

Annexure IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 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	U65990MH2005PLC154854
	ii)	Registration Date	18/07/2005
	iii)	Name of the Company	ECL Finance Limited
	iv)	Category / Sub-Category of the Company	Public Company/ Limited by Shares
	v)	Address of the Registered office and contact details	Edelweiss House, Off. C.S.T Road, Kalina, Mumbai - 400098. Email - cs.cbg@edelweissfin.com Tel No.: +91 22 4009 4400. Fax No.: +91 22 4086 3759.
	vi)	Whether listed company Yes / No	The Non-convertible Debentures of the Company are listed on National Stock Exchange of India Limited and BSE Limited
	vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Limited C 101, 247 Park, LBS Marg, Kfin Technologies Private Limited Karvy Selenium Tower B", Pot No.31 &

ECL Finance Limited

Corporate Identity Number: U65990MH2005PLC154854

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098. Tel No.: +91 22 4009 4400 www.edelweissfin.com

		Vikhroli West, Mumbai 400 083. Tel No.: +91 22 4918 6200. Fax No.: +91 22 4918 6060.	32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana Tel: +91 40 6716 2222 Fax: +91 40 2300 1153
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:-	As per Attachment – A	
III	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-	As per Attachment – B	
IV	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)		
	i) Category-wise Share Holding	As per Attachment – C	
	ii) Shareholding of Promoters	As per Attachment – D	
	iii) Change in Promoters’ Shareholding (please specify, if there is no change):	As per Attachment – E	
	iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):	As per Attachment – F	
	v) Shareholding of Directors and Key Managerial Personnel:	As per Attachment – G	
V	INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment – H	
VI	Remuneration of Directors and Key Managerial Personnel	As per Attachment – I	
VII	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:	As per Attachment – J	

Attachment - 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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service#	% to total turnover of the Company\$
1.	Other financial service activities, except insurance and pension funding activities	649	99.92%

As per National Industrial Classification, 2008 - Ministry of Statistics and Programme Implementation

\$ On the basis of Gross Income

Attachment - B

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.	<p>Edelweiss Financial Services Limited</p> <p>Address: Edelweiss House, Off C.S.T Road, Kalina, Mumbai-400 098.</p>	L99999MH1995PLC094641	Holding	77.73	Section 2(46)

Attachment - C
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 Corporate	39,18,89,333	1,74,63,77,317*	2,13,82,66,650	100	39,18,89,333	1,74,63,77,317*	2,13,82,66,650	100	-
e) Banks / FI	-				-				
f) Any Other	-				-				
Sub-total (A) (1):-	39,18,89,333	1,74,63,77,317	2,13,82,66,650	100	39,18,89,333	1,74,63,77,317	2,13,82,66,650	100	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate									
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-

Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	39,18,89,333	1,74,63,77,317	2,13,82,66,650	100	39,18,89,333	1,74,63,77,317	2,13,82,66,650	100	NIL
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 Corporate									
i) Indian					-	-	-	-	-
ii) Overseas		-	-	-	1,000	-	1000	Negligible	100
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):-					1,000	-	1000	Negligible	100
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	1,000	-	1000	Negligible	100
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	39,18,89,333	1,74,63,77,317	2,13,82,66,650	100	39,18,90,333	1,74,63,77,317	2,13,82,67,650	100	

* Including 6 shares held by the nominees of EFSL.

Attachment - D

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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.	Edelweiss Financial Services Limited (EFSL)*	1,66,19,89,133	77.73	Nil	1,66,19,89,133	77.73	Nil	Nil
2.	Edelweiss Securities Limited	9,74,16,683	4.56	Nil	9,74,16,683	4.56	Nil	Nil
3.	Edelweiss Rural & Corporate Services Limited (Formerly known as Edelweiss Commodities Services	29,44,72,650	13.77	Nil	29,44,72,650	13.77	Nil	Nil

	Limited)							
4.	Edel Finance Company Limited	8,43,88,184	3.94		8,43,88,184	3.94	Nil	Nil
	Total	2,13,82,66,650	100		2,13,82,66,650	100	Nil	Nil

* Including 6 shares held by the nominees of EFSL.

Attachment - E

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

Particulars	Shareholding at the beginning of the year as on April 1, 2019		Increase/ Decrease in shareholding during the year		Reason	Date of change	Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the company	Increase	Decrease			No. of shares	% of total shares of the company
-	-	-	-	-	-	-	-	-

Attachment - F

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

Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of the total shares of the Company	No. of shares	% of total shares of the Company
CDPQ Private Equity Asia Pte.Ltd	-	-	1000	Negligible

Attachment - G

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

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

Attachment - H

V. INDEBTEDNESS

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

(Rs. in million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			-	
i) Principal Amount	1,96,788.58	26,280.01	-	2,23,068.59
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,823.64	1,261.65	-	5,085.29
Total (i+ii+iii)	2,00,612.22	27,541.66	-	2,28,153.88
Change in Indebtedness during the financial year				
• Addition	29,384.31	1,02,454.79		1,31,839.10
• Reduction	-54,740.70	-1,03,651.85		-1,58,392.55

Net Change	-25,356.39	-1,197.06		-26,553.45
Indebtedness at the end of the financial year				
i) Principal Amount	1,65,223.66	30,191.75	-	1,95,415.41
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4,090.45	2,094.57	-	6,185.02
Total (i+ii+iii)	32,286.32	1,69,314.11	-	2,01,600.43

Attachment - I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Chairman and Managing Director	Managing Director & CEO	Executive Director	
		Mr. Rashesh Shah	Mr. Deepak Mittal	Mr. Himanshu Kaji*	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,17,58,053	-	1,17,58,053
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 including ESOP accruals	-	27,33,350	-	27,33,350
	(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 (Bonus)	3,75,00,000	2,50,00,000	2,50,00,000	8,75,00,000
	Total (A)	3,75,00,000	3,94,91,403	2,50,00,000	10,19,91,403
	Ceiling as per the Act				*

* In terms of the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Circulars issued thereunder, the remuneration paid to the Managing Directors and the Executive Directors is within the ceilings prescribed.

\$ Resigned wef July 1, 2019

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount (INR)
		Mr. P. N. Venkatachalam	Mr. Kunnasagaran Chinniah	Mr. Biswamohan Mahapatra	
	Independent Directors				
	<ul style="list-style-type: none"> Fee for attending board / committee meetings 	4,80,000	80,000	4,40,000	10,00,000
	<ul style="list-style-type: none"> Commission 				
	<ul style="list-style-type: none"> Others, please specify 				
	Total (1)	4,80,000	80,000	4,40,000	10,00,000
	4. Other Non-Executive Directors				
	<ul style="list-style-type: none"> Fee for attending board / committee meetings 				
	<ul style="list-style-type: none"> Commission 				
	<ul style="list-style-type: none"> Others, please specify 				
	Total (2)				
	Total (B)=(1+2)	4,80,000	80,000	4,40,000	10,00,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				*

* The total managerial remuneration is within the ceilings prescribed.

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

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total (INR)
1.	Gross salary	Mr. Jitendra Maheshwari (01-04-2019 to 30-11-2019)	Mr. Sarju Simaria	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27,13,200	1,09,19,440	1,36,32,640
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(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 (Bonus)	7,50,000	0	7,50,000
	Total	34,63,200	1,09,19,440	1,43,82,640

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

ECL Finance Limited

Corporate Identity Number: U65990MH2005PLC154854

Registered Office: Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098. Tel No.: +91 22 4009 4400 www.edelweissfin.com

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	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

For and on behalf of the Board of Directors

ECL Finance Limited

Sd/-

Sd/-

July 4, 2020

Deepak Mittal

Venkatchalam Ramaswamy

Mumbai

Managing Director & CEO

Vice Chairman & Non-Executive Director