

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: U65923MH2011PLC222430
- ii) Registration Date: September 27, 2011
- iii) Name of the Company: Tata Cleantech Capital 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:
11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel,
Mumbai – 400 013
- Contact details:
Tel: 022-6606 9000
E-mail id: behzad.bhesania@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 the National Stock Exchange of India Limited.
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

Non – Convertible Debentures issued on a Private Placement basis	Equity Shares issued by the Company
<p>TSR Darashaw Limited</p> <p>6-10, Haji Moosa Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400011, Maharashtra, India</p> <p>Contact Person: Ms. Nandini Nair</p> <p>Tel: +91 22 66568484 Fax: +91 22 66568494</p> <p>www.tsrdarashaw.com</p> <p>e-mail: nnair@tsrdarashaw.com</p>	<p>Karvy Fintech Private Limited</p> <p>Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032</p> <p>Tel: +91 40 67161602 Fax: +91 40 2342 0814</p> <p>Website: www.karvyfintech.com</p> <p>e-mail: unlservices@karvy.com</p>

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	Financial Service Activity	64990	100%

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 th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013	U65990MH1991PLC060670	Holding Company	80.50%	Section 2(46)

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	28,63,84,848	28,63,84,848	80.50	31,23,52,590	-	31,23,52,590	80.50	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	28,63,84,848	28,63,84,848	80.50	31,23,52,590	-	31,23,52,590	80.50	0.00

ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	6,93,72,727	6,93,72,727	19.50	7,56,63,049	-	7,56,63,049	19.50	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	35,57,57,575	35,57,57,575	100	38,80,15,639	-	38,80,15,639	100	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	Tata Capital Limited	28,63,84,848	80.50	-	31,23,52,590	80.50	-	0.00
	Total	28,63,84,848	80.50	-	31,23,52,590	80.50	-	0.00

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

Sr. No.	Name	Shareholding		Date	Increase / Decrease	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 Capital Limited	28,63,84,848	80.50	April 1, 2018	-	-	28,63,84,848	80.50
		-	-	February 7, 2019	2,59,67,742	Issue of Equity Shares on a Rights Basis	31,23,52,590	80.50
		31,23,52,590	80.50	March 31, 2019			31,23,52,590	80.50

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

Sr. No.	Name	Shareholding		Date	Increase / Decrease	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.	International Finance Corporation	6,93,72,727	19.50	April 1, 2018	-	-	6,93,72,727	19.50
		-	-	February 7, 2019	62,90,322	Issue of Equity Shares on a Rights Basis	7,56,63,049	19.50
		7,56,63,049	19.50	March 31, 2019			7,56,63,049	19.50

(v) Shareholding 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	No. of shares	No. of shares	No. of shares
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	-	-	-	-

V. INDEBTEDNESS

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

(₹ in crore)

	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	1,903.40	467.18	0	2,370.58
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	45.75	1.75	0	47.50
Total (i+ii+iii)	1,949.15	468.93	0	2,418.08

Change in Indebtedness during the financial year				
• Addition (Net)	3,915.37	2,384.24	0	6,299.61
• Reduction	2,473.56	1,917.59	0	4,391.15
Net Change	1,441.80	466.66	0	1,908.46
Indebtedness at the end of the financial year:				
i) Principal Amount	3,351.49	932.65	0	4,284.14
ii) Interest due but not paid	-	-	0	-
iii) Interest accrued but not due	39.46	2.94	0	42.40
Total (i+ii+iii)	3,390.95	935.59	0	4,326.53

VI. 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 Managing Director	Total Amount
		Mr. Manish Chourasia	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	205.79	205.79
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7.82	7.82
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	19.34	19.34
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	16.89	16.89
	Total (A)	249.84	249.84
	Ceiling as per the Act		737.65

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
		Mr. Vittaldas Leeladhar	Ms. Padmini Khare Kaicker	
	Independent Directors			
1.	• Fee for attending board / committee meetings	9.0	4.8	13.8
	• Commission	15	15	30
	• Others, please specify	-	-	-
	Total (1)	24.0	19.8	43.8
	Total Managerial Remuneration (A+B)			293.64
	Overall Ceiling as per the Act			1622.83

Note:

1. No Sitting Fees or commission has been paid to Mr. Rajiv Sabharwal and Mr. Pradeep C Bandivadekar.

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

(₹ in lakh)

Sr. no	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
		Mr. Behzad Bhesania	Ms. Shivangi Rajpopat	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	47.47	-	47.47
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.72	-	1.72
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	2.21	-	2.21
	Total	51.40	-	51.40

Note:

1. The Remuneration details above includes Performance Pay of FY 2018-19 to be paid in FY 2019-20.
2. Ms. Shivangi Rajpopat ceased to be the Company Secretary and Compliance Officer, with effect from January 31, 2019. She had been deputed to the Company by Tata Capital Limited ("TCL"), the holding company and was drawing her remuneration from TCL.

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-