

## 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]

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**I. REGISTRATION AND OTHER DETAILS**

i) CIN: U67100MH2010PLC210201

ii) Registration Date: November 19, 2010

iii) Name of the Company: Tata Capital Financial Services Limited

iv) a) Category: Company limited by shares

b) Sub-Category of the Company: Indian Non-Government Company

v) Address of the Registered Office and contact details:

11<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel,  
Mumbai – 400013, Maharashtra, India.

Contact details:

Tel: 91 22 6606 9000

E-mail id: [avan.doomasia@tatacapital.com](mailto:avan.doomasia@tatacapital.com)

vi) Whether listed company: Yes. As per Section 2(52) of the Companies Act, 2013, the Company is considered as a listed company since its debentures are listed on BSE Limited and the National Stock Exchange of India Limited.

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

<b>Non – Convertible Debentures issued to the Public and Preference Shares</b>	<b>Equity Shares and Non – Convertible Debentures issued on a Private Placement basis</b>
Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Tel: +91 040 67161500 Fax: +91 040 23420814 www.karvyfintech.com e-mail: <a href="mailto:madhu.c@karvy.com">madhu.c@karvy.com</a>	TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400011 Tel: 022 66568484 Fax: 022 66568494 Contact: Ms. Nandini Nair e-mail: <a href="mailto:nnair@tsrdarashaw.com">nnair@tsrdarashaw.com</a>

## 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.	Financing Activity	64990	87.68%

## 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 Capital Limited 11 <sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013	U65990MH1991PLC060670	Holding Company	100%	Section 2(46)
2	Fincare Business Services Limited No – 835 / 39, Bren Mercury, 5 <sup>th</sup> Floor Kaikondanalli Varthur Hobli, Bangalore – 560102, Karnataka	U74900KA2014PLC075614	Associate Company	0.80%	In accordance with Ind AS 28
3	Shriram Properties Limited No. 40 / 43, 8 <sup>th</sup> Main, 4 <sup>th</sup> Cross, RMV Extension, Sadashivnagar, Bangalore – 560080 Karnataka	U72200TN2000PLC044560	Associate Company	1.50%	In accordance with Ind AS 28
4	TVS Supply Chain Solutions Limited 10, Jawahar Road, Chokkikulam Madurai Madurai Tamil Nadu 625002	U63011TN2004PLC054655	Associate Company	0.68%	In accordance with Ind AS 28

**IV. A. 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
	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.	-	129,75,50,000	129,75,50,000	100	137,55,61,658	-	137,55,61,658	100	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	<b>129,75,50,000</b>	<b>129,75,50,000</b>	<b>100</b>	<b>137,55,61,658</b>	-	<b>137,55,61,658</b>	<b>100</b>	0.00
<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>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	<b>129,75,50,000</b>	<b>129,75,50,000</b>	<b>100</b>	<b>137,55,61,658</b>	-	<b>137,55,61,658</b>	<b>100</b>	0.00

<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>2. Non-Institutions</b>									
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 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>129,75,50,000</b>	<b>129,75,50,000</b>	<b>100</b>	<b>137,55,61,658</b>	-	<b>137,55,61,658</b>	<b>100</b>	0.00

**(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 Capital Limited	129,75,50,000	100	-	137,55,61,658	100	-	0.00
	<b>Total</b>	<b>129,75,50,000</b>	<b>100</b>	<b>-</b>	<b>137,55,61,658</b>	<b>100</b>	<b>-</b>	<b>0.00</b>

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase / Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	At the beginning of the year	129,75,50,000	100	-	-	-	-	-
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)			February 1, 2019	7,80,11,658 (Increase)	65,60,00,000, 9% Compulsorily Convertible Cumulative Preference Shares of Rs. 10 each were voluntarily converted into 78,011,658 Equity Shares of Rs. 10 each, at a Fair Value of Rs. 84.09 per Equity Share	137,55,61,658	100
3.	At the end of the year	-	-	-	-	-	137,55,61,658	100

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

Sr. No.	For each of the Top 10 Shareholders	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
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

The entire Equity Share Capital of Company is held by the Promoters of the Company.

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

Sr. No.	For each of the Directors and KMP	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
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the end of the year	-	-	-	-

**IV. B. SHARE HOLDING PATTERN (Preference Share Capital Breakup as percentage of Total Preference)**

**(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
	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.	-	152,00,00,000	152,00,00,000	100	188,90,00,000	-	188,90,00,000	100	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	<b>152,00,00,000</b>	<b>152,00,00,000</b>	<b>100</b>	<b>188,90,00,000</b>	-	<b>188,90,00,000</b>	<b>100</b>	<b>0.00</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>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	<b>152,00,00,000</b>	<b>152,00,00,000</b>	<b>100</b>	<b>188,90,00,000</b>	-	<b>188,90,00,000</b>	<b>100</b>	<b>0.00</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>2. Non-Institutions</b>									
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 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>152,00,00,000</b>	<b>152,00,00,000</b>	<b>100</b>	<b>1,88,90,00,000</b>	-	<b>1,88,90,00,000</b>	<b>100</b>	0.00

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

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 Capital Limited	152,00,00,000	100	-	1,88,90,00,000	100	-	0.00
	<b>Total</b>	152,00,00,000	100	-	1,88,90,00,000	100	-	0.00

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase / Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	At the beginning of the year	152,00,00,000	100	-	-	-	-	-
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	June 29, 2018	55,00,00,000 (increase)	Allotment of Preference Shares on Rights Basis	207,00,00,000	100
				September 28, 2018	10,00,00,000 (increase)		217,00,00,000	100
				December 28, 2018	10,00,00,000 (increase)		227,00,00,000	100
				February 1, 2019	(65,60,00,000) (decrease)	65,60,00,000, 9% Compulsorily Convertible Cumulative Preference Shares of Rs. 10 each were voluntarily converted into 78,011,658 Equity Shares of Rs. 10 each, at a Fair Value of Rs. 84.09 per Equity Share	161,40,00,000	100
				March 26, 2019	27,50,00,000 (increase)	Allotment of Preference Shares on Rights Basis	188,90,00,000	100
3.	At the end of the year	-	-	-	-	-	1,88,90,00,000	100

**Notes:**

1. All the allotments were made to Tata Capital Limited, the holding company on a 'Rights basis'.

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

Sr. No.	For each of the Top 10 Shareholders	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
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

The entire Preference Share Capital of Company is held by the Promoters of the Company.

**(v) Shareholding (Preference Share Capital) of Directors and Key Managerial Personnel:**

Sr. No.	For each of the Directors and KMP	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
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the end of the year	-	-	-	-

#### IV. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment  
(Rs. in lakh)

Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year:</b>				
i) Principal Amount	16,90,952	14,15,345	40,999	31,47,296
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	54,871	22,238	114	77,223
<b>Total (i+ii+iii)</b>	<b>17,45,823</b>	<b>14,37,583</b>	<b>41,113</b>	<b>32,24,519</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition (Net)	27,78,206	29,39,445	7,65,372	64,83,023
• Reduction	(20,10,248)	(30,46,797)	(7,95,622)	(58,52,667)
<b>Net Change</b>	<b>7,67,958</b>	<b>(107,352)</b>	<b>(30,250)</b>	<b>6,30,356</b>
<b>Indebtedness at the end of the financial year:</b>				
i) Principal Amount	24,52,238	13,11,086	10,726	37,74,050
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	61,543	19,145	137	80,825
<b>Total (i+ii+iii)</b>	<b>25,13,781</b>	<b>13,30,231</b>	<b>10,863</b>	<b>38,54,875</b>

#### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Kusal Roy	
1.	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	418.55	418.55
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	0.85	0.85
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2.	Stock Option	33.14	33.14
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-

5.	Others, please specify (Retirals and other benefits)	30.60	30.60
	Total (A)	483.14	483.14
	Ceiling as per the Act		2,256

## B. Remuneration to other Directors:

(Rs. in lakh)

Sr. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1.	Independent Directors	Mr. Mukund S. Dharmadhikari	Ms. Anuradha E. Thakur	
	• Fee for attending board / committee meetings	8.40	12.00	20.40
	• Commission	25.00	25.00	50.00
	• Others, please specify			
	<b>Total (1)</b>	<b>33.40</b>	<b>37.00</b>	<b>70.40</b>
2.	Other Non-Executive Directors	Mr. F. N. Subedar	Mr. M. D. Mallya	
	• Fee for attending board / committee meetings	2.80	2.10	4.90
	• Commission	25.00	17.00	42.00
	• Others, please specify			
	<b>Total (2)</b>	<b>27.80</b>	<b>19.10</b>	<b>46.90</b>
		<b>Total (B)=(1+2)</b>		<b>117.30</b>
		Total Managerial Remuneration		<b>600.44</b>
		Overall Ceiling as per the Act		4,962

### Notes:

1. Mr. Rajiv Sabharwal is the Managing Director & CEO of Tata Capital Limited ("TCL"), the holding company. No sitting fees are being paid to him
2. The Remuneration details as mentioned above include sitting fees paid in FY 2018-19 and Commission to be paid in FY 2019-20.
3. Mr. Janki Ballabh retired as an Independent Director of the Company, with effect from the end of day on October 23, 2017.
4. Mr. M. D. Mallya, Non Executive Director, ceased to be a Director of the Company, with effect from November 25, 2018, consequent upon his sad demise.

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

(Rs. in lakh)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Ms. Avan Doomasia, Company Secretary	Mr. Puneet Sharma, CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under section 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-

4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

**Notes:**

1. Mr. Puneet Sharma, Chief Financial Officer, is also the Chief Financial Officer of TCL, the holding company and his entire remuneration is borne by TCL.
2. Ms. Avan K. Doomasia, Company Secretary, is also the Company Secretary of TCL, the holding company and her entire remuneration is borne by TCL.

**VI. 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

**Rajiv Sabharwal**  
**Chairman**  
(DIN: 00057333)

Mumbai  
April 30, 2019