

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	U67120DL1965PLC004338
2	Registration Date	19/02/1965
3	Name of the Company	Bajaj Capital Limited
4	Category/Sub-category of the Company	Public company limited by shares Indian Non- Government Company
5	Address of the Registered office & contact details	Mezzanine Floor, Bajaj House, 97, Nehru Place, New Delhi-110019
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC SHARE REGISTRY PRIVATE LIMITED, B-25/1, OKHLA INDUSTRIAL AREA PHASE II, NEW DELHI, South Delhi-110020

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	Activities auxiliary to financial service activities	66190	81.4
2	Other business support service activities	82990	18.6

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Bajaj Capital Investment Advisers Private Limited	U67190DL2013PTC253559	Subsidiary	95	2(87)(ii)
2	Investors India Technologies Private Limited	U74999DL2016PTC289545	Subsidiary	100	2(87)(ii)
3	Just Trade Securities Limited	U67120DL2004PLC130803	Associate	47.2	2(6)

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 [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	42,99,600	42,99,600	99.99%	-	42,99,600	42,99,600	99.99%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	42,99,600	42,99,600	99.99%	-	42,99,600	42,99,600	99.99%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	42,99,600	42,99,600	99.99%	-	42,99,600	42,99,600	99.99%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%

1	K.K. Bajaj & Sons (HUF)	16,36,800	38.07%	0	16,36,800	38.07%	0	0.00%
2	Mr. K.K.Bajaj	11,15,000	25.93%	0	11,15,000	25.93%	0	0.00%
3	Mr. Rajiv Bajaj	5,84,250	13.59%	0	5,84,250	13.59%	0	0.00%
4	Mr. Sanjiv Bajaj	5,84,250	13.59%	0	5,84,250	13.59%	0	0.00%
5	Mrs. Sanyokta Bajaj	1,98,500	4.62%	0	1,98,500	4.62%	0	0.00%
6	Mrs. Anupama Bajaj	90,400	2.10%	0	90,400	2.10%	0	0.00%
7	Mrs. Jaivani Bajaj	90,400	2.10%	0	90,400	2.10%	0	0.00%

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

NO CHANGE

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Mrs. Rachna Chopra						
	At the beginning of the year			100	0.002%	100	0.00%
	Changes during the year			-	0.000%	-	0.00%
	At the end of the year			100	0.002%	100	0.00%
2	Name: Mr. C. P. Bhatia*						
	At the beginning of the year			200	0.005%	200	0.005%
	Changes during the year			-	0.000%	200	0.005%
	At the end of the year			200	0.005%	200	0.005%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Mr. Rajiv Bajaj						
	At the beginning of the year			5,84,250	13.59%	5,84,250	13.59%
	Changes during the year			-	0.00%	5,84,250	13.59%
	At the end of the year			5,84,250	13.59%	5,84,250	13.59%

2	Name: Mr. Sanjiv Bajaj						
	At the beginning of the year			5,84,250	13.59%	5,84,250	13.59%
	Changes during the year			-	0.00%	5,84,250	13.59%
	At the end of the year			5,84,250	13.59%	5,84,250	13.59%
3	Name: Mr. Anil Kumar Chopra						
	At the beginning of the year			100	0.002%	100	0.002%
	Changes during the year			-	0.000%	100	0.002%
	At the end of the year			100	0.002%	100	0.002%
4	Name: Mr. Peter Smyth						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
5	Name: Mr. Hemant Kiran Tanna						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
6	Name: Mr. Mark Derrick Collier						
	At the beginning of the year			-	0.000%	-	0.000%
	Changes during the year			-	0.000%	-	0.000%
	At the end of the year			-	0.000%	-	0.000%
7	Name: Mr. Rajesh Relan						
	At the beginning of the year			-	0.000%	-	0.000%
	Changes during the year			-	0.000%	-	0.000%
	At the end of the year			-	0.000%	-	0.000%
8	Name: Mr. Anupam Prakash						
	At the beginning of the year			-	0.000%	-	0.000%
	Changes during the year			-	0.000%	-	0.000%
	At the end of the year			-	0.000%	-	0.000%
□							

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	626.72	415.38	-	1,042.10
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	626.72	415.38	-	1,042.10
Change in Indebtedness during the financial year				
* Addition	1,450.79	-	-	1,450.79
* Reduction	(397.61)	(415.38)	-	(812.99)
Net Change	1,053.18	(415.38)	-	637.80
Indebtedness at the end of the financial year				
i) Principal Amount	1,679.90	-	-	1,679.90
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,679.90	-	-	1,679.90

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs./Lac)
		Mr. Rajiv Bajaj	Mr. Sanjiv Bajaj	Mr. Anil Kumar Chopra*	
	Name	Mr. Rajiv Bajaj	Mr. Sanjiv Bajaj	Mr. Anil Kumar Chopra*	Total Amount (Rs./Lac)
	Designation	Vice Chairman & Managing Director	Managing Director	Group Director- Corporate Affairs (WTD)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	278.44	255.14	33.17	566.75
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	51.16	0.39	0.23	51.78
	(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	-	-	-	-
	Total (A)	329.60	255.53	33.40	618.53
	Ceiling as per the Act				As per Schedule V

*Mr. Anil Kumar Chopra retired from the employment of the Company and, consequently, ceased to be a Whole Time Director & became a Non-Executive Director of the Company w.e.f. 01/11/2018. The remuneration details are for the period from 1st April 2018 to 31st October 2018.

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
				(Rs/Lac)
1	Independent Directors	Mr. Peter Smyth	Mr. Hemant Kiran Tanna	
	Fee for attending board committee meetings	11.00	12.60	23.60
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	11.00	12.60	23.60
2	Other Non-Executive Directors	Mr. Mark Derrick Collier	Mr. Rajesh Relan	-
	Fee for attending board committee meetings	5.60	8.80	14.40
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	5.60	8.80	14.40
	Other Non-Executive Directors	Mr. Anupam Prakash	Mr. Anil Kumar Chopra	
	Fee for attending board committee meetings	7.40	6.00	13.40
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (3)	7.40	6.00	13.40
	Total (B)=(1+2+3)	24.00	27.40	51.40
	Total Managerial Remuneration			669.93
	Overall Ceiling as per the Act			70.00

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
		Designation	CEO	CFO	CS
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	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

NONE

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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Bajaj Capital Limited

Sd/-
Rajiv Bajaj
Chairman & Managing Director
DIN: 00011638

Sd/-
Sanjiv Bajaj
Vice Chairman & Managing Director
DIN: 00011686

Sd/-
Amita Jain
Company Secretary
FCS 9132