

Form No. MGT-7**ANNUAL RETURN****As on the financial year ended on March 31, 2025****Of
Financial Year 2024-25****[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

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

| (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 |
|--------|---------------------|------|
| | | |

(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 01/04/2024 (DD /MM/YYYY) To 31/03/2025 (DD /MM/YYYY)
date 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 | | | | |
| Decrease during the year | - | - | - | |
| i) Buy-Back of Shares | | | | |
| ii) Shares Forfeited | | | | |
| iii) Reduction of Share Capital | | | | |
| iv) Others, Specify | | | | |
| 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 | | | | |
| 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

(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 | | | |
| Date of Registration of Transfer of shares (Date Month Year)- | | | |
| Type of Transfer | 1. Equity 2. Preference 3. Debentures 4. Stock | | |
| Number of Shares/ Debentures/Units Transferred: | Amount Per Share in Rupees: 10/- | | |
| 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 73,67,32,903

ii) Net worth of the Company 79,11,03,203

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 | | 3 | | 3 | | |
| (ii) Independent | | | | | | |
| C. Nominee Directors Representing | | | | | | |
| i) Banks & FIs | | | | | | |
| ii) Investing Institutions | | | | | | |
| iii) Government | | | | | | |
| iv) Small shareholders | | | | | | |
| v) Others | | | | | | |
| Total | | 3 | | 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

| Name | DIN/PAN | Designation at the beginning /during the year | Date of appointment/change in designation | Nature of change (Appointment/change in designation /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: 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 | 19-08-2024 | 7 | 5 | 99.99 |
| | | | | |

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. | 24-04-2024 | 3 | 3 | 100 |
| 2. | 05-07-2024 | 3 | 2 | 66.67 |
| 3. | 16-09-2024 | 3 | 2 | 66.67 |
| 4. | 03-12-2024 | 3 | 2 | 66.67 |
| 5. | 25-02-2025 | 3 | 3 | 100 |

C.COMMITTEE MEETINGS

Number of meetings held: 6

| 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 | 24-04-2024 | 3 | 3 | 100 |
| 2 | Audit Committee | 16-09-2024 | 3 | 2 | 66.67 |
| 3 | Audit Committee | 03-12-2024 | 3 | 2 | 66.67 |
| 4 | Audit Committee | 25-02-2025 | 3 | 3 | 100 |
| 5 | Nomination and Remuneration Committee | 24-04-2024 | 3 | 2 | 66.67 |
| 6 | Corporate Social Responsibility | 24-04-2024 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S.No. | Name of the Director | Board Meetings | | | Committee Meetings | | | Whether attended last AGM held on 19-08-2024 (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 | Sukaran Singh | 5 | 2 | 40 | 6 | 3 | 50 | N |
| 2 | Kersi Rustom Bhagat | 5 | 5 | 100 | 6 | 6 | 100 | Y |
| 3 | Deepika Hoshi Bhagwagar | 5 | 5 | 100 | 6 | 6 | 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 | 83,79,612/- | - | - | - | 83,79,612/- |
| | 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 (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. | Sukaran Singh | Director | - | - | - | 1,00,000 | 1,00,000 |
| 2. | Kersi Rustom Bhagat | Director | - | - | - | 2,20,000 | 2,20,000 |
| 3. | Deepika Bhagwagar | Director | - | - | - | 2,00,000 | 2,00,000 |
| | Total | | | | | 5,20,000 | 5,20,000 |

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

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:

- 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.
- 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 31/03/2025

| 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 Advanced Systems Limited.