,840	1,335,537,840	1,335,537,840

Number of classes: 1

Class of Shares (Equity Shares)	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of Equity Shares	150,000,000	133,553,784	133,553,784	133,553,784
Nominal value per share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	1,500,000,000	1,335,537,840	1,335,537,840	1,335,537,840

**(b) Preference Share Capital**

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	0	0	0

**Number of classes: 0**

Class of Shares Equity Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity Shares	0	0	0	0
Nominal value per share (in Rupees)	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	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
<b>Equity Shares</b>				
<b>At the beginning of the year</b>	133,443,784	1,334,437,840	1,334,437,840	0
<b>Increase during the year</b>	110,000	1,100,000	1,100,000	0
i. Public issue	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	110,000	1,100,000	1,100,000	0
vi. Sweat Equity shares allotted	0	0	0	0
vii. Conversion of preference shares	0	0	0	0
vii. Conversion of debentures	0	0	0	0
viii. GDRs/ ADRs	0	0	0	0
ix. Others, specify	0	0	0	0
<b>Decrease during the year</b>				
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	0	0	0	0
<b>At the end of the year</b>	<b>133,553,784</b>	<b>1,335,537,840</b>	<b>1,335,537,840</b>	<b>0</b>

Class of shares	Number of shares	Total nominal amount	Total paid-up amount	Total premium
<b>Preference Shares</b>				
<b>At the beginning of the year</b>	0	0	0	0
<b>Increase during the year</b>	0	0	0	0
i. Issue of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	0
<b>Decrease during the year</b>				
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	0	0	0	0
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

ii. Details of stock split/ consolidation during the year (for each class of shares): NIL

iii. Details of Shares /Debenture Transfer since closure date of last financial year (or in case of first return at any time since the incorporation of the Company) \*

S. No	Date of Registration of Transfer	Type of Transfer	No. of shares Transferred	Amount per share	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	18/02/2019	Equity Shares	1	10	MHR 0044756	Khushal Ranka	MHR 0044768	Pravin Kumar S Prachi
2	18/02/2019	Equity Shares	1	10	MHR 0044744	Vagtawarmal Sokalchand	MHR 0044769	Prachi
3	18/02/2019	Equity Shares	1	10	MHR 0044755	Ramesh Kumar B	MHR 0044770	Prachi Deepika
4	18/02/2019	Equity Shares	1	10	MHR 0044752	Kushal Deepchand Bafna	MHR 0044769	Prachi

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	-	-	0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	-	-	0
Deposits	-	-	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	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): NA

### V. Turnover and Net Worth of the Company

- i. Turnover: Rs. 9,634,387,201.60
- ii. Net worth of the Company\*: Rs. 7,696,731,038.02

\* The net worth is derived after excluding revaluation reserve of Rs. 7,375,944,445.32 and transition difference of Rs. (12,104,468,103.39)

### VI. (a) SHAREHOLDING PATTERN- Promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family	0	0	0	0
	(i) Indian	0	0	0	0
	(ii) Non-Resident Indian (NRI)	0	0	0	0
	(iii) Foreign National (other than	0	0	0	0
2	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	( ) Government companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	89,890,615	67.31	0	0
10	Others, specify	0	0	0	0
	<b>Total</b>	<b>89,890,615</b>	<b>67.31</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters): 1

### (b) SHAREHOLDING PATTERN- Public/ Other than promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				

	(i) Indian	14,496,091	10.85	0	0.00
	(ii) Non-Resident Indian (NRI)	1,041,650	0.78	0	0.00
	(iii) Foreign National (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance Companies	0	0.00	0	0.00
4	Banks	117,198	0.09	0	0.00
5	Financial institutions	33,252	0.02	0	0.00
6	Foreign Institutional Investors	7,459,606	5.59	0	0.00
7	Mutual Funds	17,244,167	12.91	0	0.00
8	Venture Capital	0	0.00	0	0.00
9	Body Corporate (not mentioned above)	1,983,065	1.48	0	0.00
10	Others (AIF, Clearing members, IEPF, NBFC, Trusts)	1,288,140	0.96	0	0.00
	<b>Total</b>	<b>43,663,169</b>	<b>32.69</b>	<b>0</b>	<b>0.00</b>

**Total number of shareholders (other than promoters): 34,732**

**Total number of shareholders (Promoters + Public/ other than promoters): 34,733**

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

Name of the FII	Address	Country of Incorporation	Number of shares held	% of shares held
GOVERNMENT PENSION FUND GLOBAL	Bankplassen 2 P O Box 1179 Sentrum Oslo 0107	NORWAY	4,740,000	3.55
PARVEST EQUITY INDIA	10 RUE EDWARD STEICHEN	LUXEMBOURG	854,010	0.64
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	501,277	0.38
SUNDARAM INDIA MIDCAP FUND	21 COLLYER QUAY 13-02 HSBC BUILDING SINGAPORE	SINGAPORE	430,994	0.32
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	300,457	0.22
SHBNPP INDIA SECURITY MASTER EQUITY	HSBC BUILDING 25 1-KA BONGRAE-DONG CHUNG-KU SEOUL KOREA	SOUTH KOREA	228,700	0.17
FIDUCIAN INDIA FUND	LEVEL 4 1 YORK STREET SYDNEY NEW SOUTH WALES	AUSTRALIA	142,602	0.11
INDIA MAX INVESTMENT FUND LIMITED	365 ROYAL ROAD ROSE HILL, MAURITIUS	MAURITIUS	60,000	0.04
SPDR S AND P EMERGING MARKETS SMALL CAP ETF	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG, POST	OTHERS	52,092	0.04

	BOX NO. 1142, FORT MUMBAI - 400001			
KOTAK MAHINDRA (INTERNATIONAL) LIMITED	4th Floor Les Cascades Building, Edith Cavell Street Port Louis	MAURITIUS	31,277	0.02
WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	23,215	0.02
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	UNITED KINGDOM	19,797	0.01
T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	17,869	0.01
PEOPLE'S BANK OF CHINA	NO 32 CHENGFANG STREET XICHENG DISTRICT BEIJING	CHINA	11,600	0.01
JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	601 CONGRESS STREET BOSTON MA 02210 2805 USA	UNITED STATES OF AMERICA	10,621	0.01
CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	360 E Second Street Suite 600 Los Angeles CA	UNITED STATES OF AMERICA	8,047	0.01
GOLDMAN SACHS INVESTMENTS (MAURITIUS) LTD	Standard Chartered Bank, CRESCENZO Securities Services, 3rd Floor, C-38/39 G-Block, BKC, Bandra (East), Mumbai – 400051, India	OTHERS	7,915	0.01
ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU, ALASKA	UNITED STATES OF AMERICA	6,517	0.00
WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK, PLOT C-54 AND C-55, BKC, BANDRA - EAST, MUMBAI -400098	OTHERS	3,898	0.00
DFA INTERNATIONAL CORE EQUITY FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY, GOREGAON EAST, MUMBAI -400063	OTHERS	3,402	0.00
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	IRELAND	2,940	0.00
UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City, Utah	UNITED STATES OF AMERICA	1,609	0.00
MORGAN STANLEY FRANCE S.A.	61 rue de Monceau, Paris	FRANCE	738	0.00
DB INTERNATIONAL (ASIA) LTD	ONE RAFFLES QUAY SOUTH TOWER 17 10	SINGAPORE	29	0.00
<b>TOTAL:</b>			<b>7459606</b>	<b>5.59</b>



**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	1	1
Members (other than promoters)	35,220	34,732
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANGERIAL 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	8	1	7	0.00	1.02
(i) Non- Independent	1	3	1	2	0.00	0.95
(ii) Independent	0	5	0	5	0	0.07
<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>	1	8	1	7	0.00	1.02

**Number of Directors and Key Managerial Personnel (who is not director) as on financial year end date: 8**

**(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)
Arun Kumar Nanda	00010029	Director	1,266,945	-
Sanjeev Aga	00022065	Director	0	-
Cyrus Jamshed Guzder	00080358	Director	40,050	-
Parthasarathy Vankipuram Srinivasa	00125299	Director	0	-
Rohit Khattar	00244040	Director	40,050	-
Sridar Arvamudhan Iyengar	00278512	Director	10,313	-
Radhika Shastry	01787918	Director	0	-
Kavinder Singh	06994031	Managing Director	0	-
Akhila Balachandar	ADTPA8685P	CFO	0	-
Dhanraj Narsappa Mulki	ACFPM4577P	Company Secretary	0	-

(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)
Vineet Nayyar	00018243	Director	02/08/2018	Cessation
Nirav Kishor Momaya	AQBPM4193K	Company Secretary	28/09/2018	Appointment
Nirav Kishor Momaya	AQBPM4193K	Company Secretary	29/10/2018	Cessation
Dhanraj Narsappa Mulki	ACFPM4577P	Company Secretary	29/10/2018	Appointment

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

**A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURTCONVENED MEETINGS**

Number of Meetings held: 1

Type of Meeting	Date of Meeting	Total Number of Members entitled to attend the Meeting	Attendance	
			Number of members attended	% of Total shareholding
Annual General Meeting	02/08/2018	33,713	643	0.03

**B. BOARD MEETINGS**

Number of Meetings Held: 6

Sr. No.	Date of Meeting	Total Number of Directors associated as on the date of meeting	Attendance	
			Number of Directors Attended	% of attendance
1	08/05/2018	9	8	88.89
2	09/08/2018	8	8	100
3	28/09/2018	8	5	62.5
4	29/10/2018	8	8	100
5	30/01/2019	8	5	62.5
6	17/03/2019	8	8	100

**C. COMMITTEE MEETINGS**

Number of meetings held: 24

Sr. 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	08/05/2018	5	5	100

2.	Audit Committee	09/08/2018	5	5	100
3.	Audit Committee	28/09/2018	5	3	60
4.	Audit Committee	29/10/2018	5	5	100
5.	Audit Committee	30/01/2019	6	3	50
6.	Nomination & Remuneration Committee	08/05/2018	5	4	80
7.	Nomination & Remuneration Committee	09/08/2018	4	4	100
8.	Nomination & Remuneration Committee	28/09/2018	4	2	50
9.	Nomination & Remuneration Committee	29/10/2018	4	4	100
10.	Nomination & Remuneration Committee	17/03/2019	4	4	100
11.	Stakeholders Relationship Committee	08/05/2018	3	3	100
12.	Stakeholders Relationship Committee	09/08/2018	3	3	100
13.	Stakeholders Relationship Committee	29/10/2018	3	3	100
14.	Stakeholders Relationship Committee	30/01/2019	4	4	100
15.	Corporate Social Responsibility Committee	08/05/2018	4	4	100
16.	Corporate Social Responsibility Committee	09/08/2018	4	4	100
17.	Corporate Social Responsibility Committee	29/10/2018	4	4	100
18.	Corporate Social Responsibility Committee	30/01/2019	4	4	100
19.	Inventory Approval Committee	09/08/2018	3	3	100
20.	Inventory Approval Committee	29/10/2018	3	3	100
21.	Inventory Approval Committee	30/01/2019	3	3	100
22.	Independent Directors Meeting	08/05/2018	5	5	100
23.	Independent Directors Meeting	09/08/2018	5	5	100
24.	Independent Directors Meeting	29/10/2018	5	5	100

#### D. ATTENDANCE OF DIRECTORS

S. No	Name of the director	Board Meetings			Committee Meetings		
		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
1	Arun Kumar Nanda	6	6	100	16	16	100
2	Sanjeev Aga	6	5	83.33	8	7	87.50
3	Cyrus Jamshed Guzder	6	6	100	21	21	100
4	Parthasarathy Vankipuram Srinivasa	6	6	100	13	13	100
5	Rohit Khattar	6	4	66.67	13	10	76.92
6	Sridar Arvamudhan lyengar	6	4	66.67	13	10	76.92
7	Radhika Shastry	6	5	83.33	4	4	100
8	Kavinder Singh	6	6	100	11	11	100

Note: The AGM of the Company is scheduled to be held on July 31, 2019.

#### X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

(Amount in Rs.)

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Kavinder Singh	Managing Director & CEO	41,628,354	0	0	0	41,628,354
Total			41,628,354	0	0	0	41,628,354

Number of CEO, CFO and Company Secretary whose remuneration details to be entered: 3

(Amount in Rs.)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Akhila Balachandar	CFO	12,019,704	0	0	0	12,019,704
2	Nirav Kishor Momaya	Company Secretary	153,127	0	0	0	153,127
3	Dhanraj Narsappa Mulki	Company Secretary	2,508,908	0	0	0	2,508,908
Total			14,681,739	0	0	0	14,681,739

Number of other directors whose remuneration details to be entered: 7

Sr. No.	Name	Designation	Gross Salary	Commission #	Stock Option / Sweat Equity	Others (Sitting fees for Board and Committee meetings)	Total Amount
1	Arun Kumar Nanda	Director	0	4,200,000	0	960,000	<b>5,160,000</b>
2	Cyrus Jamshed Guzder	Director	0	1,350,000	0	1,020,000	<b>2,370,000</b>
3	Rohit Khattar	Director	0	1,200,000	0	610,000	<b>1,810,000</b>
4	Sanjeev Aga	Director	0	1,200,000	0	620,000	<b>1,820,000</b>
5	Sridar Arvamudhan Iyengar	Director	0	1,350,000		610,000	<b>1,960,000</b>
6	Radhika Shastry	Director	0	1,200,000		530,000	<b>1,730,000</b>
7	Parthasarathy Vankipuram Srinivasa	Director	0	0	0	0	<b>0</b>
			<b>0</b>	<b>10,500,000</b>	<b>0</b>	<b>4,350,000</b>	<b>14,850,000</b>

# The Commission for the financial year ended March 31, 2019 will be paid to the Non-Executive Directors, subject to deduction of tax, after adoption of financial statement by the Members at the AGM to be held on July 31, 2019

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

- A. Whether the Company has made compliances and disclosure in respect of applicable provisions of the Companies Act, 2013 during the year: **YES**
- B. If No, give reasons/observations- **NA**

#### **XII. PENALTY AND PUNISHMENT- DETAILS THEREOF**

- A. DETAILS OF PENALTIES/PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS: **NIL**
- B. DETAILS OF COMPOUNDING OF OFFENCES: **NIL**

#### **XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT:**

The details are available with the Company and can be obtained by members upon request.

#### **XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, INCASE OF LISTED COMPANIES**

In case of a listed company or 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:

Form MGT-8 will be obtained from a Practicing Company Secretary for FY 2018-19.

#### **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 his Return, the Company has complied with all the provisions of the Act during the financial year.

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