

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

(As on the financial year ended on March 31, 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:

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 City Walk, 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	88%

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 : 90 CW Tower, Building A, 21 st Floor, Room A2101, Ratchadapisek Road, Huai Khwang Sub-District, Huai Khwang District, Bangkok 10310, Thailand	0105561160485	Subsidiary	99.99%	2(87)
10.	Royal Enfield UK Limited Address: Royal Enfield UK Technology Centre, Bruntingthorpe Proving Ground Bath Lane, Leicester, Leicestershire LE17 5QS	12166273	Subsidiary	100%	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, 2019)				No. of Shares held at the end of the year (as on March 31, 2020)				% Change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	3,15,241	-	3,15,241	1.16	3,15,241	-	3,15,241	1.15	(0.01)	
b) Central Govt	-	-	-	-	-	-	-	-	-	
c) State Govt (s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	15,143	-	15,143	0.06	15,143	-	15,143	0.06	-	
e) Banks/ FI	-	-	-	-	-	-	-	-	-	
f) Any Other (Trust)	1,25,16,355	-	1,25,16,355	45.88	1,25,16,355	-	1,25,16,355	45.84	(0.04)	
Sub-total (A)(1)	1,28,46,739	-	1,28,46,739	47.09	1,28,46,739	-	1,28,46,739	47.05	(0.04)	
(2) Foreign										
a) NRIs Individuals	6,09,688	-	6,09,688	2.23	6,09,688	-	6,09,688	2.23	-	
b) Other Individuals	-	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	
d) Banks/ FI	-	-	-	-	-	-	-	-	-	
e) Any Other	-	-	-	-	-	-	-	-	-	
Sub-total (A)(2)	6,09,688	-	6,09,688	2.23	6,09,688	-	6,09,688	2.23	-	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,34,56,427	-	1,34,56,427	49.32	1,34,56,427	-	1,34,56,427	49.28	(0.4)	
B. Public Shareholding										
1. Institutions										
a) Mutual Fund/UTI	11,23,995	-	11,23,995	4.12	23,17,519	-	23,17,519	8.49	4.37	
b) Banks/ FI	34,315	95	34,410	0.13	1,29,522	95	1,29,617	0.47	0.34	
c) Central Govt.	29,971	-	29,971	0.11	39,748	-	39,748	0.15	0.04	
d) State Govt(s)	-	-	-	-	-	-	-	-	-	

Category of Shareholders	No. of Shares held at the beginning of the year (as on April 1, 2019)				No. of Shares held at the end of the year (as on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	4,80,018	-	4,80,018	1.76	1.76
g) FII's	88,65,502	-	88,65,502	32.49	75,66,351	-	75,66,351	27.71	(4.78)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Alternate Investment Fund	80,869	-	80,869	0.30	1,08,765	-	1,08,765	0.40	0.10
Sub-total (B)(1)	1,01,34,652	95	1,01,34,747	37.15	1,06,41,923	95	1,06,42,018	38.98	1.83
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4,20,444	1395	4,21,839	1.55	1,77,067	694	1,77,761	0.65	(0.90)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	18,52,108	2,86,490*	21,38,598	7.84	16,26,529	2,34,292*	18,60,821	6.81	(1.03)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	5,48,340	-	5,48,340	2.01	5,70,476	-	5,70,476	2.09	0.08
c) Others (specify)									
(1) Trust	34,562	3,209	37,771	0.14	65,387	3,209	68,596	0.25	0.11
(2) Foreign Nationals	-	-	-	-	-	-	-	-	-
(3) Non Resident Indians	1,45,098	47,658	1,92,756	0.71	1,32,196	41,012	1,73,208	0.63	(0.08)
(4) Overseas Corporate Bodies	-	140	140	0.00	-	100	100	0.00	-
(5) Clearing Members	1,08,878	-	1,08,878	0.40	1,05,976	-	1,05,976	0.39	(0.01)
(6) HUF	50,716	-	50,716	0.19	45,198	-	45,198	0.17	(0.02)
(7) IEPF	1,88,067	-	1,88,067	0.69	1,97,931	-	1,97,931	0.72	0.03
(8) Foreign Portfolio Investors (Category III)	17	-	17	0.00	28	-	28	0.00	-
(9) NBFCs registered with RBI	243	-	243	0.00	83	-	83	0.00	-
(10) Others	4,934	-	4,934	0.02	6,850	-	6,850	0.03	0.01
Sub-total (B)(2)	33,53,407	3,38,892	36,92,299	13.53	29,27,721	2,79,307	32,07,028	11.74	(1.79)
Total Public Shareholding (B) = (B)(1) + (B)(2)	1,34,88,059	3,38,987	1,38,27,046	50.68	1,35,69,644	2,79,402	1,38,49,046	50.72	0.04
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,69,44,486	3,38,987	2,72,83,473*	100.00	2,70,26,071	2,79,402	2,73,05,473*	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. The number of shares issued by the Company and those held by the individual may be altered depending on completion of implementation of the said Order by all concerned parties.

(ii) Shareholding of Promoter & Promoter Group :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2019)			Shareholding at the end of the year (as on March 31, 2020)			% 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	1.15	-	(0.01)
2.	Ms. Tara Lal	3,14,994	1.15	-	3,14,994	1.15	-	0.00
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	44.10	-	1,20,30,648	44.06	-	(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
Total		1,34,56,427	49.32	-	1,34,56,427	49.28	-	(0.04)*

*Decrease in 0.04% 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 2019-20.

(iii) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year (as on April 1, 2019)		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, 2020			3,15,241	1.15
Ms. Tara Lal					
2.	At the beginning of the year	3,14,994	1.15	3,14,994	1.15
	Date wise Increase/ Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2020			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, 2020			2,94,694	1.08
The Simran Siddhartha Tara Benefit Trust					
4.	At the beginning of the year	1,20,30,648	44.10	1,20,30,648	44.10
	Date wise Increase/ Decrease in Promoters Shareholding during the year			No Change	
	At the end of the year i.e. as on March 31, 2020			1,20,30,648	44.06
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, 2020			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, 2020			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, 2019)		Shareholding at the end of the year (as on March 31, 2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	SBI-ETF Nifty 50 ^{^^}	1,54,585	0.57	5,18,251	1.90
2.	ICICI Prudential Balanced Advantage Fund ^{^^}	1,87,912	0.69	4,91,272	1.80
3.	Government of Singapore [®]	3,69,052 [#]	1.35	4,11,397	1.51
4.	UTI Equity Fund ^{^^}	2,22,315	0.81	3,66,328	1.34
5.	Motilal Oswal Multicap 35 Fund [®]	3,16,049 [#]	1.16	3,65,557	1.34
6.	Amansa Holdings Private Limited ^{^^}	-	-	3,54,744	1.30
7.	WF Asian Smaller Companies Fund Limited [®]	2,37,809	0.87	3,14,963	1.15
8.	Virtus Vontobel Emerging Markets Opportunities Fund ^{^^}	1,73,633	0.63	3,05,999	1.12
9.	Vanguard Total International Stock Index Fund [®]	2,06,197	0.76	2,36,525	0.87
10.	BBH Select Equity Master Fund, LP ^{^^}	1,35,525	0.50	2,15,866	0.79
11.	Europacific Growth Fund [*]	4,79,508	1.76	-	-
12.	Capital World Growth and Income Fund [*]	3,50,000	1.28	-	-
13.	Matthews India Fund [*]	2,66,539	0.98	57,316	0.21
14.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds [*]	2,10,927	0.77	1,96,140	0.72
15.	Cartica Capital Ltd [*]	1,94,757	0.71	-	-
16.	Investor Education and Protection Fund Authority Ministry of Corporate Affairs [*]	1,88,067	0.69	1,97,931	0.72

Note: 98.98% 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, 2019 and March 31, 2020.

^{*} Amongst top ten Shareholders only as on April 1, 2019.

^{^^} Amongst top ten Shareholders only as on March 31, 2020.

[#] Opening balance of Shareholding of Government of Singapore and Motilal Oswal Multicap 35 Fund includes 6,600 and 59,469 equity shares respectively, held in other demat accounts however with common PAN and therefore clubbed for the purpose of disclosure.

(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, 2019)		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, 2020			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
	Date wise Increase/ Decrease in Share holding		No Change		
	At the end of the year i.e., March 31, 2020			11,766	0.04
3.	Mr. Vinod K Aggarwal, Non-Executive Director				
	At the beginning of the year	6,700	0.02	6,700	0.02
	Date wise Increase/ Decrease in Share holding		No Change		
	At the end of the year i.e., March 31, 2020			6,700	0.02
4.	Mr. Inder Mohan Singh, Non-Executive Independent Director				
	At the beginning of the year	5	0.00	5	0.00
	Date wise Increase/ Decrease in Share holding		No Change		
	At the end of the year i.e., March 31, 2020			5	0.00

Sl. No	For each of the Director and KMP	Shareholding at the beginning of the year (as on April 1, 2019)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	Mr. Lalit Malik, Chief Financial Officer*				
	At the beginning of the year	4,176	0.01	4,176	0.01
	Date wise Increase/ Decrease in Share holding				
	Allotment of shares under ESOP, 2006 on November 8, 2019	4,000	0.02	8,176	0.03
	Market sale on November 18, 2019	2,800	0.01	5,376	0.02
	Market sale on November 25, 2019	5,376	0.02	0	0.00
	At the end of the year i.e., March 31, 2020			0	0.00
6.	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 November 8, 2019	700	0.00	700	0.00
	Market sale on November 15, 2019	700	0.00	0	0.00
	At the end of the year i.e., March 31, 2020			0	0.00

*Mr. Lalit Malik, Chief Commercial Officer, had also been the Chief Financial Officer of the Company till May 6, 2020.

V. INDEBTEDNESS

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

	Secured Loans Excluding Deposits	Unsecured Loans	Trade Payables- Acceptances	Deposit	Total Indebtedness
(Amount in Rs.)					
Indebtedness at the beginning of the Financial Year (as on April 1, 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
Change in indebtedness during the Financial Year					
♦ Addition	-	-	2,11,93,31,445	-	2,11,93,31,445
♦ Reduction	-	11,23,32,560	2,77,08,49,654	-	2,88,31,82,214
Net Change	-	(11,23,32,560)	(65,15,18,209)	-	(76,38,50,769)
Indebtedness at the end of the Financial Year (As on March 31, 2020)					
(i) Principal Amount	-	-	-	-	-
(ii) Interest due but not paid	-	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	-	-	-	-	-

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*	Mr. Vinod Kumar Dasari- Whole time Director & CEO- Royal Enfield	
1.	Gross salary			
	a) Salary	4,67,86,751	24,61,54,000	29,29,40,751
	b) Value of perquisites	9,45,61,567	39,600	9,46,01,167
	c) Profits in lieu of salary	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others	5,28,00,000	-	5,28,00,000
5.	Others, please specify	-	-	-
	Total (A)	19,41,48,318	24,61,93,600	44,03,41,918
	Ceiling as per the Act (10% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013)			2,25,47,19,360

*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	Ms. Manvi Sinha	Mr. Inder Mohan Singh	-	Mr. Prateek Jalan*	
	• Fee for attending Board/ Committee meetings	4,80,000	5,30,000	4,80,000	-	-	14,90,000
	• Commission	57,49,920	10,97,809	4,21,077	-	17,95,298	90,64,104
	• Others, please specify	-	-	-	-	-	-
	Total (1)	62,29,920	16,27,809	9,01,077	-	17,95,298	1,05,54,104
2.	Other Non-Executive Directors	-	-	-	Mr. Vinod K. Aggarwal	-	-
	• Fee for attending Board/ Committee meetings	-	-	-	N.A.	-	-
	• Commission	-	-	-	N.A.	-	-
	• Others, please specify	-	-	-	N.A.	-	-
	Total (2)	-	-	-	-	-	-
	Total (B) = (1 + 2)	62,29,920	16,27,809	9,01,077	-	17,95,298	1,05,54,104
	Total Managerial Remuneration (A+B)						45,08,96,022
	Overall Ceiling as per the Act (11% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013)						2,48,01,91,296

*Mr. Prateek Jalan, Non-Executive Independent Director resigned from the Board with effect from October 13, 2018. His commission entitlement for FY 2018-19 on a pro-rata basis, was approved by the Board at its meeting held on May 10, 2019 and paid in FY 2019-20 post approval of annual financial statements by shareholders for that FY.

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		Total
		Mr. Manhar Kapoor- General Counsel & Company Secretary	Mr. Lalit Malik- Chief Financial Officer*	
1.	Gross salary			
a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,04,17,314	2,11,85,597	3,16,02,911
b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	61,999	24,03,684	24,65,683
c)	Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	23,37,353	1,33,57,300	1,56,94,653
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify	-	-	-
	Total	1,28,16,666	3,69,46,581	4,97,63,247

*Mr. Lalit Malik, Chief Commercial Officer, had also been the Chief Financial Officer of the Company till May 6, 2020.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There was no penalty, punishment or compounding of offence(s) during the year ended March 31, 2020 under the Companies Act, 2013.