

FORM NO MGT-9**Extract of Annual Return as on the financial year ended on 31st March 2020**

[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:

1	CIN	U29304KA2018FTC114454
2	Registration date	03.07.2018
3	Name of the company	VOLVO CE INDIA PRIVATE LIMITED
4	Category /sub-category of the company	Company limited by shares/ Subsidiary of Foreign Company
5	Address of the registered office and contact details	Plot no. 7, 8 & 12, Phase 1, Peenya Industrial Area, Peenya, Bengaluru-560058.
6	Whether listed company Yes/No	No
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	NOT APPLICABLE

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 percent or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Manufactured Goods (Road machinery and excavators)	29102 under class 2910	42
2	Traded items (Construction equipment)	45200 under class 4530	58

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and address of the company	CIN/GLN	Holding/subsidiary/ associate	% of shares held	Applicable Section
--------	---------------------------------	---------	-------------------------------	------------------	--------------------

1	Volvo Truck Corporation Gropegårdsgatan 10, 417 15 Göteborg, Sweden	-	Holding Company	99.67%	
---	---	---	-----------------	--------	--

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

(i) Category-wise share holding

Category of shareholders	No of shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the year
	Dem at	Physic al	Total	% of total shar es	De ma t	Physical	Total	% of tot al sha res	
A. Promoters									
(1) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(a) (a) Individual/ HUF									
(b) Central Govt									
(c) State Govt(s)									
(d) Bodies Corp.									
(e) Banks/FI									
(f) Any Other									
Sub Total (A)(1):	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(2) Foreign									
(a) NRIs-Individuals									
(b) Other-Individuals									
(c) Bodies Corp	NIL	10,000	10,000	100	NIL	372,938,515	372,938,515	100	3729285%
(d) Banks/FI									
(e) Any Other									
Sub-total(A)(2):-									

Total shareholding of Promoter (A)=(A)(1) + (A)(2)	NIL	10,000	10,000	100	NIL	372,938,515	372,938,515	100	372928 5%
B. Public Shareholding	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
1. Institutions									
(a) Mutual Funds									
(b) Banks/FI									
(C) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIs									
(h) Foreign Venture Capital Funds									
(i) Others(specify)									
Sub-total (B)(1):	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(a) Bodies Corp									
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh									
(ii) Individual									

shareholders holding nominal share capital in excess of Rs.1lakh									
(c) Others (specify)									
Sub total: (B)(2)									
Total Public Shareholding (B)=(B)(1) + (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	10,000	10,000	100	NIL	372,938,515	372,938,515	100	372928 5%

(ii) Shareholding of promoters

#	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged/encumbered total	No of shares	% of total shares of the company	% if shares pledged/encumbered total shares	
1	Volvo Construction Equipment AB	9,999	99.99%	NIL	9,999	0.00%	NIL	-99.99%
2	Volvo Construction Equipment BV	1	0.01%	NIL	1	0.00%	NIL	-0.01%

3	Volvo Truck Corporation	0	0.00%	NIL	371,716,826	99.67%	NIL	99.67%
4	Volvo Holdings Sverige AB	0	0.00%	NIL	36	0.00%	NIL	0.00%
5	Volvo Bus Corporation	0	0.00%	NIL	1211653	0.32%	NIL	0.00%
	Total	10,000	100%	NIL	372,938,515	100	NIL	NIL

(iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sl.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
01	At the beginning of the year	9999	99.99%	9999	0.00%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease(e.g; allotment / transfer/bonus/sweat equity, etc):	Nil	Nil	Nil	Nil
	At the End of the year	9999	99.99%	9999	0.00%

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
02	At the beginning of the year	01	0.01%	01	0.00%
	Date wise Increase/ Decrease in Promoters Shareholding during the	NIL	NIL	NIL	NIL

	year specifying the reasons for increase/decrease(e.g.; allotment / transfer/bonus/sweat equity, etc):				
	At the End of the year (or on the date of separation, if separated during the year)	01	0.01%	01	0.00%

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
03	At the beginning of the year	NIL	NIL	371716826	99.67%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g.; allotment / transfer/bonus/sweat equity, etc):	NIL	NIL	25-11-2019 Allotment 371716826	99.67%
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	371716826	99.67%

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
04	At the beginning of the year	NIL	NIL	36	0.00%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the	NIL	NIL	25-11-2019 Allotment 36	0.00%

	reasons for increase/ decrease(e.g.; allotment / transfer/bonus/sweat equity, etc):				
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	36	0.00%

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
05	At the beginning of the year	NIL	NIL	12,11,653	0.32%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease(e.g.; allotment / transfer/bonus/sweat equity, etc):	NIL	NIL	25-11-2019 Allotment 12,11,653	0.32%
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	12,11,653	0.32%

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

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total	No of shares	% of total

			shares of the company		shares of the company
01	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease.	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	NIL	NIL

(v) Shareholding of Directors and Key Managerial Personnel:

Sl.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
01	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease.	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	NIL	NIL

V. INDEBTEDNESS (Rupees in Lakhs)

Particulars	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness

Indebtedness at the beginning of the financial year				
(i) Principal Amount		29,778		29,778
(ii) Interest due but not paid		0		0
(iii) Interest accrued but not due		0		0
Total(i+ii+iii)		29,778		29,778
Change in Indebtedness during the financial year				
Addition		0		0
Reduction due to repayment/pursuant to demerge		22,778		22,778
Net Change		-22,778		-22,778
Indebtedness at the end of the financial year				
i) Principal Amount		7000		7,000
(ii) Interest due but not paid		0		0
(iii) Interest accrued but not due		0		0
		7,000		7,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and /or Manager:

Sl.No	Particular of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Dimitrov Krishnan, MD	
1	Gross Salary	2,11,69,968	2,11,69,968
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	39,600	39,600
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as% of profit	NIL	NIL
	-others, specify..	NIL	NIL
5	Others, please specify	NIL	NIL
	Total(A)	2,12,09,568	2,12,09,568

Ceiling as per Act	NA	NA
--------------------	----	----

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of Directors	Name of Directors	Name of Directors	Name of Directors	Name of Directors	Total Amount
3	Independent Directors <ul style="list-style-type: none"> • Fee for attending Board committee meetings • Commission • Others, please specify Total(1)	NA	NA	NA	NA	NA	NA
4	Others Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending Board committee meetings • Commission • Others, please specify Total(2) Total (B) = (1+2) Total Managerial Remuneration Overall Ceiling as per the Act	Mr. Tan Sin Tiah NIL NIL NIL NIL	Mr. Andrew Knight NIL NIL NIL NIL	Ms. Ho Yuet Mei NIL NIL NIL NIL	Mr. B Indushekar NIL NIL NIL NIL	Mr. M V Joseph NIL NIL NIL NIL	NIL NIL NIL NIL NA

C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Amount in Rupees)

Sl. No	Particulars of Remuneration	CFO	Company Secretary
--------	-----------------------------	-----	-------------------

1	Gross Salary	Murali Iyer	Reena Mary
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	90,94,518	1,84,217
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961	39,600	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as% of profit	NIL	NIL
	-others, specify.	NIL	NIL
5	Others, please specify	NIL	NIL
	Total	91,34,118	1,84,217

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL

Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Annexure – 4

Details of Remuneration as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Employee Name	Dimitrov Krishnan
Age	48
Designation	Managing Director
Nature of Employment	Full Time Employee
Monthly Gross Remuneration in INR	17,67,464 per month
Qualifications	B Tech
Total Experience	27
Date-of-commencement-of-employment	15-Oct-2014
Previous Employment	Volvo East Asia Pte. Ltd
Last working date/comments	From 3rd July 2018 onwards transferred from Volvo Group India Pvt Ltd to Volvo CE India Pvt Ltd by virtue of demerger.
percentage of equity shares held in the company	NIL
Whether relative of any director or manager of the company and if so, name of such director or manager:	None