

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]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

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

U35990HR1995PLC050123

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCR0859H

(ii) (a) Name of the company

XLERATE DRIVELINE INDIA LIMITED

(a) Registered office address

SHED NO. 1, GURUKUL INDUSTRIAL ESTATE, SARAI KHWAJA, P.O.
AMAR NAGAR NA FARIDABAD
Faridabad Haryana
121003

(b) *e-mail ID of the company

Secretarial@xleratedriveline.com

(c) *Telephone number with STD code

01294288670

(d) Website

www.xleratedriveline.com

(iii) Date of Incorporation

25/10/1995

(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) CIN of the Registrar and Transfer Agent

U67120DL1950PTC001854

Pre-fill

Name of the Registrar and Transfer Agent

RCMC SHARE REGISTRY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

B-25/1, OKHLA INDUSTRIAL AREA PHASE II, South Delhi, NEW DELHI, Delhi, India, 110020

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 01/09/2025

(b) Due date of AGM 30/09/2025

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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	C12	Repair & installation of machinery & equipment, motor vehicles	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

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	1,85,00,000	1,48,77,038	1,48,77,038	1,48,77,038
Total amount of equity shares (in Rupees)	18,50,00,000	14,87,70,380	14,87,70,380	14,87,70,380

Number of classes

1

Class of Shares EQUITY SHARE CAPITAL	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,85,00,000	1,48,77,038	1,48,77,038	1,48,77,038
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	18,50,00,000	14,87,70,380	14,87,70,380	14,87,70,380

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,50,000	1,25,000	1,25,000	1,25,000
Total amount of preference shares (in rupees)	1,50,00,000	1,25,00,000	1,25,00,000	1,25,00,000

Number of classes

1

Class of shares 10% NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OR NON-CUMULATIVE CONVERTIBLE PREFERENCE SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,50,000	1,25,000	1,25,000	1,25,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,50,00,000	1,25,00,000	1,25,00,000	1,25,00,000

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	1,48,77,038	1,48,77,038	14,87,70,380	14,87,70,380	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	1,48,77,038	1,48,77,038	14,87,70,380	14,87,70,380	
Preference shares						
At the beginning of the year	1,25,000	0	1,25,000	1,25,00,000	1,25,00,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	1,25,000	0	1,25,000	1,25,00,000	1,25,00,000	

(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)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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 financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

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	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

80,92,03,000

(ii) Net worth of the Company

15,39,71,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,48,76,537	100	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	1,25,000	100
10.	Others	0	0	0	0
	Total	1,48,76,537	100	1,25,000	100

Total number of shareholders (promoters)

3

(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	501	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0

	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
			0		0
	Total	501	0	0	0

Total number of shareholders (other than promoters)

6

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

9

**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	3	3
Members (other than promoters)	6	6
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 directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	100	0
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	1	0	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	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
Total	1	3	1	4	100	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(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)
SACHIT KANWAR	02132124	Managing Director	1,48,76,537	
AFSHEEN KANWAR	09432032	Director	0	
SAMEER KANWAR	00033622	Director	0	
KUSHAGRA GUPTA	05201660	Director	100	
SURYAKANT GUPTA	06606258	Director	0	
MANISH JAIN	AGFPJ6590B	CFO	0	
SUMIT SHARMA	JTTSP9500L	Company Secretary	0	

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

3

	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)
	JAGDEEP SINGH SACHDEVA	00024905	Director	10/10/2024	Cessation
	SAMEER KANWAR	00033622	Additional Director	27/12/2024	Appointment
	SURYAKANT GUPTA	06606258	Additional Director	27/12/2024	Appointment

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

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	03/09/2024	7	6	100%

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.	06/06/2024	4	4	100
2.	03/09/2024	4	3	75
3.	27/12/2024	3	3	100
4.	15/01/2025	5	5	100
5.	19/03/2025	5	5	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 the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	06/06/2024	3	3	100
2	AUDIT COMMITTEE	03/09/2024	3	2	66.67

3	AUDIT COMMITTEE	15/01/2025	3	3	100
4	AUDIT COMMITTEE	19/03/2025	3	3	100
5	NOMINATION AND REMUNERATION COMMITTEE	06/06/2024	4	4	100
6	SEPARATE MEETING OF INDEPENDENT DIRECTORS	19/03/2025	2	2	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	
								(Y/N/NA)
1	SACHIT KANWAR	5	5	100	1	1	100	Yes
2	AFSHEEN KANWAR	5	5	100	3	3	100	Yes
3	KUSHAGRA GUPTA	5	5	100	6	6	100	Yes
4	JAGDEEP SINGH SACHDEVA	2	1	50	3	2	66.67	NA
5	SAMEER KANWAR	2	2	100	2	2	100	Yes
6	SURYAKANT GUPTA	2	2	100	3	3	100	Yes

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SACHIT KANWAR	MANAGING DIRECTOR	87,01,234	0	0	21,89,957	1,08,91,191
	Total		87,01,234	0	0	21,89,957	1,08,91,191

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	MANISH JAIN	CFO	11,43,600	0	0	74,914	12,18,514
2	SUMIT SHARMA	COMPANY SECRETARY	4,00,688	0	0	22,968	4,23,656
	Total		15,44,288	0	0	97,882	16,42,170

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JAGDEEP SINGH SACHDEVA	DIRECTOR	0	0	0	50,000	50,000
2	KUSHAGRA GUPTA	DIRECTOR	0	0	0	1,20,000	1,20,000
3	SAMEER KANWAR	DIRECTOR	0	0	0	40,000	40,000
4	SURYAKANT GUPTA	DIRECTOR	0	0	0	40,000	40,000
	Total		0	0	0	2,50,000	2,50,000

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

DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

(B)

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

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

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

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 share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

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