

**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	U93090MH1937FTC291521 w.e.f. April 4, 2018 (Previously U93090MH1937FLC291521)
ii)	Registration Date	January 7, 1937
iii)	Name of the Company	Barclays Investments & Loans (India) Private Limited w.e.f. April 4, 2018 (Previously known as Barclays Investments & Loans (India) Limited)
iv)	Category / Sub-Category of the Company	Private Company limited by Shares w.e.f. April 4, 2018 and Subsidiary of Foreign Company (Previously Public Company limited by Shares)
v)	Address of the Registered office and contact details	Level 10, Block B-6, Nirlon Knowledge Park, Off Western Express Highway, Goregaon (East), Mumbai-400063 Tel.: +91 22 61754000 Fax: +91 22 61754099 Email: <a href="mailto:noopur.x.gupta@barclays.com">noopur.x.gupta@barclays.com</a>
vi)	Whether listed company (Yes/No)	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>For Commercial Papers:</b> Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai - 400078 Tel. No.: 022 25963838 Fax No.: 022 25946979 Email id : <a href="mailto:ganesh.jadhav@linkintime.co.in">ganesh.jadhav@linkintime.co.in</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:-

S. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total Turnover of the Company
1	NBFC activities - Loan against Securities business	64990	99.15%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES\***

S. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Barclays Bank PLC, United Kingdom 1 Churchill Place, London E145HP	-	Holding	57.84%	Section 2(46)
2	Barclays Securities (India) Private Limited 208, Ceejay House, Shivsagar Estate, Dr. A Beasant Road, Worli, Mumbai - 400018, Maharashtra	U67120MH2006 PTC161063	Associate	25%	Section 2(6)

\* The Company doesn't have any Subsidiaries as defined under section 2(87) of the Companies Act, 2013



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)</b>	<b>Non-Institutions</b>									
a)	Bodies Corp.									
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total (B)(2)</b>	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	1,109	1,109	0.0005%	-	1,109	1,109	0.0005%	0%
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	-	218,065,712	218,065,712	100%	-	218,065,712	218,065,712	100%	0%

**ii) Shareholding of Promoters:**

S. 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	Barclays Bank PLC, United Kingdom*	126,134,137	57.84%	0%	126,134,137	57.84%	0%	0%
2	Barclays Mauritius Overseas Holdings Limited, Mauritius	91,930,466	42.15%	0%	91,930,466	42.15%	0%	0%

\* Includes Equity Shares held by Six Nominees of Barclays Bank PLC, United Kingdom holding 1 Share each.

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

S. No.		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*	218,064,603	99.9995%	218,064,603	99.9995%
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0%	0	0%
3	At the end of the year*	218,064,603	99.9995%	218,064,603	99.9995%

\* Includes Equity Shares held by Six Nominees of Barclays Bank PLC, United Kingdom holding 1 Share each.

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

S. 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	<b>Mr. Potti Srinivasa Ramanuja Sampath Kumar</b>				
	At the beginning of the year	82	0%	82	0%
	Increase during the year	0	0%	82	0%
	Decrease during the year	0	0%	82	0%
	At the end of the year	82	0%	82	0%
2	<b>Mr. S.B.P. Ananda Mohan</b>				
	At the beginning of the year	60	0%	60	0%
	Increase during the year	0	0%	60	0%
	Decrease during the year	0	0%	60	0%
	At the end of the year	60	0%	60	0%
3	<b>Mr. S.B.P.B.K.Satyanarayana Rao</b>				
	At the beginning of the year	60	0%	60	0%
	Increase during the year	0	0%	60	0%
	Decrease during the year	0	0%	60	0%
	At the end of the year	60	0%	60	0%
4	<b>Mr. R. Ahikrishna</b>				
	At the beginning of the year	50	0%	50	0%
	Increase during the year	0	0%	50	0%
	Decrease during the year	0	0%	50	0%
	At the end of the year	50	0%	50	0%
5	<b>Mrs. Swarnabai M.Pawar</b>				
	At the beginning of the year	50	0%	50	0%
	Increase during the year	0	0%	50	0%
	Decrease during the year	0	0%	50	0%
	At the end of the year	50	0%	50	0%

6	<b>Mr. K.V.Ramichattiar</b>				
	At the beginning of the year	41	0%	41	0%
	Increase during the year	0	0%	41	0%
	Decrease during the year	0	0%	41	0%
	At the end of the year	41	0%	41	0%
7	<b>Mr. S. Ranga Rao</b>				
	At the beginning of the year	30	0%	30	0%
	Increase during the year	0	0%	30	0%
	Decrease during the year	0	0%	30	0%
	At the end of the year	30	0%	30	0%
8	<b>Mr. C.Subba Rao</b>				
	At the beginning of the year	22	0%	22	0%
	Increase during the year	0	0%	22	0%
	Decrease during the year	0	0%	22	0%
	At the end of the year	22	0%	22	0%
9	<b>Mr. G C Poornaiah*</b>				
	At the beginning of the year	20	0%	20	0%
	Increase during the year	0	0%	20	0%
	Decrease during the year	0	0%	20	0%
	At the end of the year	20	0%	20	0%
10	<b>M/s Bimala Balachandra &amp; Bros*</b>				
	At the beginning of the year	20	0%	20	0%
	Increase during the year	0	0%	20	0%
	Decrease during the year	0	0%	20	0%
	At the end of the year	20	0%	20	0%

\* Please note that Mr. Mamidi Venkata Sarangapani, Ms. Narayani Krishnan, Mr. P.T. Joseph and Mrs. Raja Rajeswari Sriram also holds 20 shares each as on March 31, 2019.

v) Shareholding of Directors and Key Managerial Personnel: As on March 31, 2019

S. No.	For Each of the Directors and KMPs	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	<b>Mr. Rakesh Kripalani, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2019)	1	0%	1	0%
2	<b>Mr. Gurupad Pavan, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2019)	1	0%	1	0%
3	<b>Mr. Nirav Mody, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2019)	1	0%	1	0%
4	<b>Ms. Deepa Dev, Non-Executive Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year (via transfer on July 20, 2018)	1	0%	0	0%
	At the end of the year (as on March 31, 2019)	0	0%	0	0%
5	<b>Mr. Ruzbeh Sutaria, Whole-time Director (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	1	0%	1	0%
	Increase during the year	0	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2019)	1	0%	1	0%

<b>6</b>	<b>Mr. Deepak Agarwal (Equity share held as Nominee of Barclays Bank PLC, United Kingdom)</b>				
	At the beginning of the year (as on April 1, 2018)	0	0%	0	0%
	Increase during the year (via transfer on July 20, 2018)	1	0%	1	0%
	Decrease during the year	0	0%	1	0%
	At the end of the year (as on March 31, 2019)	1	0%	1	0%

**V INDEBTEDNESS**

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

S. No.	Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	<b>Indebted at the beginning of the Financial Year</b>				
i)	Principal Amount	-	14,400	-	14,400
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
iv)	Unexpired Discount	-	(312)	-	(312)
	<b>Total (i+ii+iii+iv)</b>	-	<b>14,088</b>	-	<b>14,088</b>
	<b>Change in Indebtedness during the year</b>				
i)	Addition	-	23,650	-	23,650
ii)	Reduction	-	(26,250)	-	(26,250)
	<b>Net Change</b>	-	<b>(2,600)</b>	-	<b>(2,600)</b>
	<b>Indebted at the end of the Financial Year</b>				
i)	Principal Amount	-	11,800	-	11,800
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
iv)	Unexpired Discount	-	(375)	-	(375)
	<b>Total (i+ii+iii+iv)</b>	-	<b>11,425</b>	-	<b>11,425</b>



## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		<b>Mr. Ruzbeh Sutaria*</b> (For the period April 1, 2018 to March 31, 2019)	
1	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	6,188,404	6,188,404
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	247,433	247,433
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
(a)	as % of profit	-	-
(b)	others, specify	-	-
5	Others, please specify (Provident Fund)	260,920	260,920
	<b>Total (A)</b>	<b>6,696,757</b>	<b>6,696,757</b>
	Ceiling as per the Act		<i>Refer below note 2</i>

#### Notes:

- 1 The above remuneration excludes reimbursements.
- 2 In terms of the provisions of the Companies Act, 2013, except with the approval of Shareholders of the Company, the remuneration payable to Managing Director/Whole-time Director/Manager shall not exceed 11% of the net profits of the Company. The remuneration paid to the Manager & CEO upto April 3, 2018 was well within the said limits. The said limits do not apply post conversion of the Company into a Private Limited Company w.e.f. April 4, 2018.
- 3 \*Mr. Ruzbeh Sutaria resigned as the Manager and CEO of the Company w.e.f. May 31, 2018 (from close of business hours) and has been appointed as the Whole-time Director of the Company w.e.f. June 8, 2018

**B. Remuneration to other Directors**

S. No.	Particulars of Remuneration	Name of Director					Total Amount
<b>3</b>	<b>Independent Directors</b>	<b>Mr. Harish Engineer</b>	<b>Dr. Dharmendra Bhandari</b>				
	Fees for attending Board/Committee meetings	-	-				-
	Commission	-	-				-
	Others, please specify	-	-				-
	<b>Total (1)</b>	-	-				-
<b>4</b>	<b>Non Executive Directors</b>	<b>Mr. Rakesh Kripalani</b>	<b>Ms. Deepa Dev</b>	<b>Mr. Gurupad Pavan</b>	<b>Mr. Nirav Mody</b>	<b>Mr. Rajeev Ghadi</b>	
	Fees for attending Board/Committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-
	<b>Total Managerial Remuneration (A+B)</b>						<b>6,696,757</b>
	Overall Ceiling as per the Act						<i>Refer below note</i>

**Note:** The total managerial remuneration paid to the Directors including Managing Director, Whole-time Director and Manager did not exceed 11% of the net profits of the Company. The said limits do not apply post conversion of the Company into a Private Limited Company w.e.f. April 4, 2018.

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	Chief Financial Officer	
1	Gross Salary	<b>Ms. Noopur Gupta (01.04.2018 to 31.03.2019)</b>	<b>Ms. Ritika Mehrotra (01.04.2018 to 31.03.2019)</b>	
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,316,667	3,098,004	5,414,671
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	12,936	12,432	25,368
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
(a)	as % of profit	-	-	-
(b)	others, specify...	-	-	-
5	Others, please specify (Provident Fund)	87,200	133,104	220,304
	<b>Total</b>	<b>2,416,803</b>	<b>3,243,540</b>	<b>5,660,343</b>

*Note: The above remuneration excludes reimbursements.*

**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
<b>A. Company</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			None		
Punishment					
Compounding					