

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**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 : L74899DL1981PLC015865  
ii) Registration Date : 02-12-1981  
iii) Name of the Company : NIIT Limited  
iv) Category / Sub-Category of the Company : Company Limited by Shares  
v) Address of the registered office and contact details : 8, Balaji Estate, First Floor, Guru Ravi Das Marg,  
Kalkaji, New Delhi-110 019  
Tel Nos.: +91 11 4167 5000  
vi) Whether listed company : Yes  
vii) Name, Address and contact details of Registrar and Transfer Agent, if any : Alankit Assignments Limited  
Alankit House, 4E/2, Jhandewalan Extension,  
New Delhi – 110 055  
Tel Nos. : +91 11 4254 1960, 4254 1234

### 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:-

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the company
1	Sale of Training Services	854	96.29%
2	Sale of courseware and training material	854	3.71%

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

Sl. No.	Name and Address of the Company	CIN/GLN	% of Shares held <sup>1</sup>	Applicable Section
1.	MindChampion Learning Systems Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U72200DL2001PLC111674	100	2(87)(ii)
2.	NIIT Institute of Finance Banking and Insurance Training Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019	U80903DL2006PLC149721	80.72	2(87)(ii)
3.	NIIT Institute of Process Excellence Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 (Under Voluntary Liquidation w.e.f. 19.02.2020)	U72300DL2008PLC176254	100	2(87)(ii)
4.	NIIT Yuva Jyoti Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 (Under Voluntary Liquidation w.e.f. 19.02.2020)	U80904DL2011PLC219784	100	2(87)(ii)
5.	NIIT (USA) Inc., USA 40, Technology Parkway South, Suite 300, Gwinnett, Norcross, GA 30092	Foreign Company	100	2(87)(ii)
6.	Eagle International Institute Inc. USA 2165, Brighton Henrietta Town Line Road, Rochester, New York, 14623	Foreign Company	100	2(87)(ii)
7.	Eagle Training Spain, S.L.U Calle Marie Curie 10 Planta Primera, Puerta Izquierda 29590 Campanillas, Parque Tecnológico Málaga	Foreign Company	100	2(87)(ii)
8.	NIIT Limited, UK 100 New Bridge Street London EC4V 6JA	Foreign Company	100	2(87)(ii)
9.	NIIT (Ireland) Ltd., Ireland 6th floor, 2 Grand Canal Square, Dublin 2	Foreign Company	100	2(87)(ii)

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Sl. No.	Name and Address of the Company	CIN/GLN	% of Shares held <sup>1</sup>	Applicable Section
10.	NIIT Learning Solutions (Canada) Ltd 1200, Waterfront Center, 200, Burrard Street, Vancouver, BC V6C 3L6	Foreign Company	100	2(87)(ii)
11.	NIIT Malaysia Sdn Bhd, Malaysia Suite 6.01, 6th Floor, Plaza See Hoy Chan, Jalan Raja Chulan, 50200, Kuala Lumpur, Malaysia	Foreign Company	100	2(87)(ii)
12.	NIIT GC Limited, Mauritius C/o Ocorian Corporate Services (Mauritius) Limited (formerly ABAX Corporate Services Ltd ) 6th Floor, Tower A, 1 Cyber City, Ebène, Republic of Mauritius	Foreign Company	100	2(87)(ii)
13.	NIIT West Africa Limited 29, Ogunlowo Street, Off Obafemi Awolowo Way, Ikeja, Lagos, Nigeria	Foreign Company	100	2(87)(ii)
14.	NIIT China (Shanghai) Limited, Shanghai 22301-660, 14 Building, Pudong software Park, House No.498, Guo Shoujin Road, Zhang Jiang Hi-tech Park, Shanghai -201203, PRC	Foreign Company	100	2(87)(ii)
15.	NIIT Wuxi Service Outsourcing Training School 18 zheng Ze Road, Building of Cancer Part, National(Wuxi) Software IT Part, Wuxi City, PRC (MOU was executed to sell on April 1, 2017)	Foreign Company	60	2(87)(ii)
16.	Chongqing NIIT Education Consulting Limited 8th Floor, A Block, SOHO Building, Xi Yong Micro-electrics industrial Park (Under Process of Closing)	Foreign Company	60	2(87)(ii)
17.	Wuxi NIIT Information Technology Consulting Limited 18 Zheng Ze Road, Room 201-8, B Building of Sagittarius Part, National (Wuxi) Software Part. Wuxi City PRC (Agreement to sell entered on March 31, 2018)	Foreign Company	60	2(87)(ii)
18.	Changzhou NIIT Information Technology Consulting Limited 801 Changwu Middle Road, 5 Building of Modern Industry Centre, Changzhou, CSET. Changzhou City, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
19.	Su Zhou NIIT Information Technology Consulting Limited No.78, Keling Rd, High-Tech New District, Suzhou, PRC (Subsidiary of entity at serial no 17)	Foreign Company	60	2(87)(ii)
20.	Chongqing An Dao Education Consulting Limited No.2, Floor 5, Block B, Neptune Building, Star street 62, Northern New Area district, Chongqing, PRC	Foreign Company	65	2(87)(ii)
21.	Zhangjiagang NIIT Information Services Limited 3rd Floor, G Block, Sha Zhou Professional Institute of Technology, Zhangjiagang City, Jiangsu Province, PRC (Closed w.e.f. August 12, 2019)	Foreign Company	60	2(87)(ii)
22.	Chengmai NIIT Information Technology Company Limited Hainan Resort Software Community, High-Tech Demonstration Zone of the Old Town, Hainan Province, PRC (Under Process of Closing)	Foreign Company	100	2(87)(ii)
23.	Guizhou NIIT Information Technology Consulting Co. Ltd. Gui'An New Area High End Equipment Manufacturing Industrial Park- (South Park) Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
24.	NIIT (Guizhou) Education Technology Co. Limited Auxiliary Room no B407, Standard Factory Building, Jinyang Science & Technology Industrial Park, Guiyang National Hi-tech, Industrial Development Zone, Guiyang City, Guizhou Province, PRC	Foreign Company	100	2(87)(ii)
25.	Ningxia NIIT Education Technology Co. Ltd No. 490 NiangAn Avenue, Yinchuan IBI, No.1 Building 4th Floor, Yucheng Center Yinchuan City, PRC	Foreign Company	100	2(87)(ii)
26.	PT NIIT Indonesia Indonesia PT. Mercator Services Indonesia, Gedung Wisma Udaya, Jl. Danau Sunter Selatan, Blok IV, No.35, Jakarta Utara 14340 (Under Liquidation)	Foreign Company	100	2(87)(ii)

Note:

- Representing aggregate % of the shares held by the Company and/or its subsidiaries.
- The Company, on May 17, 2019 transferred its entire shareholding i.e. 14,493,480 equity shares (23.46%) in the equity share capital of NIIT Technologies Limited ("NTL"). Thereafter, NTL ceased to be an Associate of the Company.

**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 <sup>1</sup>				% Change during the year <sup>1</sup>
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters &amp; Promoter Group</b>									
<b>(1) Indian</b>									
a. Individual/HUF	1,529,166	2,527	1,531,693	0.91	1,476,432	0	1,476,432	1.04	0.13
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e. Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other- Trust	51,282,359	0	51,282,359	30.65	47,111,054	0	47,111,054	33.30	2.65
<b>Sub-Total - A (1)</b>	<b>52,811,525</b>	<b>2,527</b>	<b>52,814,052</b>	<b>31.56</b>	<b>48,587,486</b>	<b>0</b>	<b>48,587,486</b>	<b>34.34</b>	<b>2.78</b>
<b>(2) Foreign</b>									
a. NRI-Individuals	0	14,624	14,624	0.01	17,151	0	17,151	0.01	0.00
b. Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Body Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d. Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total - A (2)</b>	<b>0</b>	<b>14,624</b>	<b>14,624</b>	<b>0.01</b>	<b>17,151</b>	<b>0</b>	<b>17,151</b>	<b>0.01</b>	<b>0.00</b>
<b>Total shareholding of Promoters (A)=A(1)+A(2)</b>	<b>52,811,525</b>	<b>17,151</b>	<b>52,828,676</b>	<b>31.57</b>	<b>48,604,637</b>	<b>0</b>	<b>48,604,637</b>	<b>34.35</b>	<b>2.78</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	21,471,984	0	21,471,984	12.83	17,570,891	0	17,570,891	12.42	-0.41
b. Bank/ FI	1,052,162	0	1,052,162	0.63	314,738	0	314,738	0.22	-0.41
c. Central Govt.	15,000	0	15,000	0.01	15,000	0	15,000	0.01	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0	0.00
f. Insurance Co.	502,627	0	502,627	0.30	632,720	0	632,720	0.45	0.15
g. FIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign Portfolio Investor	21,810,160	0	21,810,160	13.03	24,417,387	0	24,417,387	17.25	4.22
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
j. Others- Alternate Investment Fund	1,603,900	0	1,603,900	0.96	4,728,381	0	4,728,381	3.34	2.38
<b>Sub-total - B (1)</b>	<b>46,455,833</b>	<b>0</b>	<b>46,455,833</b>	<b>27.76</b>	<b>47,679,117</b>	<b>0</b>	<b>47,679,117</b>	<b>33.69</b>	<b>5.93</b>
<b>2. Non- Institutions</b>									
a. Body Corp. (Indian)	14,189,652	1,402	14,191,054	8.48	7,850,430	1,402	7,851,832	5.55	-2.93
b. Individual									
i. Individual Shareholder holding nominal share capital upto Rs.1 Lakh	25,028,986	421,765	25,450,751	15.21	17,756,433	364,818	18,121,251	12.81	-2.40
ii. Individual Shareholder holding nominal share capital in excess of Rs.1 Lakh <sup>1</sup>	21,326,656	0	21,326,656	12.74	15,255,788	0	15,255,788	10.78	-1.96
<b>c. Others</b>									
(i) NBFC Regd with RBI	195,094	0	195,094	0.12	7,228	0	7,228	0.00	-0.12
(ii) NRI (Rep)	1,487,762	16,311	1,504,073	0.90	941,795	1,687	943,482	0.67	-0.23
(iii) NRI (Non-Rep)	572,735	0	572,735	0.34	983,383	0	983,383	0.69	0.35
(iv) Foreign National	20,000	0	20,000	0.01	84,455	0	84,455	0.06	0.05
(v) HUF	763,270	0	763,270	0.45	1,086,362	0	1,086,362	0.77	0.32
(vi) Trust	3,263,611	0	3,263,611	1.95	2,112	0	2,112	0.00	-1.95
(vii) Clearing Member	431,769	0	431,769	0.26	509,991	0	509,991	0.36	0.10
(viii) Investor Education & Protection Fund	344,370	0	344,370	0.21	378,763	0	378,2763	0.27	0.06
<b>Sub-Total - (B)(2)</b>	<b>67,623,905</b>	<b>439,478</b>	<b>68,063,383</b>	<b>40.67</b>	<b>44,856,740</b>	<b>367,907</b>	<b>45,224,647</b>	<b>31.96</b>	<b>-8.71</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>114,079,738</b>	<b>439,478</b>	<b>114,519,216</b>	<b>68.43</b>	<b>92,535,857</b>	<b>367,907</b>	<b>92,903,764</b>	<b>65.65</b>	<b>-2.78</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>166,891,263</b>	<b>456,629</b>	<b>167,347,892</b>	<b>100.00</b>	<b>141,140,494</b>	<b>367,907</b>	<b>141,508,401</b>	<b>100.00</b>	<b>0.00</b>

1. Shareholding & percentage of shareholding during the year and at the year end and percent change during the year are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement.

# ANNEXURE-F (Contd.)

## (ii) Shareholding of Promoters and Promoter Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year <sup>2</sup>			% change in shareholding during the year <sup>2</sup>
		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	Rajendra Singh Pawar <sup>1</sup> & Neeti Pawar	155,000	0.093	0	155,000	0.110	0	0.017
2	Neeti Pawar & Rajendra Singh Pawar	427,326	0.255	0	427,326	0.302	0	0.047
3	Urvashi Pawar	56,250	0.034	0	56,250	0.040	0	0.006
4	Unnati Pawar	56,242	0.034	0	56,242	0.040	0	0.006
5	Udai Pawar	7,500	0.004	0	7,500	0.005	0	0.001
6	R. S. Pawar HUF	2,527	0.002	0	2,527	0.002	0	0.000
7	Vijay Kumar Thadani <sup>1</sup> & Renuka Vijay Thadani	155,000	0.093	0	155,000	0.110	0	0.017
8	Renuka Vijay Thadani & Vijay Kumar Thadani	1,000	0.001	0	1,000	0.001	0	0.000
9	V K Thadani HUF	2,527	0.002	0	2,527	0.002	0	0.000
10	Arvind Thakur <sup>3</sup>	659,242	0.394	0	606,508	0.429	0	0.035
11	Rajendra Singh Pawar as Trustee of Pawar Family Trust <sup>3</sup>	25,366,521	15.158	0	23,280,989	16.452	0	1.294
12	Vijay Kumar Thadani as Trustee of Thadani Family Trust <sup>3</sup>	25,915,838	15.486	0	23,830,065	16.840	0	1.354
13	Veena Uberoi <sup>4</sup>	840	0.000	0	0	0	0	-0.000
14	Veena Uberoi & Vijay Kumar Thadani <sup>4</sup>	14,624	0.009	0	0	0	0	-0.009
15	Rasina Uberoi <sup>4</sup>	0	0.000	0	15,464	0.011	0	0.011
16	Janki Jamwal & Neeti Pawar	652	0.000	0	652	0.000	0	0.0000
17	Janki Jamwal & Keerti Katoch	562	0.000	0	562	0.000	0	0.000
18	Janki Jamwal & Promod Singh Jamwal	562	0.000	0	562	0.000	0	0.000
19	Santosh Dogra	1,687	0.001	0	1,687	0.001	0	0.000
20	Renu Kanwar & Vandana Katoch	2,339	0.001	0	2,339	0.002	0	-0.001
21	Kailash K Singh & Yogesh Singh	750	0.000	0	750	0.000	0	0.000
22	Chablani Vinod & Rubika Vinod Chablani	1,687	0.001	0	1,687	0.001	0	0.000
23	Pace Industries Private Limited	0	0	0	0	0	0	0
24	Global Solutions Private Limited	0	0	0	0	0	0	0
	<b>Total</b>	<b>52,828,676</b>	<b>31.568</b>	<b>0</b>	<b>48,604,637</b>	<b>34.348</b>	<b>0</b>	<b>2.780</b>

### Note:

- 1 Rajendra Singh Pawar and Vijay Kumar Thadani are the only promoters of the Company. In joint holding (as second holder), they do not hold beneficial interest and is for the purpose of convenience only.
- 2 Shareholding & percentage of shareholding during the year and at the year end and percent change during the year are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled / extinguished as per statutory requirement.
- 3 Shares tendered in Buyback of equity shares by the Company.
- 4 Transmission of equity shares of Late Veena Uberoi, after her demise, in the name of her daughter- Ms. Rasina Uberoi.

### (iii) Change in Shareholding of Promoters and Promoter Group:

	Shareholding at the beginning of the year		increase/decrease in shareholding during the year			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	Date week ending	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
At the beginning of the year	52,828,676	31.568	20-Dec-2019	- 4,224,039	Tendered in Buyback	48,604,637	34.348
At the end of the year	48,604,637	34.348					

Note: Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. Transfer mentioned on 20-Dec-2019 is weekend date and includes buyback of equity shares of the Company.

There are following changes in shareholding of Promoters and Promoter Group during Financial Year 2019-20:

Sr. No.	Name of the Promoter	Shareholding		Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)			Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of shares at the beginning (01-04-2019)/ end of the year (31-03-2020)	% of total shares of the Company	Date week ending	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
1	Arvind Thakur	659,242	0.394					
				20-Dec-2019	-52,734	Tendered in Buyback	606,508	0.429
		606,508	0.429					
2	Rajendra Singh Pawar as Trustee of Pawar Family Trust	25,366,521	15.158					
				20-Dec-2019	-2,085,532	Tendered in Buyback	23,280,989	16.452
		23,280,989	16.452					
3	Vijay Kumar Thadani as Trustee of Thadani Family Trust	25,915,838	15.486					
				20-Dec-2019	-2,085,773	Tendered in Buyback	23,830,065	16.840
		23,830,065	16.840					
4	Veena Uberoi *	840	0.000					
				27-Dec-2019	-840	Transmission	0	0.000
		0	0.000					
5	Veena Uberoi & Vijay Kumar Thadani *	14,624	0.009					
				27-Dec-2019	-14,624	Transmission	0	0.000
		0	0.000					
6	Rasina Uberoi*	0	0.000					
				27-Dec-2019	15,464	Shares Transmitted	15,464	0.011
		15,464	0.011					

Note: Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. Transfer mentioned on 20-Dec-2019 is weekend date and includes buyback of equity shares of the Company.

\* Transmission of equity shares of Late Veena Uberoi, after her demise, in the name of her daughter- Ms. Rasina Uberoi.

## ANNEXURE-F (Contd.)

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

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
1.	SBI Small CAP Fund * Refer Note 1	Shareholding at the beginning of the Year			-	-
		12-Apr-2019	4731111	Transfer	4731111	2.83
		19-Apr-2019	944901	Transfer	5676012	3.39
		26-Apr-2019	1323988	Transfer	7000000	4.18
		20-Sep-2019	2452213	Transfer	9452213	5.63
		20-Dec-2019	-1557959	Transfer	7894254	5.58
		20-Mar-2020	-39419	Transfer	7854835	5.55
		Shareholding at the end of the Year			7854835	5.55
2.	Reliance Capital Trustee Co. Ltd. – A/C Nippon India Small Cap fund Refer Note 1	Shareholding at the beginning of the Year			8021714	4.79
		26-Apr-2019	352631	Transfer	8374245	5.00
		3-May-2019	207361	Transfer	8581706	5.12
		10-May-2019	311000	Transfer	8892706	5.31
		17-May-2019	815897	Transfer	9708603	5.80
		5-Jul-2019	194901	Transfer	9903504	5.91
		12-Jul-2019	7910	Transfer	9911414	5.92
		20-Dec-2019	-2525598	Transfer	7355816	5.22
3.	CS Investment Funds 2 - Credit Suisse (LUX) Edutainment Equity Fund * Refer Note 1	Shareholding at the beginning of the Year			-	-
		25-Oct-2019	438011	Transfer	438011	0.26
		1-Nov-2019	949366	Transfer	1387377	0.82
		8-Nov-2019	458139	Transfer	1845516	1.10
		15-Nov-2019	375092	Transfer	2220608	1.32
		22-Nov-2019	348975	Transfer	2569583	1.53
		29-Nov-2019	614000	Transfer	3183583	1.89
		24-Jan-2020	7269	Transfer	3190852	2.25
4.	A K M Systems Private Limited Refer Note 1	Shareholding at the beginning of the Year			4116087	2.46
		12-Apr-2019	528000	Transfer	4644087	2.77
		8-Nov-2019	8547	Transfer	4652634	2.76
		6-Dec-2019	-625725	Transfer	4026909	2.39
		20-Dec-2019	61385	Transfer	4088294	2.89
		27-Dec-2019	554906	Transfer	4643200	3.28
		17-Jan-2020	41679	Transfer	4684879	3.31
		24-Jan-2020	24218	Transfer	4709097	3.33
5.	Marathon Edge India Fund I* Refer Note 1	Shareholding at the end of the Year			4709097	3.33
		Shareholding at the beginning of the Year			-	-
		31-Jan-2020	1	Transfer	1	0.00
		6-Mar-2020	834000	Transfer	834001	0.59
		13-Mar-2020	1214714	Transfer	2048715	1.45
		20-Mar-2020	371871	Transfer	2420586	1.71
		27-Mar-2020	1218169	Transfer	3638755	2.57
		31-Mar-2020	93841	Transfer	3732596	2.64
6.	Ashish Kacholia * Refer Note 1	Shareholding at the end of the Year			3732596	2.64
		Shareholding at the beginning of the Year			4768186	2.85
		10-May-2019	19203	Transfer	4787389	2.86
		17-May-2019	20603	Transfer	4807992	2.87
		20-Dec-2019	-1225157	Transfer	3582835	2.53
		Shareholding at the end of the Year			3582835	2.53

## ANNEXURE-F (Contd.)

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
7.	1729 Capital * Refer Note 1	Shareholding at the beginning of the Year			2163200	1.29
		10-May-2019	65000	Transfer	2228200	1.33
		24-May-2019	675000	Transfer	2903200	1.73
		9-Aug-2019	256500	Transfer	3159700	1.89
		16-Aug-2019	52000	Transfer	3211700	1.92
		20-Sep-2019	40000	Transfer	3251700	1.94
		18-Oct-2019	380000	Transfer	3631700	2.16
		13-Dec-2019	23000	Transfer	3654700	2.17
		20-Dec-2019	-141418	Transfer	3513282	2.48
		24-Jan-2020	-191486	Transfer	3321796	2.35
		7-Feb-2020	41000	Transfer	3362796	2.38
		21-Feb-2020	13500	Transfer	3376296	2.39
		6-Mar-2020	-167000	Transfer	3209296	2.27
		27-Mar-2020	111000	Transfer	3320296	2.35
		31-Mar-2020	-64038	Transfer	3256258	2.30
		Shareholding at the end of the Year			3256258	2.30
8.	Suresh Kumar Agarwal Refer Note 1	Shareholding at the beginning of the Year			4177837	2.50
		20-Dec-2019	-1064583	Transfer	3113254	2.20
		Shareholding at the end of the Year			3113254	2.20
9.	Polunin Emerging Markets Small CAP Fund LLC Refer Note 1	Shareholding at the beginning of the Year			2462899	1.47
		5-Apr-2019	37900	Transfer	2500799	1.49
		Shareholding at the end of the Year			2500799	1.49
10.	Lizard International Master Fund LP* Refer Note 1	Shareholding at the beginning of the Year			-	-
		12-Apr-2019	1000000	Transfer	1000000	0.60
		19-Apr-2019	430376	Transfer	1430376	0.85
		7-Jun-2019	87964	Transfer	1518340	0.91
		14-Jun-2019	229680	Transfer	1748020	1.04
		21-Jun-2019	311428	Transfer	2059448	1.23
		28-Jun-2019	62050	Transfer	2121498	1.27
		19-Jul-2019	13189	Transfer	2134687	1.27
		26-Jul-2019	192452	Transfer	2327139	1.39
		23-Aug-2019	329831	Transfer	2656970	1.58
		11-Oct-2019	-110299	Transfer	2546671	1.51
		18-Oct-2019	-151146	Transfer	2395525	1.42
		20-Dec-2019	-610420	Transfer	1785105	1.26
		Shareholding at the end of the Year			1785105	1.26
11.	GAM Multistock Emerging Markets Equity * Refer Note 1	Shareholding at the beginning of the Year			2900000	1.73
		19-Apr-2019	-768704	Transfer	2131296	1.73
		26-Apr-2019	-191296	Transfer	1940000	1.16
		20-Dec-2019	-294875	Transfer	1645125	1.16
		24-Jan-2020	34875	Transfer	1680000	1.19
		7-Feb-2020	40000	Transfer	1720000	1.22
		28-Feb-2020	140000	Transfer	1860000	1.31
		13-Mar-2020	-91875	Transfer	1768125	1.25
		20-Mar-2020	-368125	Transfer	1400000	0.99
		Shareholding at the end of the Year			1400000	0.99

# ANNEXURE-F (Contd.)

S. No.	Name of the Shareholders	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the Company
12.	Abu Dhabi Investment Authority- Behave* Refer Note 1	Shareholding at the beginning of the Year			4574161	2.73
		4-Oct-2019	-74425	Transfer	4499736	2.67
		11-Oct-2019	-442981	Transfer	4056755	2.41
		18-Oct-2019	-1408408	Transfer	2648347	1.57
		20-Dec-2019	-2048347	Transfer	600000	0.42
		27-Dec-2019	-282137	Transfer	317863	0.22
		31-Dec-2019	-382	Transfer	317481	0.22
		3-Jan-2020	-13933	Transfer	303548	0.21
		10-Jan-2020	-303548	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
13.	Vistra ITCL India Limited # Refer Note 1	Shareholding at the beginning of the Year			3245499	1.94
		20-Sept-2019	-3245499	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
14.	Government Pension Fund Global # Refer Note 1	Shareholding at the beginning of the Year			2573844	1.54
		5-Apr-2019	-310694	Transfer	2263150	1.35
		12-Apr-2019	-470919	Transfer	1792231	1.07
		19-Apr-2019	-75319	Transfer	1716912	1.03
		20-Dec-2019	-320260	Transfer	1396652	0.99
		24-Jan-2020	-45768	Transfer	1350884	0.95
		31-Jan-2020	-84056	Transfer	1266828	0.90
		7-Feb-2020	-106661	Transfer	1160167	0.82
		28-Feb-2020	-521081	Transfer	639086	0.45
		6-Mar-2020	-297290	Transfer	341796	0.24
		13-Mar-2020	-341796	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00
15.	UTI - Hybrid Equity Fund* Refer Note 1	Shareholding at the beginning of the Year			2440903	1.46
		12-Apr-2020	-45650	Transfer	2395253	1.43
		17-May-2019	-100000	Transfer	2295253	1.37
		24-May-2019	-100000	Transfer	2195253	1.31
		31-May-2019	-200000	Transfer	1995253	1.19
		5-Jul-2019	-200000	Transfer	1795253	1.07
		12-Jul-2019	-185919	Transfer	1609334	0.96
		2-Aug-2019	-160000	Transfer	1449334	0.86
		9-Aug-2019	-143221	Transfer	1306113	0.78
		16-Aug-2019	-1004589	Transfer	301524	0.18
		23-Aug-2019	-301524	Transfer	0	0.00
		Shareholding at the end of the Year			0	0.00

Note 1 : The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/ provided however weekend basis data/date is being provided. This includes Increase / Decrease in Shareholding during the year, reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity/buyback etc).

Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled / extinguished as per statutory requirement. Transfer mentioned on 20-Dec-2019 is week end date and includes buyback of equity shares of the Company.

\* Not in the list of Top 10 shareholders as on 01-04-2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2020.

# The same is appearing here since the shareholder was one of the Top 10 shareholder as on 01-04-2019, but ceased to be in the list of Top 10 shareholders as on 31-03-2020.



### (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Directors and KMP	Shareholding		Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)*			Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of shares at the beginning (01-04-2019)/ end of the year (31-03-2020)	% of total shares of the Company	Date week ending	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
1	Mr. Rajendra S Pawar	155,000	0.09	-	-	-		
							155,000	0.11
		155,000	0.11					
2	Mr. Vijay K Thadani	155,000	0.09	-	-	-		
							155,000	0.11
		155,000	0.11					
3	Mr. P Rajendran*	457,537	0.27					
				20-Dec-2019	-68,398	Tendered in Buyback	389,139	0.27
		389,139	0.27					
4	Mr. Ravinder Singh	800	0.00					
				20-Dec-2019	-187	Tendered in Buyback	613	0.00
		613	0.00					
5	Mr. Anand Sudarshan	-	-	-	-	-	-	-
6	Mr. Geeta Mathur	-	-	-	-	-	-	-
7	Mr. Ashish Kashyap	-	-	-	-	-	-	-
8	Mr. Sapnesh Kumar Lalla*	181,550	0.11					
				07-Jun-2019	6000	ESOP	187,550	0.11
				04-Oct-2019	65,200	ESOP	252,750	0.15
				20-Dec-2019	-51,521	Tendered in Buyback	201,229	0.14
		201,229	0.14					
9	Mr. Amit Roy	1000	0.00					
							1000	0.00
		1000	0.00					
10	Mr. Deepak Bansal*	-	-	-	-	-	-	-

\* Does not include ESOP grants provided by the Company from time to time

\* The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not possible/provided however weekend basis data/date is being provided. This includes Increase / Decrease in Shareholding during the year, reasons for increase / decrease (e.g. allotment / transfer / bonus / ESOP/buyback etc).

Shareholding & percentage of shareholding during the year and at the year end are after considering the allotment of 960,509 equity shares to employees pursuant to ESOP and participation of eligible shareholders in buyback of 26,800,000 equity shares by the Company during the year. The equity shares bought back by the company were cancelled /extinguished as per statutory requirement. Transfer mentioned on 20-Dec-2019 is week end date and includes buyback of equity shares of the Company.

## ANNEXURE-F (Contd.)

### VI. INDEBTEDNESS:

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

				(Rs. Mn)
	Secured Loans excluding deposits*	Unsecured Loans**	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
(i) Principal Amount	1,395.36	742.62	-	2,137.98
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	1.87	9.52	-	11.39
<b>Total(i+ii+iii)</b>	<b>1,397.23</b>	<b>752.14</b>	<b>-</b>	<b>2,149.37</b>
<b>Change in Indebtedness during the Financial Year</b>				
-Addition	18.29	-	-	18.29
-Reduction	(1,196.36)	(721.24)	-	(1,917.60)
<b>Net Change</b>	<b>(1,178.07)</b>	<b>(721.24)</b>	<b>-</b>	<b>(1,899.31)</b>
<b>Indebtedness at the end of the Financial Year</b>				
(i) Principal Amount	218.52	30.90	-	249.42
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	0.64	-	-	0.64
<b>Total(i+ii+iii)</b>	<b>219.16</b>	<b>30.90</b>	<b>-</b>	<b>250.06</b>

\*Includes amounts disclosed under Note 12 (iv) current maturities of Secured long-term debt to the Financial Statements forming part of Reports and Accounts.

\*\* Includes amounts disclosed under Note 12 (i) - Deferred payment liabilities and Note 12 (iv) current maturities of unsecured long-term debt to the Financial Statements forming part of Reports and Accounts.

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Amount in Rs.

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		Mr. Vijay K Thadani (Vice Chairman & Managing Director)	Mr. P Rajendran (Joint Managing Director)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,087,778	12,884,010	30,971,788
	(b) Value of perquisites under section 17(2) of Income-tax Act, 1961	89,777	39,600	129,377
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify (Provident Fund, Pension, Superannuation, Gratuity, Medclaim & GTLI Premium)	5,379,474	3,401,744	8,781,218
6	Performance Linked Bonus/One time Special Incentive	-	30,000,000*	30,000,000
	<b>Total (A)</b>	<b>23,557,029</b>	<b>46,325,354</b>	<b>69,882,383</b>

Note: - Performance linked bonus for FY 2019-20 not to be paid which they were entitled otherwise, considering Covid-19 Pandemic.

- Ceiling as per the Act is Rs. 98.05 Million.

## ANNEXURE-F (Contd.)

### B. Remuneration to other directors:

Amount in Rs.

Sr. No.	Particulars of Remuneration	Name of the Directors				Total
		Mr. Anand Sudarshan	Ms. Geeta Mathur	Mr. Ravinder Singh	Mr. Ashish Kashyap*	
1.	<b>Independent Directors</b>					
	- Fee for attending board/ committee meetings	1,820,000	1,400,000	1,400,000	400,000	5,020,000
	- Commission	2,500,000	2,500,000	750,000	750,000	6,500,000
	- Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>43,20,000</b>	<b>39,00,000</b>	<b>21,50,000</b>	<b>11,50,000</b>	<b>11,520,000</b>
2	<b>Other Non-Executive Directors</b>	<b>Mr. Rajendra S Pawar</b>				
	- Fee for attending board/committee meetings	1,100,000				1,100,000
	- Commission	-				-
	- Others, please specify **	8,577,979				8,577,979
	<b>Total (2)</b>	<b>9,677,979</b>				<b>9,677,979</b>
	<b>Total (B)=(1+2)</b>					<b>21,197,979</b>
	<b>Total Managerial Remuneration (A+B)</b>					<b>91,080,362</b>

\* Appointed as Independent Director of the Company w.e.f. June 01, 2019.

\*\*Remuneration, as approved by the members of the Company in 36<sup>th</sup> Annual General Meeting.

Note: - Overall ceiling on managerial remuneration as per the Act is Rs. 107.86 Million.

- Commission to the Directors is within the approved limit of 1% as per the Act.

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

Amount in Rs.

Sr. No.	Particulars of Remuneration	Chief Executive Officer	Chief Financial Officer	Company Secretary	Total
		Mr. Sapnesh Kumar Lalla	Mr. Amit Roy	Mr. Deepak Bansal	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	8,852,916	7,550,928**	4,262,102**	20,665,946
	b) Value of perquisites u/s 17 (2) Income Tax Act, 1961	1,339,507	39,600	39,600	1,418,707
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option*	3,972,616			3,972,616
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify (Provident Fund, Pension, Superannuation, Gratuity, Medclaim & GTLI Premium)	777,141	193,320	197,919	1,168,380
	<b>Total</b>	<b>14,942,180</b>	<b>7,783,848</b>	<b>4,499,621</b>	<b>27,225,649</b>

\*Perquisite value of ESOP exercised during the year

\*\* Includes one-time special incentive

### 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
<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

**Rajendra S Pawar**

Chairman

DIN: 00042516

Place: Gurugram

Date: June 4, 2020