

ANNEXURE-5**EXTRACT OF ANNUAL RETURN****Form No. MGT-9**

(As on the financial year ended on March 31, 2019)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L34102DL1982PLC129877
ii)	Registration Date	October 14, 1982
iii)	Name of the Company	Eicher Motors Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered office and contact details	3 rd Floor, Select Citywalk, A-3, District Centre, Saket, New Delhi-110017
vi)	Whether listed company (Yes / No)	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. Noble Heights, 1 st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Phone: +91 11 4141 0592 Fax: +91 11 4141 0591 E-Mail: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of motorcycles	3091	89%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN/ Reg. No.	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1.	VE Commercial Vehicles Ltd. Address: 3 rd floor, Select Citywalk, A-3, District Centre, Saket, New Delhi-110017	U74900DL2008PLC175032	Subsidiary	54.4%	2(87)
2.	VECV Lanka (Private) Limited Address: Level 1, The Landmark Building, No. 385, Galle Road, Kollupitiya, Colombo -03 Sri Lanka	PV 91985	Subsidiary	54.4%	2(87)
3.	VECV South Africa (PTY) Ltd. Address: Unit 15, Cambridge Office Park, 5 Bauhinia Street, Highveld Technopark, Centurion, South Africa	2016/007012/07	Subsidiary	54.4%	2(87)
4.	Eicher Polaris Private Limited Address: 3 rd floor, Select Citywalk, A-3, District Centre, Saket, New Delhi-110 017	U34300DL2012PTC243453	Joint Venture	50%	2(6)
5.	Royal Enfield North America Limited Address: 226N. Water ST, Milwaukee, WI 53202, USA	R062747	Subsidiary	100%	2(87)
6.	Royal Enfield Brasil Comércio de Motocicletas Ltda Address: Rua Natividade #129, Vila Nova Conceição Postal Code: 04513-020 City of São Paulo State of São Paulo - Brasil	18369408/0001-09	Subsidiary	99.99%	2(87)

Sl. No.	Name and Address of the Company	CIN/GLN/ Reg. No.	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
7.	Eicher Group Foundation (Section 8 Company) Address: 3 rd floor, Select Citywalk, A-3, District Centre, Saket, New Delhi-110 017	U74900DL2015NPL287551	Subsidiary	50% is held by the Company and remaining 50% is held by VE Commercial Vehicles Ltd.	2(87)
8.	Royal Enfield Canada Limited Address: 1055 West Georgia Street 1500, Royal Centre, P.O. Box 11117 Vancouver BC V6E 4N7 Canada	BC1072545	Subsidiary	100%	2(87)
9.	Royal Enfield (Thailand) Limited Address : No. 999/9, The Offices at Centralworld Building, Level 29, Suite 2987/4, Rama 1 Road, Pathumwan Sub-district, Pathumwan District, Bangkok Metropolis, Thailand	0105561160485	Subsidiary	99.99%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2018)				No. of Shares held at the end of the year (as on March 31, 2019)				% Change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	6,20,998	-	6,20,998	2.28	3,15,241	-	3,15,241	1.16	(1.12)	
b) Central Govt	-	-	-	-	-	-	-	-	-	
c) State Govt (s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	15,143	-	15,143	0.06	15,143	-	15,143	0.06	0.00	
e) Banks/ FI	-	-	-	-	-	-	-	-	-	
f) Any Other (Trust)	1,25,16,355	-	1,25,16,355	45.92	1,25,16,355	-	1,25,16,355	45.88	(0.04)	
Sub-total (A)(1)	1,31,52,496	-	1,31,52,496	48.26	1,28,46,739	-	1,28,46,739	47.09	(1.17)	
(2) Foreign										
a) NRIs Individuals	6,09,688	-	6,09,688	2.24	6,09,688	-	6,09,688	2.23	(0.01)	
b) Other Individuals	-	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	
d) Banks/ FI	-	-	-	-	-	-	-	-	-	
e) Any Other	-	-	-	-	-	-	-	-	-	
Sub-total (A)(2)	6,09,688	-	6,09,688	2.24	6,09,688	-	6,09,688	2.23	(0.01)	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,37,62,184	-	1,37,62,184	50.49	1,34,56,427	-	1,34,56,427	49.32	(1.17)	
B. Public Shareholding										
1. Institutions										
a) Mutual Fund/UTI	15,36,966	400	15,37,366	5.64	11,23,995	-	11,23,995	4.12	(1.52)	
b) Banks/ FI	64,071	121	64,192	0.24	34,315	95	34,410	0.13	(0.11)	
c) Central Govt.	7,494	-	7,494	0.03	29,971	-	29,971	0.11	0.08	
d) State Govt(s)	-	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2018)				No. of Shares held at the end of the year (as on March 31, 2019)				% Change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares		
f) Insurance Companies	-	-	-	-	-	-	-	-	-	
g) FIs	84,40,163	-	84,40,163	30.97	88,65,502	-	88,65,502	32.49	1.52	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
i) Others (specify) Alternate Investment Fund	6,266	-	6,266	0.02	80,869	-	80,869	0.30	0.28	
Sub-total (B)(1)	1,00,54,960	521	1,00,55,481	36.90	1,01,34,652	95	1,01,34,747	37.15	0.25	
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	5,66,426	2,995	5,69,421	2.09	4,20,444	1,395	4,21,839	1.55	(0.54)	
ii) Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lac	17,61,597	3,51,717	2,113,314	7.76	18,52,108	2,86,490*	21,38,598	7.84	0.08	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lac	2,53,551	-	2,53,551	0.93	5,48,340	-	5,48,340	2.01	1.08	
c) Others (specify)										
(1) Trust	54,060	3,209	57,269	0.21	34,562	3,209	37,771	0.14	(0.07)	
(2) Foreign Nationals	1,318	-	1,318	0.00	-	-	-	-	(0.00)	
(3) Non Resident Indians	1,24,962	52,927	1,77,889	0.65	1,45,098	47,658	1,92,756	0.71	0.06	
(4) Overseas Corporate Bodies	-	840	840	0.00	-	140	140	0.00	0.00	
(5) Clearing Members	31,149	-	31,149	0.11	1,08,878	-	1,08,878	0.40	0.29	
(6) HUF	50,027	-	50,027	0.18	50,716	-	50,716	0.19	0.01	
(7) IEPF	1,71,518	-	1,71,518	0.63	1,88,067	-	1,88,067	0.69	0.06	
(8) Foreign Portfolio Investors (Category III)	13	-	13	0.00	17	-	17	0.00	0.00	
(9) NBFCs registered with RBI	-	-	-	-	243	-	243	0.00	0.00	
(10) Others	11,575	-	11,575	0.04	4,934	-	4,934	0.02	(0.02)	
Sub-total (B)(2)	30,26,196	4,11,688	34,37,884	12.61	33,53,407	3,38,892	36,92,299	13.53	0.92	
Total Public Shareholding (B) = (B)(1) + (B)(2)	1,30,81,156	4,12,209	1,34,93,365	49.51	1,34,88,059	3,38,987	1,38,27,046	50.68	1.17	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	2,68,43,340	4,12,209	2,72,55,549	100.00	2,69,44,486	3,38,987	2,72,83,473*	100.00	-	

*The total shareholding reported in physical mode under the public category has been ascertained after adding 903 equity shares held by one individual, pursuant to order of the Honourable Supreme Court. An application in respect of these shares is being filed with the Hon'ble Court. The number of shares issued by the Company and those held by individuals may be altered depending on the outcome of the Court proceedings.

(ii) Shareholding of Promoter & Promoter Group :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2018)			Shareholding at the end of the year (as on March 31, 2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total shares	
1	Ms. Simran Lal	3,15,241	1.16	-	3,15,241	1.16	-	0.00
2	Ms. Tara Lal	3,14,994	1.16	-	3,14,994	1.15	-	(0.01)
3	Mr. Siddhartha Lal	2,94,694	1.08	-	2,94,694	1.08	-	0.00
4	The Simran Siddhartha Tara Benefit Trust, Trustee- Vikram Lal	1,20,30,648	44.14	-	1,20,30,648	44.10	-	(0.04)
5	The Brinda Lal Trust, Trustee- Vikram Lal	4,85,707	1.78	-	4,85,707	1.78	-	0.00
6	Karvansarai Investments Private Limited	15,143	0.06	-	15,143	0.06	-	0.00
7	Mr. Arjun Joshi^	1,01,919	0.37	-	-	-	-	(0.37)
8	Ms. Nihar Joshi^	1,01,919	0.37	-	-	-	-	(0.37)
9	Ms. Shonar Joshi^	1,01,919	0.37	-	-	-	-	(0.37)
	Total	1,37,62,184	50.49	-	1,34,56,427	49.32	-	(1.17)^*

*Decrease in 0.05% shareholding of Promoter & Promoter Group is on account of allotment of equity shares by the Company under its Employee Stock Option Plan, 2006, during the FY 2018-19.

^Decrease by another 1.12% shareholding of Promoter & Promoter Group is on account of re-classification of Mr. Arjun Joshi, Ms. Nihar Joshi and Ms. Shonar Joshi as public shareholders, during the financial year under review, with requisite approvals.

(iii) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Ms. Simran Lal					
1	At the beginning of the year	3,15,241	1.16	3,15,241	1.16
	Date wise Increase/Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2019			3,15,241	1.16
Ms. Tara Lal					
2	At the beginning of the year	3,14,994	1.16	3,14,994	1.16
	Date wise Increase/Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2019			3,14,994	1.15
Mr. Siddhartha Lal					
3	At the beginning of the year	2,94,694	1.08	2,94,694	1.08
	Date wise Increase/Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2019			2,94,694	1.08
The Simran Siddhartha Tara Benefit Trust					
4	At the beginning of the year	1,20,30,648	44.14	1,20,30,648	44.14
	Date wise Increase/ Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2019			1,20,30,648	44.10

Sl. No.	Particulars	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
The Brinda Lal Trust					
5	At the beginning of the year	4,85,707	1.78	4,85,707	1.78
	Date wise Increase/ Decrease in Promoters Shareholding during the year		No Change		
	At the end of the year i.e. as on March 31, 2019			4,85,707	1.78
Karvansarai Investments Private Limited					
6	At the beginning of the year	15,143	0.06	15,143	0.06
	Date wise Increase/ Decrease in Promoters Shareholding during the year		No Change		
	At the end of the year i.e. as on March 31, 2019			15,143	0.06

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year (as on April 1, 2018)		Shareholding at the end of the year (as on March 31, 2019)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Europacific Growth Fund®	6,46,049	2.37	4,79,508	1.76
2.	Government of Singapore®	1,85,855	0.68	3,62,452	1.33
3.	Capital World Growth and Income Fund^^	-	-	3,50,000	1.28
4.	Matthews India Fund®	2,66,539	0.98	2,66,539	0.98
5.	Motilal Oswal Most Focused Multicap 35 Fund®	1,84,577	0.68	2,56,580	0.94
6.	WF Asian Smaller Companies Fund Limited^^	1,14,678	0.42	2,37,809	0.87
7.	Vanguard Emerging Markets Stock Index Fund, A series of Vanguard International Equity Index Fund®	2,28,107	0.84	2,10,927	0.77
8.	Vanguard Total International Stock Index Fund®	1,79,668	0.66	2,06,197	0.76
9.	Cartica Capital Ltd®	2,74,272	1.01	1,94,757	0.71
10.	Investor Education and Protection Fund Authority Ministry of Corporate Affairs®	1,71,518	0.63	1,88,067	0.69
11.	New World Fund INC*	2,88,400	1.06	78,400	0.29
12.	Steadview Capital Mauritius Limited*	2,28,973	0.84	1,35,575	0.50

Note: More than 98.50% of the Shares of the Company are held in dematerialised form, and are widely traded on daily basis. Therefore, the date wise increase/ decrease in shareholding is not indicated.

@ Amongst common top ten Shareholders as on April 1, 2018 and March 31, 2019.

* Amongst top ten Shareholders only as on April 1, 2018.

^^ Amongst top ten Shareholders only as on March 31, 2019.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Director and KMP	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Siddhartha Lal, Managing Director				
	At the beginning of the year	2,94,694	1.08	2,94,694	1.08
	Date wise Increase/ Decrease in Share holding		No Change		
	At the end of the year i.e., March 31, 2019			2,94,694	1.08
2.	Mr. S. Sandilya, Chairman and Non-Executive Independent Director				
	At the beginning of the year	11,766	0.04	11,766	0.04

Sl. No.	For each of the Director and KMP	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Date wise Increase/ Decrease in Share holding	No Change			
	At the end of the year i.e., March 31, 2019			11,766	0.04
3.	Mr. Lalit Malik, Chief Financial Officer				
	At the beginning of the year	2,891	0.01	2,891	0.01
	Date wise Increase/ Decrease in Share holding				
	Sale on stock exchange on October 11, 2018	(2,715)	(0.01)	176	0.00
	Allotment of shares under ESOP, 2006 on November 12, 2018	4,000	0.01	4,176	0.01
	At the end of the year i.e., March 31, 2019			4,176	0.01
4.	Mr. Manhar Kapoor, General Counsel & Company Secretary				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/ Decrease in Share holding				
	Allotment of shares under ESOP, 2006 on May 9, 2018	700	0.00	700	0.00
	Sale on stock exchange on May 24, 2018	(240)	(0.00)	460	0.00
	Sale on stock exchange on August 16, 2018	(280)	(0.00)	180	0.00
	Sale on stock exchange on February 22, 2019	(180)	(0.00)	0	0.00
	At the end of the year i.e., March 31, 2019			0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	(Amount in Rs.)				
	Secured Loans Excluding Deposits	Unsecured Loans	Trade Payables- Acceptances	Deposit	Total Indebtedness
Indebtedness at the beginning of the Financial Year (as on April 1, 2018)					
(i) Principal Amount	-	-	85,98,12,411	-	85,98,12,411
(ii) Interest due but not paid	-	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	-	-	85,98,12,411	-	85,98,12,411
Change in indebtedness during the Financial Year					
♦ Addition	-	11,23,32,560	5,15,75,23,555	-	5,26,98,56,115
♦ Reduction	-	-	5,36,58,17,757	-	5,36,58,17,757
Net Change	-	11,23,32,560	(20,82,94,202)	-	(9,59,61,642)
Indebtedness at the end of the Financial Year (as on March 31, 2019)					
(i) Principal Amount	-	11,13,75,843	65,15,18,209	-	76,28,94,052
(ii) Interest due but not paid	-	9,56,717	-	-	9,56,717
(iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	-	11,23,32,560	65,15,18,209	-	76,38,50,769

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

			(Amount in Rs.)	
Sl. No.	Particulars of Remuneration paid during the year	Name of MD/WTD/ Manager	Total Amount	
		Mr. Siddhartha Lal- Managing Director		
1.	Gross salary*			
	a) Salary	3,78,73,933		3,78,73,933
	b) Value of perquisites	3,62,70,616		3,62,70,616
	c) Profits in lieu of salary	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission	-		-
	- as % of profit	-		-
	- others	4,80,00,000		4,80,00,000
5.	Others, please specify	-		-
	Total (A)	12,21,44,549		12,21,44,549
	Ceiling as per the Act			1,54,01,99,025

*Mr. Siddhartha Lal-Managing Director is a Non-resident Indian. His salary and value of perquisites as above is calculated as per the laws of United Kingdom where he presently resides.

B. REMUNERATION TO OTHER DIRECTORS:

								(Amount in Rs.)	
Sl. No.	Particulars of Remuneration paid during the year	Name of Directors						Total Amount	
1.	Independent Directors	Mr. S. Sandilya	Mr. Priya Brat#	Mr. M. J. Subbaiah#	Mr. Prateek Jalan#	Ms. Manvi Sinha	Mr. Inder Mohan Singh*		
	• Fee for attending Board/ Committee meetings	4,20,000	-	-	2,20,000	3,30,000	1,20,000		10,90,000
	• Commission	53,24,000	2,10,539	9,98,008	22,68,200	9,98,008	-		97,98,755
	• Others, please specify	-	-	-	-	-	-		-
	Total (1)	57,44,000	2,10,539	9,98,008	24,88,200	13,28,008	1,20,000		1,08,88,755
2.	Other Non-Executive Directors								
	• Fee for attending Board/Committee meetings	-	-	-	-	-	-		-
	• Commission	-	-	-	-	-	-		-
	• Others, please specify	-	-	-	-	-	-		-
	Total (2)	-	-	-	-	-	-		-
	Total (B) = (1 + 2)	57,44,000	2,10,539	9,98,008	24,88,200	13,28,008	1,20,000		1,08,88,755
	Total Managerial Remuneration (A+B)								13,30,33,304
	Overall Ceiling as per the Act (11% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013)								3,38,84,37,855

#Mr. Priya Brat, Mr. M. J. Subbaiah and Mr. Prateek Jalan, Non- Executive Independent Directors resigned from the Board w.e.f June 16, 2017, March 31, 2018 and October 13, 2018 respectively.

*Mr. Inder Mohan Singh was appointed by the Board as an additional Director (Independent) w.e.f. November 12, 2018, subject to requisite approval of the shareholders.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:

		(Amount in Rs.)		
Sl. No.	Particulars of Remuneration paid during the year	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	90,44,562	1,89,76,669	2,80,21,231
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	54,799	20,15,818	20,70,617
c)	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	1,07,14,568	2,58,24,300	3,65,38,868
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify	-	-	-
	Total	1,98,13,929	4,68,16,787	6,66,30,716

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019 under the Companies Act, 2013.