

BARCLAYS SECURITIES (INDIA) PRIVATE LIMITED

Regd. Office.: 208, Ceejay House, Shivsagar Estate, Dr A Beasant Road, Worli, Mumbai, Maharashtra, India-400018

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CIN: U67120MH2006PTC161063 | website: www.barclays.in/bsipl

ANNEXURE - C**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	U67120MH2006PTC161063
ii)	Registration Date	April 10, 2006
iii)	Name of the Company	Barclays Securities (India) Private Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	208, Ceejay House, Shivsagar Estate, Dr A Beasant Road, Worli, Mumbai 400018, Maharashtra Tel.: +91 22 67196363 Email: pinal.zatakia@barclayscapital.com
vi)	Whether listed company (Yes/No)	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

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	Mutual Fund Distribution	66301	33%
2	Brokerage/Clearing Income	66110	18%
3	Referral Fees	64990	34%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES*

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Barclays Capital Securities Mauritius Limited C/o Rogers Capital Corporate Services Limited, St. Louis Business Centre, Cnr Desroches & St. Louis Streets, Port Louis, Mauritius	-	Holding	75%	Section 2(46)
2	Barclays Wealth Trustees (India) Private Limited 208, Ceejay House, Shivsagar Estate, Dr. A Beasant Road, Worli, Mumbai - 400018, Maharashtra	U93000MH2008PTC188438	Subsidiary	100%	Section 2(87)

* The Company doesn't have any Associate Company as defined under the Companies Act, 2013

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*	-	1	1	0.000001%	-	1	1	0.000001%	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt (s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	-	44,624,999	44,624,999	24.999999%	-	44,624,999	44,624,999	24.999999%	-
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1)	-	44,624,999	44,624,999	24.999999%	-	44,624,999	44,624,999	24.999999%	-
(2)	Foreign									
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Others - Individuals	-	-	-	-	-	-	-	-	-

c)	Bodies Corp.	-	133,875,000	133,875,000	75%	-	133,875,000	133,875,000	75%	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	133,875,000	133,875,000	75%	-	133,875,000	133,875,000	75%	-
	Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	-	178,500,000	178,500,000	100%	-	178,500,000	178,500,000	100%	-

* Mr. Jaideep Khanna, Director holds one equity share in the Company on behalf of Barclays Investments and Loans (India) Private Limited as its Nominee.

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 up to 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)	-	178,500,000	178,500,000	100%	-	178,500,000	178,500,000	100%	-

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 Capital Securities Mauritius Limited	133,875,000	75%	-	133,875,000	75%	-	Nil
2	Barclays Investments and Loans (India) Private Limited*	44,625,000	25%	-	44,625,000	25%	-	Nil

* Includes one equity share held by Mr. Jaideep Khanna on behalf of Barclays Investments and Loans (India) Private Limited as its Nominee.

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*	178,500,000	100%	178,500,000	100%
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*	178,500,000	100%	178,500,000	100%

* Includes one equity share held by Mr. Jaideep Khanna in the Company on behalf of Barclays Investments and Loans (India) Private Limited as its Nominee.

iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): None*

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	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0%	0	0%
	At the end of the year	0	0%	0	0%

v) *Shareholding of Directors and Key Managerial Personnel: None of the Directors and Key Managerial Personnel holds any shares in the Company.*

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	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	0	0%	0	0%
	At the end of the year	0	0%	0	0%

V INDEBTEDNESS

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

S. No.	Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebted at the beginning of the Financial Year				
i)	Principal Amount	18,507,641	-	-	18,507,641
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	18,507,641	-	-	18,507,641

Change in Indebtedness during the year*				
i)	Addition	-	-	-
ii)	Reduction	-	-	-
	Net Change*	(2,314,973)		(2,314,973)
Indebted at the end of the Financial Year				
i)	Principal Amount	16,192,668	-	16,192,668
ii)	Interest due but not paid	-	-	-
iii)	Interest accrued but not due	-	-	-
	Total (i+ii+iii)	16,192,668	-	16,192,668

* The reporting relates to overdraft taken from Bank, hence this data can only be sourced on net basis as the details of addition/deletion is not monitored.

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Mr. Narayan Shroff, Whole-time Director	Total Amount
1	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	16,086,066	16,086,066
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	114,625	114,625
(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)	-	-
	Total (A)	16,200,691	16,200,691
	Ceiling as per the Act	Not Applicable	

B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Director					Total Amount	
3	Independent Directors							
	Fees for attending Board/Committee meetings	-	-	-	-			-
	Commission	-	-	-	-			-
	Others, please specify	-	-	-	-			-
	Total (1)	-	-	-	-			-
4	Non Executive Directors	Mr. Satya Narayan Bansal*	Mr. Rajeev Ghadi	Mr. Deepak Agarwal	Mr. Adrish Ghosh	Mr. Rakesh Kripalani*		
	Fees for attending Board/Committee meetings	-	-	-	-			-
	Commission	-	-	-	-			-
	Others, please specify	-	-	16,268,209	-			16,268,209
	Total (2)	-	-	16,268,209	-			16,268,209
	Total (B)=(1+2)							16,268,209
	Total Managerial Remuneration (A+B)							32,468,900
	Overall Ceiling as per the Act	Not Applicable						

* Mr. Rakesh Kripalani was appointed as a Director on the Board of Directors of the Company effective May 3, 2018.
Mr. Satya Narayan Bansal ceased to be Director on the Board of the Company with effect from close of business hours on January 17, 2019.

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer (Not Applicable)	Company Secretary (Ms. Pinal Zatakia)	Chief Financial Officer (Not Applicable)	
1	Gross Salary				
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	1,187,610	-	1,187,610
(b)	Value of Perquisites under section 17(2) of the Income Tax Act, 1961	-	9,702	-	9,702
(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				
	Total		1,197,312		1,197,312

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
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			None		
Punishment					
Compounding					