

EXTRACT OF ANNUAL RETURN FORM - MGT 9As 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 | L74899DL1989PLC034594 |
| (ii) Registration Date | January 9, 1989 |
| (iii) Name of the Company | Nucleus Software Exports Limited |
| (iv) Category / Sub-Category of the Company | Category - Public Limited Company / Company Limited by Shares Sub-Category – Indian Non-Government Company |
| (v) Address of the Registered office and contact details | 33- 35, Thyagraj Market, New Delhi – 110003 Tel :- 011 – 24627552 |
| (vi) Whether listed company Yes / No | Yes |
| (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | KFin Technologies Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18 Fax: 040-23420814 mailmanager@karvy.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of theAs per Annexure I 1
company shall be stated

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES As per Annexure I 2**IV. SHARE HOLDING PATTERN** (Equity Share Capital Breakup as percentage of Total Equity)

| | |
|--|---------------------|
| i) Category-wise Share Holding | As per Annexure I 3 |
| ii) Shareholding of Promoters | As per Annexure I 4 |
| iii) Change in Promoters' Shareholding | As per Annexure I 5 |
| iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) | As per Annexure I 6 |
| v) Shareholding of Directors and Key Managerial Personnel | As per Annexure I 7 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued As per Annexure I 8
but not due for payment

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| | |
|--|----------------------|
| i) Remuneration to Managing Director, Whole-time Directors and/or Manager: | As per Annexure I 9 |
| ii) Remuneration to other Directors | As per Annexure I 10 |
| iii) Remuneration to Key Managerial Personnel other than MD/Manager/WTD | As per Annexure I 11 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES As per Annexure I 12

Annexure I 1

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 | Products | 620 | 94% |
| 2 | Projects & Services | 620 | 06% |

Annexure I 2

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 | Nucleus Software Limited 33-35, Thyagraj Market, New Delhi – 110003 | U74120DL2008PLC176975 | Subsidiary | 100% | 2(87) (ii) |
| 2 | Virstra i-Technology Services Limited 33-35, Thyagraj Market, New Delhi – 110003 | U72200DL2004PLC126213 | Subsidiary | 100% | 2(87) (ii) |
| 3 | Nucleus Software Solutions Pte. Ltd. 300, Tampines Avenue-5 # 04-06, Tampines Junction, Singapore-529653 | N. A | Subsidiary | 100% | 2(87) (ii) |
| 4 | Nucleus Software Japan Kabushiki Kaisha Mitsubishi Building 11F, 5-2 Marunouchi, 2 Chome Chiyoda Ku Tokyo 100-0005 Japan | N. A | Subsidiary | 100% | 2(87) (ii) |
| 5 | Nucleus Software Inc. 505, Thornall State, Suite 401, Edison, NJ 08837 USA | N. A | Subsidiary | 100% | 2(87) (ii) |
| 6 | Nucleus Software Netherlands B.V. Cuserstraat 93, Floor 2 and 3, Amsterdam, 1081 CN. Netherlands | N. A | Subsidiary | 100% | 2(87) (ii) |
| 7 | Nucleus Software Australia Pty. Ltd. Suite 4, 96-98 Wigram Street Harris Park, NSW 2150, Australia | N. A | Subsidiary | 100% | 2(87) (ii) |
| 8 | Nucleus Software South Africa (Pty) Ltd. 1st Floor, Longpoint Office Park Cnr Montecasino Blvd & Witkoppen Rd Fourways Johannesburg, 2191, South Africa | N. A | Subsidiary | 100% | 2(87) (ii) |
| 9 | Avon Mobility Solutions Pvt. Ltd. 33-35, Thyagraj Market, New Delhi – 110003 | U72900TN2007PTC063505 | Subsidiary | 100% | 2(87) (ii) |

IV SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| CATEGORY CODE | CATEGORY OF SHAREHOLDER | NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019 | | | | NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020 | | | | % CHANGE DURING THE YEAR |
|---------------|--|--|----------|-------------------|-------------------|--|----------|-------------------|-------------------|--------------------------|
| | | DEMAT | PHYSICAL | TOTAL | % OF TOTAL SHARES | DEMAT | PHYSICAL | TOTAL | % OF TOTAL SHARES | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) | (X) | (XI) |
| (A) | PROMOTER AND PROMOTER GROUP | | | | | | | | | |
| (1) | INDIAN | | | | | | | | | |
| (a) | Individual /HUF | 2,467,026 | - | 2,467,026 | 8.50 | 2,467,026 | - | 2,467,026 | 8.50 | - |
| (b) | Central Government/State Government(s) | - | - | - | - | - | - | - | - | - |
| (c) | Bodies Corporate | - | - | - | - | - | - | - | - | - |
| (d) | Financial Institutions / Banks | 17,160,840 | - | 17,160,840 | 59.09 | 17,160,840 | - | 17,160,840 | 59.09 | - |
| (e) | Others | - | - | - | - | - | - | - | - | - |
| | Sub-Total A(1) : | 19,627,866 | - | 19,627,876 | 67.59 | 19,627,866 | - | 19,627,866 | 67.59 | - |
| (2) | FOREIGN | | | | | | | | | |
| (a) | Individuals (NRIs/Foreign Individuals) | - | - | - | - | - | - | - | - | - |
| (b) | Bodies Corporate | - | - | - | - | - | - | - | - | - |
| (c) | Institutions | - | - | - | - | - | - | - | - | - |
| (d) | Qualified Foreign Investor | - | - | - | - | - | - | - | - | - |
| (e) | Others | - | - | - | - | - | - | - | - | - |
| | Sub-Total A(2) : | - | - | - | - | - | - | - | - | - |
| | Total A=A(1)+A(2) | 19,627,866 | - | 19,627,876 | 67.59 | 19,627,866 | - | 19,627,866 | 67.59 | - |
| (B) | PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) | INSTITUTIONS | | | | | | | | | |
| (a) | Mutual Funds /UTI | 369,241 | - | 369,241 | 1.27 | 455,302 | - | 455,302 | 1.57 | 0.30 |
| (b) | Financial Institutions /Banks | 184,024 | - | 184,024 | 0.63 | 192,154 | - | 192,154 | 0.66 | 0.03 |
| (c) | Central Government / State Government(s) | - | - | - | - | - | - | - | - | - |
| (d) | Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (e) | Insurance Companies | - | - | - | - | - | - | - | - | - |
| (f) | Foreign Institutional Investors | 2,217,285 | - | 2,217,285 | 7.64 | 1,979,643 | - | 1,979,643 | 6.82 | (0.82) |
| (g) | Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - |
| (h) | Qualified Foreign Investor | - | - | - | - | - | - | 0 | - | - |
| (i) | Others | - | - | - | - | - | - | - | - | - |
| | Sub-Total B(1) : | 2,770,550 | - | 2,770,550 | 9.54 | 2,627,099 | - | 2,627,099 | 9.05 | (0.49) |

| CATEGORY CODE | CATEGORY OF SHAREHOLDER | NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019 | | | | NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020 | | | | % CHANGE DURING THE YEAR |
|---------------|---|--|---------------|-------------------|-------------------|--|---------------|-------------------|-------------------|--------------------------|
| | | DEMAT | PHYSICAL | TOTAL | % OF TOTAL SHARES | DEMAT | PHYSICAL | TOTAL | % OF TOTAL SHARES | |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) | (X) | (XI) |
| (2) | NON-INSTITUTIONS | | | | | | | | | |
| (a) | Bodies Corporate | 587,028 | 1,000 | 588,028 | 2.02 | 580,428 | 1,000 | 581,428 | 2.00 | (0.02) |
| (b) | Individuals | | | | | | | | | |
| | (i) Individuals holding nominal share capital upto ₹ 1 lakh | 3,710,644 | 65,119 | 3,775,763 | 13.00 | 3,708,248 | 58,703 | 3,766,951 | 12.97 | -0.03 |
| | (ii) Individuals holding nominal share capital in excess of ₹ 1 lakh | 1,711,976 | - | 1,711,976 | 5.90 | 1,852,891 | - | 1,852,891 | 6.38 | 0.49 |
| (c) | Others | | | | | | | | | |
| | CLEARING MEMBERS | 9,793 | - | 9,793 | 0.03 | 26,176 | - | 26,176 | 0.09 | 0.06 |
| | I E P F | 50,156 | - | 50,156 | 0.17 | 40,589 | - | 40,589 | 0.14 | (0.03) |
| | NON RESIDENT INDIANS | 418,155 | - | 418,155 | 1.44 | 407,167 | - | 407,167 | 1.40 | (0.04) |
| | NRI NON-REPATRIATION | 88,227 | - | 88,227 | 0.30 | 110,357 | - | 110,357 | 0.38 | 0.08 |
| | TRUSTS | 200 | - | 200 | - | 200 | - | 200 | - | - |
| (d) | Qualified Foreign Investor | - | - | - | - | - | - | - | - | - |
| | Sub-Total B(2) : | 6,576,179 | 66,119 | 6,642,298 | 22.87 | 6,726,056 | 59,703 | 6,785,759 | 23.37 | 0.49 |
| | Total B=B(1)+B(2) : | 9,346,729 | 66,119 | 9,412,848 | 32.41 | 9,353,155 | 59,703 | 9,412,858 | 32.41 | - |
| | Total (A+B) : | 28,974,595 | 66,119 | 29,040,724 | 100.00 | 28,981,021 | 59,703 | 29,040,724 | 100.00 | - |
| (C) | Shares held by custodians, against which Depository Receipts have been issued | | | | | | | | | |
| (1) | Promoter and Promoter Group | | | | | | | | | |
| (2) | Public | - | - | - | - | - | - | - | - | - |
| | GRAND TOTAL (A+B+C) : | 28,974,595 | 66,119 | 29,040,724 | 100.00 | 28,981,021 | 59,703 | 29,040,724 | 100.00 | |

ii. Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (as on April 1, 2019) | | | Shareholding at the end of the year (as on March 31, 2020) | | | |
|---------|---|--|-------------------|--|---|-------------------|--|--|
| | | No. of Shares | % of total Shares | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares | % of Shares Pledged / encumbered to total Shares | % change in shareholding during the year |
| 1 | KARMAYOGI HOLDINGS PRIVATE LTD | 9,000,000 | 30.99 | - | 9,000,000 | 30.99 | - | - |
| 2 | MADHU DUSAD | 3,066,248 | 10.56 | - | 3,066,248 | 10.56 | - | - |
| 3 | NUCLEUS SOFTWARE ENGINEERS PVT LTD | 2,385,882 | 8.22 | - | 2,385,882 | 8.22 | - | - |
| 4 | VISHNU DUSAD | 1,603,492 | 5.52 | - | 1,603,492 | 5.52 | - | - |
| 5 | RITIKA DUSAD | 1,000,000 | 3.44 | - | 1,000,000 | 3.44 | - | - |
| 6 | KRITIKA DUSAD | 1,000,000 | 3.44 | - | 1,000,000 | 3.44 | - | - |
| 7 | YOGESH ANDLAY | 863,534 | 2.97 | - | 863,534 | 2.97 | - | - |
| 8 | NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED | 600,000 | 2.07 | - | 600,000 | 2.07 | - | - |
| 9 | NAVEEN KUMAR | 72,952 | 0.25 | - | 72,952 | 0.25 | - | - |
| 10 | SUMAN MATHUR | 23,758 | 0.08 | - | 23,758 | 0.08 | - | - |
| 11 | CARD SYSTEMS PRIVATE LIMITED | 12,000 | 0.04 | - | 12,000 | 0.04 | - | - |

Change in Promoters' Shareholding

| Sl. No. | Name of the Shareholder | Shareholding at the beginning of the year, as on April 01, 2019/end of the year March 31, 2020 | | | Increase /Decrease in share holding | | Cumulative Shareholding during the Year | |
|---------|------------------------------------|--|----------------------------------|------------|-------------------------------------|--------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the company | Date | No. of Shares | Reason | No. of Shares | % of total shares of the company |
| 1 | Karmayogi Holdings Private Ltd | 9,000,000 | 30.99 | 01/04/2019 | | | | |
| | | 9,000,000 | 30.99 | 31/03/2020 | - | Nil movement | 9,000,000 | 30.99 |
| 2 | Nucleus Software Engineers Pvt Ltd | 2,385,882 | 8.22 | 01/04/2019 | | | | |
| | | 2,385,882 | 8.22 | 31/03/2020 | - | Nil movement | 2,385,882 | 8.22 |
| 3 | Madhu Dusad | 3,066,248 | 10.56 | 01/04/2019 | | | | |
| | | 3,066,248 | 10.56 | 31/03/2020 | - | Nil movement | 3,066,248 | 10.56 |
| 4 | Vishnu R Dusad | 1,603,492 | 5.52 | 01/04/2019 | | | | |
| | | 1,603,492 | 5.52 | 31/03/2020 | - | Nil movement | 1,603,492 | 5.52 |
| 5 | Ritika Dusad | 1,000,000 | 3.44 | 01/04/2019 | | | | |
| | | 1,000,000 | 3.44 | 31/03/2020 | - | Nil movement | 1,000,000 | 3.44 |
| 6 | Kritika Dusad | 1,000,000 | 3.44 | 01/04/2019 | | | | |
| | | 1,000,000 | 3.44 | 31/03/2020 | - | Nil movement | 1,000,000 | 3.44 |
| 7 | Yogesh Andlay | 863,534 | 2.97 | 01/04/2019 | | | | |
| | | 863,534 | 2.97 | 31/03/2020 | - | Nil movement | 863,534 | 2.97 |

| Sl. No. | Name of the Shareholder | Shareholding at the beginning of the year, as on April 01, 2019/end of the year March 31, 2020 | | | Increase /Decrease in share holding | | Cumulative Shareholding during the Year | |
|---------|---|--|----------------------------------|------------|-------------------------------------|--------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the company | Date | No. of Shares | Reason | No. of Shares | % of total shares of the company |
| 8 | Nucleus Software Workshop Private Limited | 600,000 | 2.07 | 01/04/2019 | | | | |
| | | 600,000 | 2.07 | 31/03/2020 | – | Nil movement | 600,000 | 2.07 |
| 9 | Naveen Kumar | 72,952 | 0.25 | 01/04/2019 | | | | |
| | | 72,952 | 0.25 | 31/03/2020 | – | Nil movement | 72,952 | 0.25 |
| 10 | Suman Mathur | 23,758 | 0.08 | 01/04/2019 | | | | |
| | | 23,758 | 0.08 | 31/03/2020 | – | Nil movement | 23,758 | 0.08 |
| 11 | Card Systems Private Limited | 12,000 | 0.04 | 01/04/2019 | | | | |
| | | 12,000 | 0.04 | 31/03/2020 | – | Nil movement | 12,000 | 0.04 |

Annexure I 6

Shareholding Pattern of Top 10 Shareholders

| Sl. No | Name of the Share Holder | Shareholding at the beginning of the year, as on April 01, 2019/ end of the year March 31, 2020 | | | Increase/Decrease in share holding | | Cumulative Shareholding during the Year 31/03/2020 | |
|--------|--|---|----------------------------------|------------|------------------------------------|----------|--|----------------------------------|
| | | No of Shares | % of total shares of the company | Date | No of Shares | Reason | No of Shares | % of total shares of the company |
| 1 | FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK F | 600,000 | 2.07 | 31/03/2019 | | | 600,000 | 2.07 |
| | | | | 31/03/2020 | | | 600,000 | 2.07 |
| 2 | ARUN JAIN | 410,399 | 1.41 | 31/03/2019 | | | 410,399 | 1.41 |
| | | | | 03/05/2019 | (25,000) | Sale | 385,399 | 1.33 |
| | | | | 10/05/2019 | 22,450 | Purchase | 407,849 | 1.40 |
| | | | | 31/03/2020 | | | 407,849 | 1.40 |
| 3 | ICICI PRUDENTIAL TECHNOLOGY FUND | 369,241 | 1.27 | 31/03/2019 | | | 369,241 | 1.27 |
| | | | | 10/05/2019 | (5,706) | Sale | 363,535 | 1.25 |
| | | | | 31/05/2019 | (7,370) | Sale | 356,165 | 1.23 |
| | | | | 12/07/2019 | (300) | Sale | 355,865 | 1.23 |
| | | | | 14/02/2020 | (4,024) | Sale | 351,841 | 1.21 |
| | | | | 31/03/2020 | | | 351,841 | 1.21 |
| 4 | DHANANJAYA DVIVEDI | 208,199 | 0.72 | 31/03/2019 | | | 208,199 | 0.72 |
| | | | | 31/03/2020 | | | 208,199 | 0.72 |

| Sl. No | Name of the Share Holder | Shareholding at the beginning of the year, as on April 01, 2019/ end of the year March 31, 2020 | | | Increase/Decrease in share holding | | Cumulative Shareholding during the Year 31/03/2020 | |
|--------|--|---|----------------------------------|------------|------------------------------------|----------|--|----------------------------------|
| | | No of Shares | % of total shares of the company | Date | No of Shares | Reason | No of Shares | % of total shares of the company |
| 5 | HIRZEL CAPITAL MASTER FUND, L.P. | 207,294 | 0.71 | 31/03/2019 | | | 207,294 | 0.71 |
| | | | | 20/03/2020 | (1,789) | Sale | 205,505 | 0.71 |
| | | | | 27/03/2020 | (51,864) | Sale | 153,641 | 0.53 |
| | | | | 31/03/2020 | (5,420) | Sale | 148,221 | 0.51 |
| | | | | 31/03/2020 | | | 148,221 | 0.51 |
| 6 | B N NAGAMANI | 181,010 | 0.62 | 31/03/2019 | | | 181,010 | 0.62 |
| | | | | 31/03/2020 | | | 181,010 | 0.62 |
| 7 | GENERAL INSURANCE CORPORATION OF INDIA | 172,455 | 0.59 | 31/03/2019 | | | 172,455 | 0.59 |
| | | | | 31/03/2020 | | | 172,455 | 0.59 |
| 8 | ACADIAN EMERGING MARKETS EQUITY II FUND LLC | 147,536 | 0.51 | 31/03/2019 | | | 147,536 | 0.51 |
| | | | | 20/09/2019 | (181) | Sale | 147,355 | 0.51 |
| | | | | 27/09/2019 | (1,795) | Sale | 145,560 | 0.50 |
| | | | | 30/09/2019 | (166) | Sale | 145,394 | 0.50 |
| | | | | 04/10/2019 | (2,255) | Sale | 143,139 | 0.49 |
| | | | | 11/10/2019 | (2,125) | Sale | 141,014 | 0.49 |
| | | | | 18/10/2019 | (2,989) | Sale | 138,025 | 0.48 |
| | | | | 25/10/2019 | (2,833) | Sale | 135,192 | 0.47 |
| | | | | 01/11/2019 | (687) | Sale | 134,505 | 0.46 |
| | | | | 31/03/2020 | | | 134,505 | 0.46 |
| 9 | RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED | 142,148 | 0.49 | 31/03/2019 | | | 142,148 | 0.49 |
| | | | | 24/05/2019 | 58,000 | Purchase | 200,148 | 0.69 |
| | | | | 24/05/2019 | (58,000) | sale | 142,148 | 0.49 |
| | | | | 14/06/2019 | 58,000 | Purchase | 200,148 | 0.69 |
| | | | | 14/06/2019 | (58,000) | Sale | 142,148 | 0.49 |
| | | | | 27/09/2019 | 154,017 | Purchase | 296,165 | 1.02 |
| | | | | 27/09/2019 | (135,609) | Sale | 160,556 | 0.55 |
| | | | | 20/12/2019 | (15,105) | Sale | 145,451 | 0.50 |
| 10 | LSV EMERGING MARKETS SMALL CAP EQUITY FUND, LP | 125,600 | 0.43 | 31/01/2020 | 4,848 | Purchase | 150,299 | 0.52 |
| | | | | 31/03/2020 | | | 150,299 | 0.52 |
| | | | | 31/03/2020 | | | 125,600 | 0.43 |

v. Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name of the Shareholder | Shareholding at the beginning of the year, as on April 01, 2019/ end of the year March 31, 2020 | | | Increase /Decrease in share holding | | Cumulative Shareholding during the Year | |
|-----------|---|--|----------------------------------|------------|-------------------------------------|--------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the company | Date | No. of Shares | Reason | No. of Shares | % of total shares of the company |
| A. | Shareholding of Directors | | | | | | | |
| 1 | Vishnu R Dusad | 1,603,492 | 5.52 | 01/04/2019 | – | Nil movement | 1,603,492 | 5.52 |
| | | 1,603,492 | 5.52 | 31/03/2020 | | | 1,603,492 | 5.52 |
| 2 | Ravi Pratap Singh | 151,977 | 0.52 | 01/04/2019 | – | Nil movement | 151,977 | 0.52 |
| | | 151,977 | 0.52 | 31/03/2020 | | | 151,977 | 0.52 |
| 3 | Ritika Dusad | 1,000,000 | 3.44 | 01/04/2019 | – | Nil movement | 1,000,000 | 3.44 |
| | | 1,000,000 | 3.44 | 31/03/2020 | | | 1,000,000 | 3.44 |
| 4 | Parag Bhise | 28,959 | 0.1 | 01/04/2019 | – | Nil movement | 28,959 | 0.1 |
| | | 28,959 | 0.1 | 31/03/2020 | | | 28,959 | 0.1 |
| B. | Shareholding of Key Managerial Personnel | | | | | | | |
| 1 | Poonam Bhasin | 10 | – | 01/04/2019 | | | 10 | – |
| | | 10 | – | 31/03/2020 | – | Nil Movement | 10 | – |

Annexure I 7

The following Directors did not hold any shares during the FY 2019-20

1. S M Acharya
2. Prithvi Haldea
3. Elaine Mathias
- 4.. Prof. Trilochan Sastry

The following Key Managerial Personnel did not hold any shares during the FY 2019-20

1. Ashish Nanda

Annexure I 8**V. INDEBTEDNESS – Not Applicable**

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in ₹)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|---------|---|-------------------------|-------------------|--|-------------------|
| | | Vishnu R Dusad | R P Singh | Parag Bhise (appointed on 16 March 2020) | |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 5,631,814 | 27,642,106 | 661,418 | 33,935,338 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 28,800 | 39,600 | 1,703 | 70,103 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | Nil | Nil | | Nil |
| 2. | Stock Option | Nil | Nil | Nil | Nil |
| 3. | Sweat Equity | Nil | Nil | Nil | Nil |
| 4. | Commission | Nil | Nil | Nil | Nil |
| | - as % of profit | Nil | Nil | Nil | Nil |
| | - Others | Nil | Nil | Nil | Nil |
| 5. | Others | Nil | Nil | Nil | Nil |
| | Employer's contribution to PF | 337,908 | 1,185,274 | 28,813 | 1,551,995 |
| | Total (A) | 5,998,522 | 28,866,980 | 691,934 | 35,557,436 |

Ceiling as per the Act ₹ 1075.56 lacs (being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)

B. Remuneration to other Directors:

(in ₹)

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|-----------|--|-------------------|------------------|------------------|------------------------|------------------|-------------------|
| | | Prithvi Haldea | S M Acharya | Elaine Mathias | Prof. Trilochan Sastry | Ritika Dusad | |
| 1. | Independent Directors | | | | | | |
| | • Fee for attending board committee meetings | 880,000 | 720,000 | 840,000 | 880,000 | | 3,320,000 |
| | • Commission* | 2,140,000 | 2,140,000 | 2,140,000 | 2,140,000 | | 8,560,000 |
| | • Others, please specify | – | – | – | – | | – |
| | Total (1) | 3,020,000 | 2,860,000 | 2,980,000 | 3,020,000 | | 11,880,000 |
| 2. | Other Non-Executive Directors | | | | | | |
| | • Fee for attending board committee meetings | NA | NA | NA | NA | 160,000 | 160,000 |
| | • Commission | – | – | – | – | 2,140,000 | 2,140,000 |
| | • Others, please specify | – | – | – | – | – | – |
| | Total (2) | – | – | – | – | 2,300,000 | 2,300,000 |
| | Total (B) = (1 + 2) | 3,020,000 | 2,860,000 | 2,980,000 | 3,020,000 | 2,300,000 | 14,180,000 |

Total Managerial Remuneration

*Overall Ceiling as per the Act ₹ 107.56 lacs (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)

Annexure I 11

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(in ₹)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|--------------------------------------|-----------------------|-------------------|
| | | CEO | Company Secretary (Poonam Bhasin) | CFO (Ashish Nanda) | Total |
| 1. | Gross salary | NA | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | 4,228,842 | 14,376,882 | 18,605,724 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | - | 39,600 | 39,600 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | Nil | Nil | Nil |
| 2. | Stock Option | | Nil | Nil | Nil |
| 3. | Sweat Equity | | | | |
| 4. | Commission | | | | |
| | - as % of profit | | Nil | Nil | Nil |
| | - others, specify... | | Nil | Nil | Nil |
| 5. | Others, please specify | | | | |
| | Employer's contribution to PF | | 224,101 | 632,738 | 856,839 |
| | Total | | 4,452,943 | 15,049,220 | 19,502,163 |

Annexure I 12

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: - Not Applicable

There were no PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES for the year ending March 31, 2020