

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:

CIN	U67120MH1997PLC285490
Registration Date	February 18, 1997
Name of the Company	EDELWEISS RETAIL FINANCE LIMITED
Category / Sub-Category of the Company	Public Company limited by shares
Address of the Registered office and contact details	Edelweiss House, Off C.S.T. Road, Kalina, Mumbai- 400098, Maharashtra; Tel: +91 22 4009 4400; Fax: +91 22 40194925; E-mail: CS.CBG@edelweissfin.com Website: www.edelweissretailfin.com
Whether listed company Yes / No	The Non-convertible Debentures of the Company are listed on National Stock Exchange of India Limited and BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited

C 101, 247 Park , L B S Marg, Vikhroli
West, Mumbai 400 083, Maharashtra,
India; Tel No: +91 22 49186000
Fax: +91 22 49186060;
Website: www.linkintimeco.in

Kfin Technologies Private Limited.
Karvy Selenium Tower B, Plot No. 31 &
32, Financial District, Nanakramguda,
Gachibowli, Hyderabad-500
032,Telengana; Tel: +91 40 6716 2222;
Fax: +91 40 2343 1551
Website: www.karisma.karvy.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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
•	Financing activity	649	85.89

As per National Industrial Classification- Ministry of Statistics and Programme Implementation
\$ On the basis of Gross Income

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
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Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,29,49,994	6*	4,29,50,000	100	4,29,49,994	6*	4,29,50,000	100	Nil

* Six nominee hold one Equity share of Rs. 10 each on behalf of Edelcap Securities Ltd.

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
Edelcap Securities Limited*	30,258,333	70.45	Nil	30,258,333	70.45	Nil	Nil
Edelweiss Financial Services Limited	9,691,667	22.57	Nil	9,691,667	22.57	Nil	Nil
Edelweiss Finvest Private Limited	30,00,000	6.98	Nil	30,00,000	6.98	Nil	Nil
Total	4,29,50,000	100	Nil	4,29,50,000	100	Nil	Nil

* Includes six individual shareholders who are holding one share each as nominee of Edelcap Securities Ltd.

(iii) Change in Promoters' Shareholding during the FY 2019-20:

Sl. 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	Edelcap Securities Limited*				

	At the beginning of the year	30,258,333	70.45	30,258,333	70.45
	Date wise Increase /Decrease in Promoters 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	30,258,333	70.45	30,258,333	70.45
2	Edelweiss Financial Services Limited				
	At the beginning of the year	96,91,667	22.57	96,91,667	22.57
	Date wise Increase /Decrease in Promoters 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	96,91,667	22.57	96,91,667	22.57
3	Edelweiss Finvest Private Limited				
	At the beginning of the year	30,00,000	6.98	30,00,000	6.98
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment	Nil	Nil	Nil	Nil

	/transfer /bonus/ sweat equity etc).				
	At the End of the year	30,00,000	6.98	30,00,000	6.98

*Includes six individual shareholders who are holding one share each as nominee of Edelcap Securities Ltd.

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

(v) Shareholding of Directors and Key Managerial Personnel:

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				
	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				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(₹ in million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	17,338.50	1,950.52	-	19,289.02
Interest due but not paid	-	-	-	-
Interest accrued but not due	103.04	147.00	-	250.04
Total (i+ii+iii)	17,441.54	2,097.52	-	19,539.06
Change in Indebtedness during the financial year				
Addition	231.16	-	-	231.16
Reduction	-5,162.64	-0.52	-	-5,163.16ss
Net Change	-4,931.48	-0.52	-	-4,932.00
Indebtedness at the end of the financial year				
Principal Amount	12,407.02	1,950.00	-	14,357.02
Interest due but not paid	-	-	-	-
Interest accrued but not due	80.71	171.68	-	252.39
Total (i+ii+iii)	12,487.73	2,121.68	-	14,609.41

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Total Amount		
		Managing Director	Whole Time Director/Manager	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-	-	-
	(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)	-	-	-
	Total (A)	-	-	-
	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.

B. Remuneration to other directors:

(₹ in million)

Particulars of Remuneration	Name of Directors				Total Amount
	Mr. Mitul Shah	Mr. Sanjay Shah*			
1. Independent Directors	Mr. Mitul Shah	Mr. Sanjay Shah*	-		

• Fee for attending board / committee meetings	2,80,000	2,60,000			5,40,000
• Commission	-	-			-
• Others, please specify	-				-
Total (1)					
2. Other Non-Executive Directors	Non - Executive Director	Non - Executive Director	Non - Executive Director	Non - Executive Director	
	Ms. Shalinee Mimani**	Mr. Shrikant Subbarayan#	Ms. Shilpa Gattani\$	Mr. Krishnaswamy Siddharth	
• Fee for attending board / committee meetings	-	-			-
• Commission	-	-			
• Others, please specify	-	-			
Total (2)	-	-			
Total (B)=(1+2)	-	-			-
Total Managerial Remuneration(A+B)					
Overall Ceiling as per the Act					Refer note

Note: The total managerial remuneration within the ceilings prescribed.

*Resigned w.e.f January 14,2020

** Resigned wef September 16, 2019

Resigned wef August 13, 2019

\$ Appointed wef February 6, 2020

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO Mr. Vineet Mahajan #	CFO Ms. Kirti Sawant*	Company Secretary Ms. Sudipta Majumdar\$	Company Secretary Mr. Amit Pandey^	Total
1.	Gross salary					
(a)	Salary as per provisions contained in sec. 17(1) of the Income-tax Act,1961	0	20,04,416	2,47,353	2,86,171	25,37,940
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
(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	0	9,00,000	2,00,000	-	11,00,000
	Total	0				

			29,04,416	4,47,353	2,86,171	36,37,940
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\$ Resigned w.e.f August 23, 2019

^ Appointed w.e.f August 24, 2019

*Resigned w.e.f January 28, 2020

Resigned w.e.f March 16, 2020

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)
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
Edelweiss Retail Finance Limited

Date: July 3, 2020

Place: Mumbai

Sd/-

Mitul Shah
Director
DIN: 07122551

Sd/-

Shilpa Gattani
Director
DIN: 05124763