

## Annexure D

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

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: U65990MH1991PLC060670
- ii) Registration Date: March 8, 1991
- iii) Name of the Company: Tata Capital Limited
- iv) Category of the Company: Company Limited by shares  
Sub-category of the Company: Indian Non-Government Company
- v) Address of the Registered Office and contact details:  
11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013  
Contact details:  
Telephone Number: 022 6606 9000  
E-mail id: avan.doomasia@tatacapital.com
- vi) Whether listed company: No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
- a) Registrar and Transfer Agent for the Company's Equity Shares, Preference Shares and Non Convertible Debentures
- Name : TSR Darashaw Limited
- Address : 6-10, Haji Moosa Patrawala Industrial Estate,  
Near Famous Studio, 20, Dr. E Moses Road,  
Mahalaxmi, Mumbai – 400011, Maharashtra, India
- Contact Details : Mr. Deepak Tambe  
Phone No.: 022-66178554  
E-mail id: dtambe@tsrdarashaw.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Investment Activity	64200	41%
2	Private Equity Investments	66309; 66190	49%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Tata Sons Private Limited Bombay House, 24, Homi Mody Street, Mumbai – 400001	U99999MH1917PTC000478	Holding	94.23	Section 2(46)
2.	Tata Capital Financial Services Limited 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	U67100MH2010PLC210201	Subsidiary	100	Section 2(87)
3.	Tata Capital Housing Finance Limited 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	U67190MH2008PLC187552	Subsidiary	100	Section 2(87)
4.	Tata Securities Limited 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	U67120MH1994PLC080918	Subsidiary	100	Section 2(87)
5.	Tata Cleantech Capital Limited 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	U65923MH2011PLC222430	Subsidiary	80.50	Section 2(87)
6.	Tata Capital Pte. Limited 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	100	Section 2(87)
7.	Tata Capital Markets Pte. Limited 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	100	Section 2(87)
8.	Tata Capital Advisors Pte. Limited 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	100	Section 2(87)
9.	Tata Capital Plc 30 Millbank, London, SW1P 4WY, England, United Kingdom	N.A.	Subsidiary	100	Section 2(87)
10.	Tata Capital General Partners LLP 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	80	Section 2(87)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
11.	Tata Capital Healthcare General Partners LLP 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	100	Section 2(87)
12.	Tata Opportunities General Partners LLP 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	90	Section 2(87)
13.	Tata Capital Growth II General Partners LLP 72 Anson Road #12-02, Anson House, Singapore 079911	N.A.	Subsidiary	80	Section 2(87)
14.	Tata Autocomp Systems Limited TACO House, Plot No. - 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune, Maharashtra 411004	U34100PN1995PLC158999	Associate	24	Section 2(6)
15.	Tata Capital Growth Fund I 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	N.A.	Subsidiary	73.75	Though a Trust would not be considered as a body corporate under the Companies Act, 2013, these have been disclosed as a measure of good governance.
16.	Tata Capital Growth Fund II 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	N.A.	Subsidiary	14.96	
17.	Tata Capital Healthcare Fund I 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	N.A.	Subsidiary	32.12	
18.	Tata Capital Special Situations Fund Tata Trustee Company Limited, Mafatlal Centre, 9th Floor, Nariman Point, Mumbai - 400021	N.A.	Subsidiary	28.20	
19.	Tata Capital Innovations Fund 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	N.A.	Subsidiary	28.00	

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
20.	TCL Employee Welfare Trust 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	N.A.	Subsidiary	N.A.	In accordance with Indian Accounting Standard (“Ind AS”) 110
21.	Tata Technologies Limited Plot No 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune, Maharashtra 411057	U72200PN1994PLC013313	Associate	4.35	In accordance with Ind AS 28
22.	Novalead Pharma Private Limited Plot No-05, Third Floor, Ram Indu Park, Survey No-131/1B/2/11, Baner Taluka Haveli, Pune Maharashtra 411045	U73100PN2007PTC130929	Associate	20.34	In accordance with Ind AS 28
23.	Shriji Polymers (India) Limited 8 & 9, Industrial Area, Maxi Road, Ujjain Madhya Pradesh 456010	U51102MP1996PLC011027	Associate	2.60	In accordance with Ind AS 28
24.	Vortex Engineering Private Limited Module No.6B, Sixth Floor, IIT Madras Research Park Kanagam Road, Taramani Chennai, Tamil Nadu 600113	U29262TN2001PTC046779	Associate	18.49	In accordance with Ind AS 28
25.	Pluss Advanced Technologies Limited 101, Anupam Apartments, MB Road, Delhi 110068	U74899DL1993PTC056680	Associate	37.50	In accordance with Ind AS 28
26.	Sea6 Energy Private Limited 1st Floor, Centre for Cellular and Molecular Platforms (CCAMP), NCBS-TIFR, GKVK Post, Bellary Road Bangalore, Karnataka 560065	U40102KA2010PTC081073	Associate	32.04	In accordance with Ind AS 28
27.	Alef Mobitech Solutions Private Limited Kapil Zenith, Phase 1, S.R. No.55, Hiwssa-No.1, Bavdhan, Pune 411021	U72900PN2014FTC151287	Associate	28.01	In accordance with Ind AS 28

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
28.	Tema India Limited Hamilton House, 3rd floor, J. N. Heredia Marg, Ballard Estate, Mumbai - 400038	U29192MH1984PLC034861	Associate	0.01	In accordance with Ind AS 28
29.	Kapsons Industries Private Limited Unit No. 2, C/O Kapsons Industries Limited G.T.Road, Suranussi, Jalandhar 144001 Punjab	U31909PB1987PTC007303	Associate	0.01	In accordance with Ind AS 28
30.	TVS Supply Chain Solutions Limited 10, Jawahar Road, Chokkikulam, Madurai Tamil Nadu 625002	U63011TN2004PLC054655	Associate	0.68	In accordance with Ind AS 28
31.	Fincare Business Services Limited No. 835/39, Bren Mercury, 5th Floor, Kaikondanalli Varthur Hobli, Bangalore East, Taluk Bangalore 560102	U74900KA2014PLC075614	Associate	0.80	In accordance with Ind AS 28
32.	Shriram Properties Limited Lakshmi Neela Rite Choice Chamber, New No.9 - Bazullah Road, T Nagar, Chennai 600017, Tamil Nadu	U72200TN2000PLC044560	Associate	1.50	In accordance with Ind AS 28
33.	Tata Projects Limited Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad Hyderabad TG 500003	U45203TG1979PLC057431	Associate	2.21	In accordance with Ind AS 28
34.	Tata Sky Limited Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East) Mumbai-400098	U92120MH2001PLC130365	Associate	0.72	In accordance with Ind AS 28
35.	Roots Corporation Limited Godrej and Boyce Complex, Gate No. 8, Plant No. 13, Office Building, Vikhroli (East) Mumbai-400079	U55100MH2003PLC143639	Associate	2.43	In accordance with Ind AS 28

#### 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	2,63,44,33,946	-	2,63,44,33,946	93.22	3,12,85,05,090	-	3,12,85,05,090	94.23	1.01
e) Banks / Financial Institution	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1):-</b>	<b>2,63,44,33,946</b>	<b>-</b>	<b>2,63,44,33,946</b>	<b>93.22</b>	<b>3,12,85,05,090</b>	<b>-</b>	<b>3,12,85,05,090</b>	<b>94.23</b>	<b>1.01</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2,63,44,33,946</b>	<b>-</b>	<b>2,63,44,33,946</b>	<b>93.22</b>	<b>3,12,85,05,090</b>	<b>-</b>	<b>3,12,85,05,090</b>	<b>94.23</b>	<b>1.01</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
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)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	11,67,21,517	-	11,67,21,517	4.13	11,67,21,517	-	11,67,21,517	3.52	(0.61)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	18,46,329	-	18,46,329	0.07	27,90,175	-	27,90,175	0.08	0.01
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,92,12,790	-	1,92,12,790	0.68	2,15,01,900	-	2,15,01,900	0.65	(0.03)
c) Others									
i) TCL Employee Welfare Trust (ESOP Trust)	5,34,78,006	-	5,34,78,006	1.89	5,02,45,050	-	5,02,45,050	1.51	(0.38)
ii) Non-Resident Indian	3,25,582	-	3,25,582	0.01	3,25,582	-	3,25,582	0.01	-
<b>Sub-total (B)(2):-</b>	<b>19,15,84,224</b>	<b>-</b>	<b>19,15,84,224</b>	<b>6.78</b>	<b>19,15,84,224</b>	<b>-</b>	<b>19,15,84,224</b>	<b>5.77</b>	<b>(1.01)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>19,15,84,224</b>	<b>-</b>	<b>19,15,84,224</b>	<b>6.78</b>	<b>19,15,84,224</b>	<b>-</b>	<b>19,15,84,224</b>	<b>5.77</b>	<b>(1.01)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>2,82,60,18,170</b>	<b>-</b>	<b>2,82,60,18,170</b>	<b>100.00</b>	<b>3,32,00,89,314</b>	<b>-</b>	<b>3,32,00,89,314</b>	<b>100.00</b>	<b>-</b>

**(ii) Shareholding of Promoters (Equity Share Capital)**

Sr. No.	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 to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Tata Sons Private Limited	2,63,44,33,946	93.22	-	3,12,85,05,090	94.23	-	1.01
	<b>Total</b>	<b>2,63,44,33,946</b>	<b>93.22</b>	<b>-</b>	<b>3,12,85,05,090</b>	<b>94.23</b>	<b>-</b>	<b>1.01</b>

**(iii) Change in Promoters' Shareholding (Equity Share Capital) (please specify, if there is no change)**

During FY 2018-19, the Company had allotted 49,40,71,144 Equity Shares of ₹ 10/- each at a premium of ₹ 40.6 per Equity Share, aggregating upto ₹ 2,500 crore, on a preferential and/or private placement basis, as under:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Tata Sons Private Limited	2,63,44,33,946	93.22	April 1, 2018			2,63,44,33,946	93.22
				June 29, 2018	14,82,21,343	Allotment	2,78,26,55,289	93.56
				July 9, 2018	9,88,14,229	Allotment	2,88,14,69,518	93.77
				February 25, 2019	14,82,21,343	Allotment	3,02,96,90,861	94.05
				February 27, 2019	9,88,14,229	Allotment	3,12,85,05,090	94.23
		3,12,85,05,090	94.23	March 31, 2019			3,12,85,05,090	94.23

**(iv) Shareholding Pattern (Equity Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Tata Investment Corporation Limited	7,71,96,591	2.73	April 1, 2018	-	-	7,71,96,591	2.73
						Nil movement during the year		
		7,71,96,591	2.32	March 31, 2019	-	-	7,71,96,591	2.32
2	H. N. Sinor, Shuva Mandal and Avijit Bhattacharya Trustees of TCL Employee Welfare Trust	5,34,78,006	1.89	April 1, 2018	-	-	5,34,78,006	1.89
				April 17, 2018	(18,75,263)	Transfer	5,16,02,743	1.83
				April 23, 2018	32,444	Purchase	5,16,35,187	1.83
				August 1, 2018	(5,59,344)	Transfer	5,10,75,843	1.66
				August 14, 2018	85,194	Purchase	5,11,61,037	1.66
				August 31, 2018	(5,73,100)	Transfer	5,05,87,937	1.65
				September 29, 2018	(3,78,828)	Transfer	5,02,09,109	1.63
				October 17, 2018	72,626	Purchase	5,02,81,735	1.64
				November 2, 2018	(2,11,022)	Transfer	5,00,70,713	1.63
				November 30, 2018	94,884	Purchase	5,01,65,597	1.63
		December 27, 2018	3,66,773	Purchase	5,05,32,370	1.64		



Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				January 28, 2019	(1,19,500)	Transfer	5,04,12,870	1.64
				February 15, 2019	1,71,180	Purchase	5,05,84,050	1.65
				February 28, 2019	(1,37,500)	Transfer	5,04,46,550	1.52
				March 27, 2019	(2,01,500)	Transfer	5,02,45,050	1.51
		5,02,45,050	1.51	March 31, 2019			5,02,45,050	1.51
3	Cyrus Investments Private Limited	1,29,78,905	0.46	April 1, 2018	–	–	1,29,78,905	0.46
						Nil movement during the year		
		1,29,78,905	0.39	March 31, 2019			1,29,78,905	0.39
4	Sterling Investment Corporation Private Limited	1,29,78,905	0.46	April 1, 2018	–	–	1,29,78,905	0.46
						Nil movement during the year		
		1,29,78,905	0.39	March 31, 2019			1,29,78,905	0.39
5	Tata Motors Limited	43,26,651	0.15	April 1, 2018	–	–	43,26,651	0.15
						Nil movement during the year		
		43,26,651	0.13	March 31, 2019			43,26,651	0.13
6	Tata Chemicals Limited	32,30,859	0.11	April 1, 2018	–	–	32,30,859	0.11
						Nil movement during the year		
		32,30,859	0.10	March 31, 2019			32,30,859	0.10
7	Af-Taab Investment Company Limited	23,33,070	0.08	April 1, 2018	–	–	23,33,070	0.08
						Nil movement during the year		
		23,33,070	0.07	March 31, 2019			23,33,070	0.07
8	Tata Industries Limited	22,72,346	0.08	April 1, 2018	–	–	22,72,346	0.08
						Nil movement during the year		
		22,72,346	0.07	March 31, 2019			22,72,346	0.07
9	Praveen Purushottam Kadle	14,68,580	0.05	April 1, 2018	–	–	14,68,580	0.05
						Nil movement during the year		
		14,68,580	0.04	March 31, 2019			14,68,580	0.04

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
10	Ratan Naval Tata	12,34,861	0.04	April 1, 2018	–	–	12,34,861	0.04
						Nil movement during the year		
		12,34,861	0.04	March 31, 2019			12,34,861	0.04

(v) **Shareholding (Equity Share) of Directors and Key Managerial Personnel**

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. F. N. Subedar (Non - Executive Director)	2,43,716	0.01	April 1, 2018	–	–	2,43,716	0.01
						Nil movement during the year		
		2,43,716	0.01	March 31, 2019			2,43,716	0.01
2	Mr. Puneet Sharma (Chief Financial Officer)	2,36,050	0.01	April 1, 2018	–	–	2,36,050	0.01
				August 1, 2018	10,000	ESOP Allotment	2,46,050	0.01
		2,46,050	0.01	March 31, 2019			2,46,050	0.01
3	Ms. Avan Doomasia (Company Secretary)	1,59,305	0.01	April 1, 2018	–	–	1,59,305	0.01
				November 2, 2018	10,000	ESOP Allotment	1,69,305	0.01
		1,69,305	0.01	March 31, 2019			1,69,305	0.01

**V. SHAREHOLDING PATTERN (Preference Share Capital Breakup as percentage of Total Preference Capital)**
**(i) Category-wise Shareholding**

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	2,40,000	-	2,40,000	1.29	2,10,000	-	2,10,000	1.16	(0.13)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2,00,000	-	2,00,000	1.07	2,00,000	-	2,00,000	1.10	0.03
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>4,40,000</b>	<b>-</b>	<b>4,40,000</b>	<b>2.36</b>	<b>4,10,000</b>	<b>-</b>	<b>4,10,000</b>	<b>2.26</b>	<b>(0.1)</b>
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	92,01,339	-	92,01,339	49.42	81,76,854	-	81,76,854	45.17	(4.25)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	11,480	-	11,480	0.06	11,300	-	11,300	0.06	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	82,26,363	-	82,26,363	44.18	86,61,704	-	86,61,704	47.85	3.67
c) Others									
(i) Trust	3,78,333	-	3,78,333	2.03	3,80,833	-	3,80,833	2.10	0.07

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Club	3,400	—	3,400	0.02	8,400	—	8,400	0.05	0.03
(iii) Clearing Member	21,700	—	21,700	0.12	21,700	—	21,700	0.12	—
(iv) Hindu Undivided Family	2,99,992	—	2,99,992	1.61	3,86,292	—	3,86,292	2.13	0.52
(v) Non-Resident Indian	35,850	—	35,850	0.19	45,983	—	45,983	0.25	0.06
<b>Sub-total (B)(2):-</b>	<b>1,81,78,457</b>	<b>—</b>	<b>1,81,78,457</b>	<b>97.64</b>	<b>1,76,93,066</b>	<b>—</b>	<b>1,76,93,066</b>	<b>97.74</b>	<b>0.1</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1,86,18,457</b>	<b>—</b>	<b>1,86,18,457</b>	<b>100</b>	<b>1,81,03,066</b>	<b>—</b>	<b>1,81,03,066</b>	<b>100</b>	<b>—</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Grand Total (A+B+C)</b>	<b>1,86,18,457</b>	<b>—</b>	<b>1,86,18,457</b>	<b>100.00</b>	<b>1,81,03,066</b>	<b>—</b>	<b>1,81,03,066</b>	<b>100.00</b>	<b>—</b>

(ii) **Shareholding (Preference Shares) of Promoters – NIL**

(iii) **Change in Promoters' Shareholding (Preference Shares) (please specify, if there is no change) – NIL**

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Shree Cement Limited	27,50,000	14.77	April 1, 2018	—	—	27,50,000	14.77
				August 2, 2018	(10,00,000)	Redemption of Preference Shares due to exercise of Call Option by the Company.	17,50,000	9.89
		17,50,000	9.67	March 31, 2018			17,50,000	9.67
2	Wipro Enterprises Private Limited	6,66,666	3.58	April 1, 2018	—	—	6,66,666	3.58
						Nil movement during the year		
		6,66,666	3.68	March 31, 2019			6,66,666	3.68
3	Voltas Limited	3,00,000	1.61	April 1, 2018			3,00,000	1.61
				June 15, 2018	2,00,000	Allotment	5,00,000	2.53
		5,00,000	2.76	March 31, 2019			5,00,000	2.76

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
4	Altheon Enterprises Limited	-	-	April 1, 2018			-	-
				-	-	Purchase	5,00,000	2.76
		5,00,000	2.76	March 31, 2019			5,00,000	2.76
5	Balkrishna Industries Limited	4,80,000	2.58	April 1, 2018	-	-	4,80,000	2.58
						Nil movement during the year		
		4,80,000	2.65	March 31, 2019			4,80,000	2.65
6	International Tractors Limited	4,33,700	2.33	April 1, 2018	-	-	4,33,700	2.33
						Nil movement during the year		
		4,33,700	2.40	March 31, 2019	-	-	4,33,700	2.40
7	Azim Premji Trust	3,33,333	1.79	April 1, 2018	-	-	3,33,333	1.79
				-	-	Nil movement during the year	-	-
		3,33,333	1.84	March 31, 2019			3,33,333	1.84
8	Hindustan Composites Limited	3,47,000	1.86	April 1, 2018	-	-	3,47,000	1.86
				-	(50,000)	Sold	2,97,000	1.64
		2,97,000	1.64	March 31, 2019	-	-	2,97,000	1.64
9	Fortress Advisors LLP	-	-	April 1, 2018			-	-
				-	2,50,000	Purchase	2,50,000	1.38
		2,50,000	1.38	March 31, 2019			2,50,000	1.38
10	G M Breweries Limited	1,66,000	0.89	April 1, 2018	-	-	1,66,000	0.89
				-	50,000	Purchase	2,16,000	1.19
		2,16,000	1.19	March 31, 2019			2,16,000	1.19

(v) **Shareholding (Preference Shares) of Directors and Key Managerial Personnel**

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018) / end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Farokh Nariman Subedar (Director)	–	–	April 1, 2018	–	–	–	–
				March 13, 2019	5,000	Allotment	5,000	0.03
		5,000	0.03	March 31, 2019	–	–	5,000	0.03
2	Mr. Nalin M. Shah (Independent Director)	11,800	0.06	April 1, 2018	–	–	11,800	0.06
				–	2,500	Purchase	14,300	0.08
		14,300	0.08	March 31, 2019			14,300	0.08
3	Mr. Rajiv Sabharwal (Managing Director & CEO)	–	–	April 1, 2018	–	–	–	–
				April 20, 2018	5,000	Allotment	5,000	0.03
		–	–	–	1,400	Purchase	6,400	0.04
		6,400	0.04	March 31, 2019			6,400	0.04
4	Mr. Puneet Sharma (Chief Financial officer)	10	0.00	April 1, 2018	–	–	10	0.00
						Nil movement during the year		
		10	0.00	March 31, 2019			10	0.00

**VI. INDEBTEDNESS**

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

(₹ in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	–	1,83,000	–	1,83,000
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	7,797	–	7,797
<b>Total (i+ii+iii)</b>	<b>–</b>	<b>1,90,797</b>	<b>–</b>	<b>1,90,797</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	–	2,75,000	–	2,75,000
• Reduction	–	(3,00,500)	–	(3,00,500)
<b>Net Change</b>	<b>–</b>	<b>(25,500)</b>	<b>–</b>	<b>(25,500)</b>

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	–	1,57,500	–	1,57,500
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	6,672	–	6,672
<b>Total (i+ii+iii)</b>	<b>–</b>	<b>1,64,172</b>	<b>–</b>	<b>1,64,172</b>

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ in lakh)

Sr. No.	Particulars of Remuneration	Name of MD	Total Amount
		Mr. Rajiv Sabharwal	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	790.99	790.99
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–
2	Stock Option	88.40	88.40
3	Sweat Equity	–	–
4	Commission – as % of profit – others, specify...	–	–
5	Others, please specify (Retirals and Other Benefits)	53.92	53.92
	<b>Total (A)</b>	933.71	933.71
	Ceiling as per the Act		1,675.34

#### Notes:

- The Remuneration details above includes Commission of FY 2018-19 to be paid in FY 2019-20.
- The compensation cost shown under Stock Options in the table above, represents the Fair Value of the Stock Options in accordance with Indian Accounting Standards.

### B. Remuneration to other directors:

(₹ in lakh)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Nalin M. Shah	Mr. Mehernosh B. Kapadia	
	• Fee for attending board / committee meetings	12.80	12.50	25.30
	• Commission	25.00	25.00	50.00
	• Others, please specify	–	–	–
	<b>Total (I)</b>	37.80	37.50	75.30

2	Other Non-Executive Directors	Mr. F. N. Subedar	Ms. Aarthi Subramanian	Mr. Saurabh Agrawal	
	• Fee for attending board / committee meetings	2.60	6.50	2.80	11.90
	• Commission	25.00	–	–	25.00
	• Others, please specify	–	–	–	–
	Total (2)	27.60	6.50	2.80	36.90
	Total (B)=(1+2)				112.20
	Total Managerial Remuneration				1,045.91
	Overall Ceiling as per the Act				3,685.75

Note:

The Remuneration details as mentioned above include Sitting fees paid in FY 2018-19 and Commission for FY 2018-19 to be paid in FY 2019-20.

### C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(₹ in lakh)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Puneet Sharma, Chief Financial Officer	Ms. Avan Doomasia, Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	256.90	125.02	381.92
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	1.94	5.36	7.30
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–	–
2	Stock Option	22.10	6.91	29.01
3	Sweat Equity	–	–	–
4	Commission – as % of profit – others, specify...	–	–	–
5	Others, please specify (Retirals and Other Benefits)	15.18	11.42	26.60
	<b>Total</b>	<b>296.11</b>	<b>148.71</b>	<b>444.83</b>

Notes:

- The Remuneration details above includes Performance Pay of FY 2018-19 to be paid in FY 2019-20.
- The compensation cost shown under Stock Options in the table above, represents the Fair Value of the Stock Options in accordance with Indian Accounting Standards.



## VIII. 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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Mumbai,  
May 6, 2019**Saurabh Agrawal**  
**Chairman**  
DIN : 02144558

# **TATA CAPITAL**

We only do what's right for you