

# 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

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
- (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

COMPUTECH SHARECAP LIMITED

Registered office address of the Registrar and Transfer Agents

147 MAHATMA GANDHI ROAD,  
FORT

(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	C	Manufacturing	C3	Wood and wood products, furniture, paper and paper products	20.43
2	C	Manufacturing	C7	Metal and metal products	53.11
3	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	5.95
4	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	2.55
5	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	10.8
6	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	5.02
7	L	Real Estate	L1	Real estate activities with own or leased property	2.14

## 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	GODREJ INFOTECH LIMITED	U32100MH1997PLC106135	Subsidiary	52.06
2	GODREJ (SINGAPORE) PTE. LTD		Subsidiary	100

3	VEROMATIC INTERNATIONAL E		Subsidiary	99.95
4	GODREJ AMERICAS INC.		Subsidiary	100
5	SHEETAK INC.		Subsidiary	56.51
6	GODREJ CONSOVEYO LOGISTI	U28990MH1996PLC104088	Joint Venture	49
7	URBAN ELECTRIC POWER INC.		Associate	23.76

#### 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	1,100,000	678,445	678,445	678,445
Total amount of equity shares (in Rupees)	110,000,000	67,844,500	67,844,500	67,844,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	1,100,000	678,445	678,445	678,445
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	110,000,000	67,844,500	67,844,500	67,844,500

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	900,000	0	0	0
Total amount of preference shares (in rupees)	90,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>CUMULATIVE REDEEMABLE PREFERENCE SHA</b>				
Number of preference shares	900,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	90,000,000	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>	678,445	67,844,500	67,844,500	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	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	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
0				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	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>	678,445	67,844,500	67,844,500	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify	0	0	0	
	0			
<b>Decrease during the year</b>	0	0	0	0
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>	0	0	0	

(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

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.)	<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

**(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	80	50000000	4,000,000,000
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			5,217,179,453
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			13,073,975,146
Deposit			7,033,500,000
<b>Total</b>			<b>29,324,654,599</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
<b>Non-convertible debentures</b>	5,000,000,000	0	1,000,000,000	4,000,000,000
<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**

110,515,452,223

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

89,144,978,659

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	510,554	75.25	0	
	(ii) Non-resident Indian (NRI)	10,380	1.53	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)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	520,934	76.78	0	0

**Total number of shareholders (promoters)**

34

**(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	157,500	23.21	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)	11	0	0	
10.	Others	0	0	0	
	<b>Total</b>	157,511	23.21	0	0

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

2

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

36

**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	34	34
Members (other than promoters)	2	2
Debenture holders	2	2

**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>	3	3	3	3	1.53	4.68
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	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
<b>Total</b>	<b>4</b>	<b>7</b>	<b>4</b>	<b>7</b>	<b>1.53</b>	<b>4.68</b>

**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)
JAMSHYD N. GODREJ	00076250	Managing Director	5	
ADI B. GODREJ	00065964	Director	5	
NADIR B. GODREJ	00066195	Director	21,345	
VIJAY M. CRISHNA	00066267	Whole-time director	13	
ANIL G. VERMA	02366334	Whole-time director	0	
PRADIP P. SHAH	00066242	Director	0	
KEKI M. ELAVIA	00003940	Director	0	
ANITA RAMACHANDR	00118188	Director	0	
KAVAS N. PETIGARA	00066162	Director	0	
NYRIKA HOLKAR	07040425	Whole-time director	10,381	
NAVROZE J. GODREJ	03049821	Director	10,379	
PURVEZ K. GANDHI	ACNPG1177D	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PERCY E. FOUZDAR	AAAPF2250R	Company Secretar	0	

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

0

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)

**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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT CONVENED MEETIN	23/06/2018	36	25	93.83
ANNUAL GENERAL MEETI	28/09/2018	36	18	76.9

**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	27/04/2018	11	10	90.91
2	06/07/2018	11	6	54.55
3	04/09/2018	11	9	81.82
4	20/12/2018	11	10	90.91
5	04/02/2019	11	10	90.91

**C. COMMITTEE MEETINGS**

Number of meetings held

9

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 COMM	24/04/2018	3	3	100
2	AUDIT COMM	03/09/2018	3	3	100
3	AUDIT COMM	17/12/2018	3	3	100
4	AUDIT COMM	14/03/2019	3	3	100
5	CORPORATE	24/04/2018	5	5	100
6	CORPORATE	26/03/2019	5	3	60
7	NOMINATION	24/04/2018	3	3	100
8	STAKEHOLDER	24/04/2018	3	3	100
9	STAKEHOLDER	14/03/2019	3	3	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	20/09/2019
								(Y/N/NA)
1	JAMSHYD N.	5	5	100	2	1	50	No
2	ADI B. GODRI	5	5	100	0	0	0	Yes
3	NADIR B. GOI	5	4	80	0	0	0	No
4	VIJAY M. CRIS	5	4	80	4	3	75	Yes
5	ANIL G. VERM	5	5	100	2	2	100	Yes
6	PRADIP P. SH	5	3	60	2	2	100	No
7	KEKI M. ELAV	5	5	100	9	9	100	Yes
8	ANITA RAMA	5	4	80	5	5	100	No
9	KAVAS N. PE	5	4	80	7	7	100	Yes
10	NYRIKA HOLP	5	5	100	0	0	0	Yes
11	NAVROZE J. C	5	1	20	0	0	0	No

**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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JAMSHYD N. GODI	MANAGING DIR	43,850,880	0	0	0	43,850,880
2	VIJAY M. CRISHNA	WHOLE-TIME D	32,439,487	0	0	0	32,439,487
3	ANIL G. VERMA	WHOLE-TIME D	68,590,380	0	0	0	68,590,380
4	NYRIKA HOLKAR	WHOLE-TIME D	26,521,402	0	0	0	26,521,402
	Total		171,402,149	0	0	0	171,402,149

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PERCY E. FOUZDA	COMPANY SEC	19,138,097	0	0	0	19,138,097
2	PURVEZ K. GANDH	CFO	20,306,145	0	0	0	20,306,145
	Total		39,444,242	0	0	0	39,444,242

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KAVAS N. PETIGAI	INDEPENDENT	1,200,000	750,000	0	0	1,950,000
2	PRADIP P. SHAH	INDEPENDENT	600,000	750,000	0	0	1,350,000
3	ANITA RAMACHAN	INDEPENDENT	1,000,000	750,000	0	0	1,750,000
4	KEKI M. ELAVIA	INDEPENDENT	1,500,000	750,000	0	0	2,250,000
5	ADI B. GODREJ	DIRECTOR	500,000	750,000	0	0	1,250,000
6	NADIR B. GODREJ	DIRECTOR	400,000	750,000	0	0	1,150,000
7	NAVROZE J. GODF	DIRECTOR	100,000	750,000	0	0	850,000
	Total		5,300,000	5,250,000	0	0	10,550,000

**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

BHAVANA SHEWAKRAMANI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

9577

**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  
Jamshyd Naoroji  
Godrej  
Date: 2018.11.08  
17:20:30 +05'30'

DIN of the director

#### To be digitally signed by

Digitally signed by  
Percy Eruch Fouzdar  
Date: 2018.11.08  
17:18:50 +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

Attach

Attach

Attach

Attach

#### List of attachments

1- List of Shareholders.pdf  
2- List of Debentureholders.pdf  
3- MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**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**