

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; 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	71.38
2	Other business support service activities	82990	28.62

**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-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	-	4,299,600	4,299,600	99.99%	-	4,299,600	4,299,600	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%
<b>Sub Total (A) (1)</b>	-	4,299,600	4,299,600	99.99%	-	4,299,600	4,299,600	99.99%	0.00%
(2) <b>Foreign</b>									
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%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	4,299,600	4,299,600	99.99%	-	4,299,600	4,299,600	99.99%	0.00%
<b>B. Public</b>									
<b>I. Institutions</b>									
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	-	-	-	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)	1,636,800	38.07%	0	1,636,800	38.07%	0	0.00%
2	Mr. K.K.Bajaj	1,115,000	25.93%	0	1,115,000	25.93%	0	0.00%
3	Mr. Rajiv Bajaj	584,250	13.59%	0	584,250	13.59%	0	0.00%
4	Mr. Sanjiv Bajaj	584,250	13.59%	0	584,250	13.59%	0	0.00%
5	Mrs. Sanyokta Bajaj	198,500	4.62%	0	198,500	4.62%	0	0.00%
6	Mrs. Anupama Bajaj	90,400	2.10%	0	90,400	2.10%	0	0.00%
7	Mrs. Jai Vani 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%

**(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			584,250	13.59%	584,250	13.59%
	Changes during the year			-	0.00%	584,250	13.59%
	At the end of the year			584,250	13.59%	584,250	13.59%

2	Name: Mr. Sanjiv Bajaj					
	At the beginning of the year			584,250	13.59%	584,250 13.59%
	Changes during the year			-	0.00%	584,250 13.59%
	At the end of the year			584,250	13.59%	584,250 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. 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%
5	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%
6	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%
7	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%
8	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%
*Mr. C P Bhatia ceased to be the Director of the Company w.e.f. January 1, 2018						

**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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,166.91	296.51	-	1,463.42
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	1,166.91	296.51	-	1,463.42
<b>Change in Indebtedness during the financial year</b>				
* Addition	89.08	173.35	-	262.43
* Reduction	(638.64)	(54.48)	-	(693.12)
Net Change	(549.56)	118.87	-	(430.69)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	617.35	415.38	-	1,032.73
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	617.35	415.38	-	1,032.73

**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	Mr. C. P. Bhatia*	
	Name					
	Designation	Vice Chairman & Managing Director	Managing Director	Group Director- Corporate Affairs & WTD	WTD	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	130.00	130.00	57.10	13.55	330.65
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	29.70	0.39	6.83	0.30	37.22
	(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)	159.70	130.39	63.93	13.85	367.87
	Ceiling as per the Act	168.00	168.00	168.00	168.00	672.00

\*Mr. C P Bhatia ceased to be the Whole time Director of the Company w.e.f. January 1, 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	7.20	8.80	16.00
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	7.20	-	16.00
2	Other Non-Executive Directors	Mr. Mark Derrick Collier	Mr. Rajesh Relan	-
	Fee for attending board committee meetings	6.00	4.20	10.20
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	6.00	4.20	10.20
	Total (B)=(1+2)	13.20	4.20	26.20
	Total Managerial Remuneration			394.07
	Overall Ceiling as per the Act		38.00	710.00

#### 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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  
AVP (Compliance) & Company Secretary  
FCS 9132