

ANNEXURE - A

| 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: | | | | | |
| i | CIN | U65999MH2017PLC291071 | | | |
| ii | Registration Date | 10-02-2017 | | | |
| iii | Name of the Company | Piramal Capital & Housing Finance Limited | | | |
| iv | Category/Sub-category of the Company | Company Limited by shares / Indian Non-Government Company | | | |
| v | Address of the Registered office & contact details | 2nd Floor, Piramal Tower, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013 | | | |
| vi | Whether listed company | Unlisted | | | |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | N.A. | | | |
| 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 & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company | | |
| 1 | Activities of Housing Finance Companies | 64920 | 100% | | |
| III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES | | | | | |
| Sl. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
| 1 | Piramal Enterprises Limited Piramal Ananta, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai Mumbai City MH 400070 | L24110MH1947PLC005719 | Holding Company | 100% | 2(46) |

| | | | | | | | | | | |
|--|----------|----------------------|----------------------|---------------|--------------------|-------------|--------------------|---------------|-------------|-------------|
| (2) Non Institutions | | | | | | | | | | |
| a) Bodies corporates | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (B)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 0 | 180225,17,320 | 180225,17,320 | 100.00 | 18044512488 | 4832 | 18044517320 | 100.00 | 0.00 | 0.00 |

* Pursuant to the Scheme of Amalgamation, the purchase consideration of Rs. 18,04,452 lakhs for acquisition of Piramal Finance Limited and Piramal Capital Limited (the Transferor Companies) was discharged by way of issue of 18,04,45,17,320 Equity shares of Rs. 10/- each at face value per share to the shareholders of transferor companies.
Pending allotment, the face value of the shares was been shown as Equity Share Suspense. The said shares have now been allotted on the effective date i.e. 23.05.2018.

(ii) Shareholding of Promoters

| Sl. No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding 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 | Equity Share Suspense* | 18022517320 | 100.00 | 0.00 | 0 | 0.00 | 0.00 | |
| 2 | Piramal Enterprises Limited ('PEL') | 0 | 0.00 | 0.00 | 18044512488 | 100.00 | 0.00 | |
| 3 | Mr. Ajay G. Piramal (as a nominee of PEL) | 0 | 0.00 | 0.00 | 4347 | 0.00 | 0.00 | |
| 4 | Dr. Swati A. Piramal (as a nominee of PEL) | 0 | 0.00 | 0.00 | 97 | 0.00 | 0.00 | |
| 5 | Nandini A. Piramal (as a nominee of PEL) | 0 | 0.00 | 0.00 | 97 | 0.00 | 0.00 | |
| 6 | Vijay K. Shah (as a nominee of PEL) | 0 | 0.00 | 0.00 | 97 | 0.00 | 0.00 | |
| 7 | Rajesh R. Laddha (as a nominee of PEL) | 0 | 0.00 | 0.00 | 97 | 0.00 | 0.00 | |
| 8 | Leonard J. D'Souza (as a nominee of PEL) | 0 | 0.00 | 0.00 | 97 | 0.00 | 0.00 | |
| | Total | 18044517320.00 | 100.00 | 0.00 | 180445,17,320 | 100.00 | 0.00 | 0.00 |

* Pursuant to the Scheme of Amalgamation, the purchase consideration of Rs. 18,04,452 lakhs for acquisition of Piramal Finance Limited and Piramal Capital Limited (the Transferor Companies) was discharged by way of issue of 18,04,45,17,320 Equity shares of Rs. 10/- each at face value per share to the shareholders of transferor companies.
Pending allotment, the face value of the shares was been shown as Equity Share Suspense. The said shares have now been allotted on the effective date i.e. 23.05.2018.

| (iii) Change in Promoters' Shareholding | | | | | |
|--|--|---|----------------------------------|--|----------------------------------|
| SI. No. | | Shareholding at the beginning of the Year | | Cumulative Share holding during the year | |
| | | No. of Shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | Piramal Enterprises Limited | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 18044512488 | 100.00 | 18044512488 | 100.00 |
| | At the end of the year | | | 18044512488 | 100.00 |
| 2 | Mr. Ajay G. Piramal (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 4347 | 0.00 | 4347 | 0.00 |
| | At the end of the year | | | 4347 | 0.00 |
| 3 | Dr. Swati A. Piramal (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| 4 | Nandini A. Piramal (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| 5 | Vijay K. Shah (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| 6 | Rajesh R. Laddha (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| 7 | Leonard J. D'Souza (as a nominee of PEL) | | | | |
| | At the beginning of the year * | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| * Pursuant to the Scheme of Amalgamation, the purchase consideration of Rs. 18,04,452 lakhs for acquisition of Piramal Finance Limited and Piramal Capital Limited (the Transferor Companies) was discharged by way of issue of 18,04,45,17,320 Equity shares of Rs. 10/- each at face value per share to the shareholders of transferor companies. Pending allotment, the face value of the shares was been shown as Equity Share Suspende. The said shares have now been allotted on the effective date i.e. 23.05.2018. | | | | | |
| (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) | | | | | |
| SI. 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 | At the beginning of the year | 0 | 0 | 0 | 0 |
| 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.) | 0 | 0 | 0 | 0 |

| | | | | | |
|---|---|---|---|---|---|
| 3 | At the end of the year (or on the date of separation, if separated during the year) | 0 | 0 | 0 | 0 |
|---|---|---|---|---|---|

(v) Shareholding of Directors & KMP

| Sl. No. | For each of the Directors & 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 | Mr. Khushru Jijina (as a nominee of Piramal Finance Limited) | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | 30.03.2018 - Capital Reduction | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 2 | Mr. Sachin Deodhar * | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 3 | Mr. Suhail Nathani | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 4 | Mr. Shitin Desai * | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 5 | Mr. Ajay G. Piramal[§] | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 4347 | 0.00 | 4347 | 0.00 |
| | At the end of the year | | | 4347 | 0.09 |
| 6 | Dr. Swati A. Piramal[§] | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | 23.05.2018 - Allotment | 97 | 0.00 | 97 | 0.00 |
| | At the end of the year | | | 97 | 0.00 |
| 7 | Mr. Anand A Piramal | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 8 | Mr. Deepak Satwalekar | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 9 | Mr. Harish Engineer | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 10 | Mr. Kunal Shah^{§§} | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 11 | Mr. Sachin Deodhar ^{§§§} | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 12 | Ms. Ruchi Sheth[#] | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |
| 13 | Mr. Ankit Singh^{##} | | | | |
| | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | At the end of the year | | | 0 | 0.00 |

* Ceased to be director w.e.f. May 28, 2018

§ As a nominee of Piramal Enterprises Limited

§§ Resigned as a CFO w.e.f. May 28, 2018

§§§ Appointed as a CFO w.e.f. May 28, 2018

Resigned as CS w.e.f. May 28, 2019

Appointed as a CS w.e.f. May 28, 2019

| V INDEBTEDNESS (Amount Rs. In Lakhs) | | | | |
|---|---|----------------------------|-----------------|---------------------------|
| Indebtedness of the Company including interest outstanding / accrued but not due for payment | | | | |
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtness at the beginning of the financial | | | | |
| i) Principal Amount | 18,82,886.15 | 7,11,095.64 | 0.00 | 25,93,981.78 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 42,523.93 | 300.89 | 0.00 | 42,824.82 |
| Total (i+ii+iii) | 19,25,410.08 | 7,11,396.53 | 0.00 | 26,36,806.60 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 24,61,198.44 | 46,55,067.94 | 0.00 | 71,16,266.38 |
| Reduction | 16,61,265.59 | 48,18,122.58 | 0.00 | 64,79,388.17 |
| Net Change | 41,22,464.04 | 94,73,190.52 | 0.00 | 135,95,654.56 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount* | 26,82,819.00 | 5,48,041.00 | 0.00 | 32,30,860.00 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total (i+ii+iii) | 26,82,819.00 | 5,48,041.00 | 0.00 | 32,30,860.00 |

*Amortised cost as per IND AS 109

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl.No. | Particulars of Remuneration | Name of the MD/ WTD/ Manager - Mr. Khushru Jijina (appointed as Managing Director w.e.f. 28.02.2017) | Total Amount |
|---------------|---|---|---------------------|
| 1 | Gross salary | | 1737,81,608 |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961 | | |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | | |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | | |
| 2 | Stock option | | |
| 3 | Sweat Equity | | |
| 4 | Commission as % of profit others (specify) | | |
| 5 | Others, please specify | | |
| | Total (A) | | 1737,81,608 |
| | Ceiling as per the Act | As per section 197 read with Schedule V of the Companies Act, 2013 | |

B. Remuneration to other directors:

| Sl.No. | Particulars of Remuneration | Name of the Directors | | | | Total Amount |
|---------------|--|-------------------------------|---------------------------|----------------------------|--------------------------|---------------------|
| 1 | Independent Directors | Mr. Deepak Satewalekar | Mr. Suhail Nathani | Mr. Harish Engineer | Mr. Shitin Desai* | |
| | (a) Fee for attending Board/ Committee meetings | 650000 | 600000 | 650000 | 150000 | 2050000 |
| | (b) Commission | | | | | |
| | (c) Others, please specify | | | | | |
| | Total (1) | | | | | |
| 2 | Other Non Executive Directors | | | | | |
| | (a) Fee for attending board / committee meetings | | | | | |
| | (b) Commission | | | | | |

| | | | | | | |
|--|--|--|--------|--------|--------|---------|
| | (c) Others, please specify. | | | | | |
| | Total (2) | | | | | |
| | Total (B)=(1+2) | | | | | |
| | Total Managerial Remuneration (A+B) | 650000 | 600000 | 650000 | 150000 | 2050000 |
| | Overall Ceiling as per the Act. | Not applicable since the Company has only one Managerial Personnel. Sitting fees paid is within the limit of Rs. 1,00,000 per meeting as prescribed under the Act | | | | |

* Ceased to be an Independent Director w.e.f. May 28, 2018.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - Not Applicable

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | | Total | |
|---------|---|--------------------------|---------------------------------------|------------------------|--|-------------------|------------------------------|
| | | CEO | Ms. Ruchi Sheth* Company Secretary | Mr. Kunal Shah^ CFO | Mr. Ankit Singh** Company Secretary | | Mr. Sachin Deodhar*** CFO |
| 1 | Gross Salary | | 263820 | 7779780 | 27,96,940 | 502,74,679 | 611,15,219 |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 0 | | | | | |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | 0 | | | | | |
| | (c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961 | 0 | | | | | |
| 2 | Stock Option | 0 | | | | | |
| 3 | Sweat Equity | 0 | | | | | |
| 4 | Commission | 0 | | | | | |
| | as % of profit | 0 | | | | | |
| | others, specify | 0 | | | | | |
| 5 | Others, please specify | 0 | | | | | |
| | Total | 0 | 263820 | 7779780 | 27,96,940 | 502,74,679 | 611,15,219 |

* Ceased to be Company Secretary w.e.f. May 28, 2018.

^ Ceased to be CFO w.e.f. May 28, 2018.

**Appointed as Company Secretary w.e.f May 28, 2018.

***Appointed as CFO w.e.f May 28, 2018.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES -

There were no penalties/ punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on Behalf of Piramal Capital & Housing Finance Limited

Date: April 26, 2019

Place: Mumbai

Ajay Piramal
Chairman
DIN:00028116