

Form No. MGT-7

ANNUAL RETURN

As on the financial year ended on March 31, 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. : AACCH0670G

(ii) (a) Name of The Company

(b) Registered Office Address

(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

Not applicable

Name of the Registrar and Transfer Agent

Not applicable

Registered Office address of the Registrar and Transfer Agents

Not applicable

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

1

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	100

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

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

1

Sr.No	Name of the Company	CIN/FCRN	Holding/ Subsidiary / Joint Venture/Associate	% of Shares held
1.	Tata Advanced Systems Limited	U72900TG2006PLC077939	Holding	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	13,00,00,000	12,07,47,190	12,07,47,190	12,07,47,190
Total amount of Equity Shares(in rupees)	130,00,00,000	120,74,71,900	120,74,71,900	120,74,71,900

Number of Classes

Class of Shares	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
1				
Number of Equity Shares	13,00,00,000	12,07,47,190	12,07,47,190	12,07,47,190
Nominal Value Per Share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	130,00,00,000	120,74,71,900	120,74,71,900	120,74,71,900

b. Preference Share Capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid up Capital
Total Number of Preference Shares	-	-	-	-
Total amount of Preference Shares(in rupees)	-	-	-	-

Number of Classes: 0

Class of Shares	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	12,07,47,190	120,74,71,900	120,74,71,900	
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	12,07,47,190	120,74,71,900	120,74,71,900	
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 <input type="text"/>				
Decrease during the year				
i) Redemption of Shares				
ii) Shares Forfeited				
iii) Reduction of Share Capital				
iv) Others, Specify <input type="text"/>				
At the end of Year				

ISIN of the equity shares of the Company

(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- August 4, 2023			
Date of Registration of Transfer of shares (Date Month Year)- 06-10-2023			
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 -18			
Transferor's Name	Tata Advanced Systems Limited jointly with AVS Prasad		
	Surname	Middle name	First name
Ledger Folio of Transferee - 23			
Transferee's Name	Tata Advanced Systems Limited jointly with Chetan Nage		
	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 1,185,901,902

ii) Net worth of the Company 558,721,737

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)	12,07,47,184	100		
10.	Others - Joint Holders	6	-		
	Total	12,07,47,190	100		

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				
	Total				

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
A. Promoter						
B. Non-Promoter						
(i) Non-Independent		4		3		
(ii) Independent						
C. Nominee Directors Representing						
i) Banks & FIs						
ii) Investing Institutions						
iii) Government						
iv) Small shareholders						
v) Others						
Total		4		3		

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

6

(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)
Sukaran Singh	01485745	Director	1	
Kersi Rustom Bhagat	00033802	Director		
Deepika Hoshi Bhagwagar	00025849	Director		
Akhil Maheshwari	BGEPM9557R	Chief Financial Officer		
Niyati Merchant	BFEPM3928M	Company Secretary		
Burra Venkata Nagaraju	AACP2933K	Manager		

(ii) Particulars of change in director(s) and Key managerial personnel during the year**1**

Name	DIN/PAN	Designation at the beginning /during the year	Date of appointment/change in designation	Nature of change (Appointment/change in designation /Cessation)
Ravishankar Seturam	02668364	Director	11-10-2023	Cessation

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	04-08-2023	7	5	99.99

B. BOARD MEETINGSNumber 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.	17-04-2023	4	4	100
2.	04-08-2023	4	4	100
3.	11-10-2023	4	4	100
4.	02-02-2024	3	3	100

C.COMMITTEE MEETINGSNumber of meetings held:

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 Committee	17-04-2023	3	2	66.67
2	Audit Committee	11-10-2023	4	4	100
3	Audit Committee	02-02-2024	3	3	100
4	Nomination and Remuneration Committee	17-04-2023	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S.No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on 04-08-2023 (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	Ravishankar Seturam	3	3	100	3	3	100	Y
2	Sukaran Singh	4	4	100	4	4	100	N
3	Kersi Rustom Bhagat	4	4	100	4	2	50	N
4	Deepika Hoshi Bhagwagar	4	4	100	2	2	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	Gross Salary(RS)	Commission	Stock Option/ Sweat Equity	Others (Rs)	Total Amount(Rs)
1.	Burra Venkata Nagaraju	Manager	7,758,902				7,758,902
	Total		7,758,902				7,758,902

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 (Performance Bonus)(Rs)	Total Amount(Rs)
1.	Niyati Merchant	CS	They are employees of Tata Advanced Systems Limited, the Holding Company and are deputed at NIL cost.				
2.	Akhil Maheshwari	CFO					

Number of other directors whose remuneration details to be entered

Sr No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others (Sitting Fees)	Total Amount
1.	Ravishankar Seturam	Director	-			600,000	600,000
2.	Sukaran Singh	Director	-			160,000	160,000
3.	Kersi Rustom Bhagat	Director	-			120,000	120,000
4.	Deepika Bhagwagar	Director	-			120,000	120,000
	Total					10,00,000	10,00,000

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 THEREOF

(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 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	Type of Shares	Amount in Rupees per Share	Number of Shares	Nationality & Shareholding %
1	Tata Advanced Systems Ltd	Equity	10	12,07,47,184	Indian Company* 100%
2	Tata Advanced Systems Limited Jointly with Sukaran Singh	Equity	10	1	-
3	Tata Advanced Systems Limited Jointly with M. Sridhar	Equity	10	1	-
4	Tata Advanced Systems Limited Jointly with Masood Hussainy	Equity	10	1	-
5	Tata Advanced Systems Limited Jointly with Chetan Nage	Equity	10	1	-
6	Tata Advanced Systems Limited Jointly with Praveen Kumar Chikkala	Equity	10	1	-
7	Tata Advanced Systems Limited Jointly with Smita J	Equity	10	1	-
	Total			12,07,47,190	

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