

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: 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:

11th 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

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

Non – Convertible Debentures issued to the Public	Equity Shares and Non – Convertible Debentures issued on a Private Placement basis
KFin Technologies Private Limited (formerly known as 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.kfintech.com e-mail: madhu.c@kfintech.com	TSR Darashaw Consultants Private Limited (formerly known as 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: nnair@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.	Financing Activity	64990	92.02%

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 – 400013	U65990MH1991PLC060670	Holding Company	100%	Section 2(46)
2	Fincare Business Services Limited No – 835 / 39, Bren Mercury, 5 th Floor Kaikondanalli Varthur Hobli, Bangalore – 560102, Karnataka	U74900KA2014PLC075614	Associate Company	0.80%	In accordance with Indian Accounting Standard (“Ind AS”) 28
3	Shriram Properties Limited No. 40 / 43, 8 th Main, 4 th 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	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	137,55,61,658	137,55,61,658	100	162,99,31,981	-	162,99,31,981	100	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	137,55,61,658	137,55,61,658	100	162,99,31,981	-	162,99,31,981	100	0.00

(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):- Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	137,55,61,658	137,55,61,658	100	162,99,31,981	-	162,99,31,981	100	0.00
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	137,55,61,658	137,55,61,658	100	162,99,31,981	-	162,99,31,981	100	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	137,55,61,658	100	-	162,99,31,981	100	-	0.00
	Total	137,55,61,658	100	-	162,99,31,981	100	-	0.00

(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	137,55,61,658	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.)			September 30, 2019	22,46,40,272 (Increase)	28,90,00,000 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") and 160,00,00,000 8.50% CCCPS, aggregating 188,90,00,000 CCCPS of Rs. 10 each were voluntarily converted into 22,46,40,272 Equity Shares of Rs. 10 each, at a Fair Value of Rs. 84.09 per Equity Share	160,02,01,930	100

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
				March 12, 2020	2,97,30,051 (Increase)	Allotment of 2,97,30,051 Equity Shares of Rs. 10 each, at a Fair Value of Rs. 84.09 per Equity Share, on a rights basis	162,99,31,981	100
3.	At the end of the year	-	-	-	-	-	162,99,31,981	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)	-	-	-	-

Note: 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	-	-	-	-

2. Non-Institutions									
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	188,90,00,000	188,90,00,000	100	-	-	-	-	100

Note: All the Compulsorily Convertible Cumulative Preference Shares ("CCCPS") issued by the Company are converted into Equity Shares and currently there are no outstanding CCCPS.

(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	1,88,90,00,000	100	-	-	-	-	100
	Total	1,88,90,00,000	100	-	-	-	-	100

Note:

All the Compulsorily Convertible Cumulative Preference Shares ("CCCPS") issued by the Company are converted into Equity Shares and currently there are no outstanding CCCPS.

(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	1,88,90,00,000	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.)	-	-	September 30, 2019	(188,90,00,000) (decrease)	28,90,00,000 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") and 160,00,00,000 8.50% CCCPS, aggregating 188,90,00,000 CCCPS of Rs. 10 each were voluntarily converted into 22,46,40,272 Equity Shares of Rs. 10 each, at a Fair Value of Rs. 84.09 per Equity Share	-	-
3.	At the end of the year	-	-	-	-	-	-	-

Note: All the Compulsorily Convertible Cumulative Preference Shares ("CCCPS") issued by the Company are converted into Equity Shares and currently there are no outstanding CCCPS.

(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)	-	-	-	-

Note: All the Compulsorily Convertible Cumulative Preference Shares ("CCCPS") issued by the Company are converted into Equity Shares and currently there are no outstanding CCCPS.

(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
Indebtedness at the beginning of the financial year:				
i) Principal Amount	25,05,814	15,34,784	-	40,40,598
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	61,577	19,314	-	80,891
Total (i+ii+iii)	25,67,391	15,54,098	-	41,21,489
Change in Indebtedness during the financial year				
<input type="checkbox"/> Addition (Net)	38,36,786	28,72,259	-	67,09,045
<input type="checkbox"/> Reduction	33,38,706	35,81,480	-	69,20,186
Net Change	4,98,080	(7,09,221)	-	(2,11,141)
Indebtedness at the end of the financial year:				
i) Principal Amount	29,93,357	8,33,804	-	38,27,161
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	72,094	11,073	-	83,167
Total (i+ii+iii)	30,65,451	8,44,877	-	39,10,328

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	348.72	348.72
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	0.39	0.39

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Kusal Roy	
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2.	Stock Option	96.40	96.40
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify (Retirals and other benefits)	32.98	32.98
	Total (A)	478.50	478.50
	Ceiling as per the Act		3252.10

Notes:

1. Mr. Kusal Roy ceased to be the Managing Director and Key Managerial Personnel of the Company, with effect from end of day on May 4, 2020, consequent upon his resignation.
2. 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:

(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	5.70	11.40	17.10
	• Commission	18.75	22.50	41.25
	• Others, please specify			
	Total (1)	24.45	33.90	58.35
2.	Other Non-Executive Directors	Mr. F. N. Subedar	Ms. Varsha Purandare	
	• Fee for attending board / committee meetings	5.10	11.10	16.20
	• Commission	22.50	22.50	45
	• Others, please specify			
	Total (2)	27.60	33.60	61.20
		Total (B)=(1+2)		119.55
		Total Managerial Remuneration		598.05
		Overall Ceiling as per the Act		7154.62

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 2019-20 and Commission to be paid in FY 2020-21.
3. Mr. Mukund S. Dharmadhikari, ceased to be an Independent Director of the Company, consequent upon his retirement, with effect from January 27, 2020.
4. Ms. Varsha Purandare was appointed as an Independent Director of the Company, for an initial term of five years commencing from April 1, 2019 upto March 31, 2024.

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 ¹	Mr. Puneet Sharma, CFO ²	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	-	-	-	-
	Total	-	-	-	-

Notes:

1. Ms. Avan K. Doomasia, Company Secretary, is also the Company Secretary of TCL, the holding company and her entire remuneration is borne by TCL.
2. Mr. Puneet Sharma, ceased to be the Chief Financial Officer ("CFO") of the Company, with effect from end of day on February 16, 2020 and consequently ceased to be a KMP. He was also the CFO of TCL and his entire remuneration was 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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Rajiv Sabharwal
Chairman
(DIN: 00057333)

Mumbai
June 27, 2020