

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31st, 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: U72900MH1995PLC095642
- ii) Registration Date: 27/12/1995
- iii) Name of the Company: NSDL e-Governance Infrastructure 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: Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, 400013.
- vi) Whether listed company: No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Alankit Assignments Ltd. Alankit Heights | 3E/7 Jhandewalan Extension | New Delhi - 110055, India

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	IT enabled e-Governance Services	631	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - N.A.

Sr. NO	Name And Address Of The Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NSDL e-Governance (Malaysia) Sdn. Bhd. Suite 8-4, 4th Floor, Jalan 9/23A, medan Makmur, Off Jalan Usahawan, Setapak, 53200, Kuala Lumpur, Malaysia	N.A.	SUBSIDIARY	51	Sec 2(87)

- NSDL e-Governance (Malaysia) Sdn. Bhd. is a Subsidiary Company.
- The company has subscribed 51% of the share capital of the subsidiary.

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 1.4.2018)				No. of Shares held at the end of the year (As on 31.3.2019)				% 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 Corp.									
e) Banks / FI	27,32,000	0	27,32,000	6.83	27,32,000	0	27,32,000	6.83	0
f) Any Other...									
Sub-total (A) (1):-	27,32,000	0	27,32,000	6.83	27,32,000	0	27,32,000	6.83	0
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other...									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	27,32,000	0	27,32,000	6.83	27,32,000	0	27,32,000	6.83	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	1,40,00,000	0	1,40,00,000	35	1,36,63,000	0	1,36,63,000	34.15	(0.85)
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)AIF	1,20,00,000	0	1,20,00,000	30	1,20,00,000	0	1,20,00,000	30	0
Sub-total (B)(1):-	2,60,00,000	0	2,60,00,000	65	2,56,63,000	0	2,56,63,000	64.15	(0.85)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,12,68,000	0	1,12,68,000	28.17	1,12,68,000	0	1,12,68,000	28.17	0
ii) Overseas					3,37,000	0	3,37,000	0.84	0.84
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ESOP Holders)	0	0	0	0	5,300	0	5,300	0.01	0.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Sub-total (B)(2):-	1,12,68,000	0	1,12,68,000	28.17	1,16,10,300	0	1,16,10,300	29.02	0.85
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3,72,68,000	0	3,72,68,000	93.17	3,72,73,300	0	3,72,73,300	93.17	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4,00,00,000	0	4,00,00,000	100	4,00,05,300	0	4,00,05,300	100	0

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Administrator of the Specified Undertaking of the Unit Trust of India-DRF	27,32,000	6.83	0	27,32,000	6.83	0	0
	Total	27,32,000	6.83	0	27,32,000	6.83	0	0

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

Sr. 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	27,32,000	6.83	27,32,000	6.83
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):	-	-	-	-
3	At the End of the year	27,32,000	6.83	27,32,000	6.83

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): As on March 31, 2019

Sr. 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	NSE Investments Ltd (erstwhile known as NSE Strategic Investment Corporation Limited)	1,00,18,000	25.045	1,00,18,000	25.045
2	*IIFL Special Opportunities Fund (Transferred 5,45,827 shares on June 8, 2018)	34,40,334	8.601	28,94,507	7.236
3	IIFL Special Opportunities Fund - Series 4	2,499,178	6.248	2,499,178	6.248
4	*IIFL Special Opportunities Fund - Series 2 (Transferred 1,91,443 shares on June 8, 2018)	22,07,809	5.520	20,16,366	5.041
5	State Bank of India	20,00,000	5.000	20,00,000	5.000
6	HDFC Bank Ltd.	20,00,000	5.000	20,00,000	5.000
7	AXIS Bank Limited	20,00,000	5.000	20,00,000	5.000
8	Deutsche Bank A.G.	20,00,000	5.000	20,00,000	5.000
9	IIFL Special Opportunities Fund - Series 5	19,47,396	4.868	19,47,396	4.868
10	Citicorp Finance India Limited	12,50,000	3.125	12,50,000	3.125

* Change in % of holding in IIFL Special Opportunities Fund and IIFL Special Opportunities Fund - Series 2 is on account of internal transfers by the Shareholders within the overall holding of 30% amongst various series. Transferred on June 8, 2018.

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

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

V. INDEBTEDNESS : NIL

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Gagan Rai MD& CEO	Jayesh Sule WTD & COO	---	----	
1	Gross salary	4,37,95,924	1,80,39,950			6,18,35,874
	(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	31,09,778	44,700			31,54,478
	(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 - PF	58,86,000	31,10,400			89,96,400
	Total (A)	5,27,91,702	2,11,95,050			7,39,86,752
	Ceiling as per the Act					19,08,00,000

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Shailesh Haribhakti	Mr. C.M. Vasudev	Mr. B.N. Srikrishna	Mr. Ravi Narain	Ms. D.N. Raval	Karan Bhagat	
1	Independent Directors							
	• Fee for attending board committee meetings	6,50,000	4,50,000	5,00,000	10,50,000	6,50,000	-	33,00,000
	• Commission**	22,63,167	22,63,167	22,63,167	22,63,167	22,63,167	-	1,13,15,835
	• Others, please specify							
	Total (1)	29,13,167	27,13,167	27,63,167	33,13,167	29,13,167	-	1,46,15,835
2	Other Non-Executive Directors							
	• Fee for attending board committee meetings	4,00,000						4,00,000
	• Commission	22,63,167						22,63,167
	• Others, please specify							
	Total (2)	26,63,167						26,63,167
	Total (B)=(1+2)	55,76,334	27,13,167	27,63,167	33,13,167	29,13,167	-	1,72,79,002
	Total Managerial Remuneration							9,12,65,754
	Overall Ceiling as per the Act							20,98,91,000

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

Sr. no.	Particulars of Remuneration			
		Company Secretary	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21,84,468	60,39,485	82,23,953
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5100	26,700	31,800
	(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-PF	1,89,108	4,72,716	6,61,824
	Total	23,78,676	65,38,901	89,17,577

VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Sr. No.	Type	Sections of the Companies Act	Brief Description Penalty	Details of Punishment Compounding fees	Authority [RD I Appeal if any / NCLT made, / COURT]	Appeal if any (give Details)
A.	COMPANY (i) Penalty (ii) Punishment (iii) Compounding					
B.	DIRECTORS (i) Penalty (ii) Punishment (iii) Compounding					
C.	OTHER OFFICERS IN DEFAULT (i) Penalty (ii) Punishment (iii) Compounding					