

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

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

Hinduja House, 171, Dr. Annie Besant Road, Worli, NA  
Mumbai  
Mumbai City  
Maharashtra  
400018

(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

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (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

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ASHOK LEYLAND LIMITED	L34101TN1948PLC000105	Holding	60.42
2	HINDUJA HOUSING FINANCE L	U65922TN2015PLC100093	Subsidiary	100
3	HLF SERVICES LIMITED	U67190TN2010PLC076750	Associate	45.9
4	GRO DIGITAL PLATFORMS LIM	U72900TN2021PLC142824	Associate	49.9
5	GAADI MANDI DIGITAL PLATFO	U50400TN2022PLC149280	Subsidiary	100
6	HINDUJA INSURANCE BROKING	U66000TN2019PLC129176	Subsidiary	100

## 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	622,907,700	535,019,990	535,019,990	535,019,990
Total amount of equity shares (in Rupees)	6,229,077,000	5,350,199,900	5,350,199,900	5,350,199,900

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	622,907,700	535,019,990	535,019,990	535,019,990
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,229,077,000	5,350,199,900	5,350,199,900	5,350,199,900

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised 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**

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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2,040	469,890,950	469892990	4,698,929,900	4,698,929,900	

<b>Increase during the year</b>	0	65,127,000	65127000	651,270,000	651,270,000	8,461,198,800
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	65,000,000	65000000	650,000,000	650,000,000	8,450,000,000
v. ESOPs	0	127,000	127000	1,270,000	1,270,000	11,198,800
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Dematerialized during the year						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Dematerialized during the year						
<b>At the end of the year</b>	2,040	535,017,950	535019990	5,350,199,900	5,350,199,900	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE146O01014

(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	<input type="text"/>		
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.)	
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) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	26,550	1000000 & 100000	19,350,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			19,350,000,000

**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
<b>Non-convertible debentures</b>	24,850,000,000	800,000,000	6,300,000,000	19,350,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

27,502,604,703

**(ii) Net worth of the Company**

51,331,597,699

**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	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	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)	323,246,338	60.42	0	
10.	Others	0	0	0	
	<b>Total</b>	323,246,338	60.42	0	0

**Total number of shareholders (promoters)**

1

**(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	3,230,172	0.6	0	
	(ii) Non-resident Indian (NRI)	0	0	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)	76,953,480	14.38	0	
10.	Others Qualified Institutional Buye	131,590,000	24.6	0	
	<b>Total</b>	211,773,652	39.58	0	0

**Total number of shareholders (other than promoters)**

45

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

46

**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)	37	45
Debenture holders	2,186	3,121

**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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	9	2	9	0.44	0.01
(i) Non-Independent	2	3	2	3	0.44	0.01
(ii) Independent	0	6	0	6	0	0
<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
Total	2	9	2	9	0.44	0.01

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)
DHEERAJ GOPICHAN	00133410	Director	0	
NAGARAJAN	00009236	Whole-time director	2,083,375	
SACHIN SUNDARAM P	06400793	Managing Director	255,833	
RADHEY SHYAM SHAF	00013208	Director	0	
GOPALASAMUDARAM	00361030	Director	0	
GOPAL MAHADEVAN	01746102	Director	0	
DEBABRATA SARKAR	02502618	Director	0	
SUDHANSHU KUMAR	06431686	Director	65,830	
MANJU AGARWAL	06921105	Director	0	
JEAN BRUNOL	03044965	Director	0	
MANDEEP MAITRA	06937451	Additional director	0	
VIKAS JAIN	AHBPJ9458K	CFO	0	
BALASUBRAMANIAN S	AXMPS7422B	Company Secretar	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)
KISHORE KUMAR LOD	ABBPL8821A	CFO	08/09/2022	Resignation
VIKAS JAIN	AHBPJ9458K	CFO	09/09/2022	Appointment
BHUMIKA BATRA	03502004	Director	27/02/2023	Resignation
MANDEEP MAITRA	06937451	Additional director	21/03/2023	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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	27/06/2022	38	11	99.82
Extra-Ordinary General Meeting	09/08/2022	38	9	99.82
Annual General Meeting	19/09/2022	38	10	99.82

### B. BOARD MEETINGS

\*Number of meetings held

16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2022	11	11	100
2	15/06/2022	11	11	100
3	22/07/2022	11	10	90.91
4	05/08/2022	11	10	90.91
5	08/08/2022	11	10	90.91
6	16/08/2022	11	11	100
7	19/09/2022	11	11	100
8	13/10/2022	11	10	90.91
9	17/10/2022	11	8	72.73
10	01/11/2022	11	10	90.91
11	25/11/2022	11	11	100
12	30/12/2022	11	11	100

### C. COMMITTEE MEETINGS

Number of meetings held

32

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 Committee	16/05/2022	5	5	100
2	Audit Committee	22/07/2022	5	5	100
3	Audit Committee	05/08/2022	5	5	100
4	Audit Committee	08/08/2022	5	5	100
5	Audit Committee	16/08/2022	5	5	100
6	Audit Committee	19/09/2022	5	5	100
7	Audit Committee	31/10/2022	5	5	100
8	Audit Committee	25/11/2022	5	5	100
9	Audit Committee	27/01/2023	5	5	100
10	Nomination and	13/05/2022	5	5	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	05/09/2023
								(Y/N/NA)
1	DHEERAJ GC	16	13	81.25	10	8	80	No
2	NAGARAJAN	16	12	75	10	9	90	No
3	SACHIN SUNI	16	16	100	11	11	100	Yes
4	RADHEY SHY	16	16	100	17	17	100	Yes
5	GOPALASAM	16	15	93.75	14	13	92.86	No
6	GOPAL MAHA	16	15	93.75	22	21	95.45	No
7	DEBABRATA	16	16	100	17	17	100	Yes
8	SUDHANSHU	16	16	100	8	8	100	Yes
9	MANJU AGAR	16	16	100	10	10	100	Yes
10	JEAN BRUNO	16	16	100	0	0	0	No

11	MANDEEP M/	2	2	100	0	0	0	Yes
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**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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S NAGARAJAN	Executive Vice C	46,584,720	0	0	0	46,584,720
2	SACHIN SUNDARA	Managing Direct	39,880,000	0	0	0	39,880,000
	Total		86,464,720	0	0	0	86,464,720

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KISHORE KUMAR	Chief Financial C	10,261,516	0	900,000	0	11,161,516
2	VIKAS JAIN	Chief Financial C	5,536,699	0	0	0	5,536,699
3	BALASUBRAMANI	Company Secre	5,828,266	0	0	0	5,828,266
	Total		21,626,481	0	900,000	0	22,526,481

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	DHEERAJ GOPICH	Director	0	6,435,000	0	1,600,000	8,035,000
2	GOPALASAMUDRA	Director	0	2,160,000	0	2,200,000	4,360,000
3	RADHEY SHYAM S	Director	0	2,398,000	0	2,450,000	4,848,000
4	GOPAL MAHADEV	Director	0	2,067,000	0	2,550,000	4,617,000
5	DEBABRATA SARK	Director	0	2,398,000	0	2,450,000	4,848,000
6	SUDHANSHU KUM	Director	0	1,917,000	0	1,900,000	3,817,000
7	MANJU AGARWAL	Director	0	2,105,000	0	2,100,000	4,205,000
8	BHUMIKA BATRA	Director	0	2,026,000	0	1,950,000	3,976,000
9	JEAN BRUNOL	Director	0	1,800,000	0	1,600,000	3,400,000
10	MANDEEP MAITRA	Director	0	0	0	200,000	200,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	23,306,000	0	19,000,000	42,306,000

#### 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

#### 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

G Ramachandran

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3056

**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. ..  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  Digitally signed by SACHIN PILLAI Date: 2023.09.28 10:40:25 +05'30'

DIN of the director

**To be digitally signed by**  Digitally signed by BALASUBRAMANIAN SHANMUGASUNDRAM Date: 2023.09.28 10:42:36 +05'30'

- Company Secretary
- Company secretary in practice

Membership number  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

**List of attachments**

Details of shareholders transfers and debe Clarification Letter\_c.pdf  
HLFL-MGT 8-2023.pdf

**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**

