

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS	
a. CIN	U50100TN2010PLC074572
b. Registration Date	February 11, 2010
c. Name of the Company	Shriram Automall India Limited
d. Category/Sub-Category of the Company	Commercial and Industrial
e. Address of the Registered office and contact details	Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road, Mylapore, Chennai, Tamil Nadu – 600004, Telephone No.: 044-24990356 Email Id: nitin@samil.in Website: www.samil.in
f. Whether listed company Yes / No	No
g. Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017. Tel: 044 2814 0801/02/03, Fax: 044 2814 2479
2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10 % or more of the total turnover of the company	As per Attachment (I)
3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment (II)
4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
a. Category-wise Share Holding	As per Attachment (III)
b. Shareholding of Promoters	As per Attachment (IV)
c. Change in Promoters' Shareholding (please specify, if there is no change)	As per Attachment (V)
d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment (VI)
e. Shareholding of Directors and Key	As per Attachment (VII)

Managerial Personnel	
5. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment (VIII)
6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
a. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment (IX)
b. Remuneration to Other Directors:	As per Attachment (X)
c. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	As per Attachment (XI)
7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment (XII)

ATTACHMENT (I)

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Wholesale and retail sale of used motor vehicles.	45102	96.31

ATTACHMENT (II)

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	Address of the company	CIN/GLN	Holding/Su bsidiary /Associate/ Joint Venture	No.of shares held (%)	Applicable section
1	MXC Solutions India Private Limited	C/O SurajSanghi Service Centre Dr. Annie Besant Road, Worli Mumbai, Maharashtra 400018	U74900MH2000PTC126237	Holding	55.44 (*)	2(46) of the Companies Act, 2013
2.	Adroit Inspection Services Private Limited	77-D, Pocket-1 MayurVihar Ph-1 Delhi East Delhi – 110091	U93000DL2016PTC292367	Wholly Owned Subsidiary	100(#)	2(87) of the Companies Act, 2013
3	CarTradeExchange Solutions Private Limited	12th Floor,Vishwaroop IT Park Sector – 30A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400705	U74120MH2012PTC237037	Wholly Owned Subsidiary	100(#)	2(87) of the Companies Act, 2013
4	Augeo Asset Management Private Limited	A-3/610 VI/F Milan Vihar, IP Extn. Delhi East - 110092	U67200DL2019PTC351745	Subsidiary	54.85	2(87) of the Companies Act, 2013

(*) Includes 60 fully paid equity shares of Rs. 10/- each held by five nominee shareholders out of which four nominee shareholders hold 10 equity shares each of Rs. 10/- each fully paid up and one nominee shareholder holds 20 equity shares of Rs. 10/- each fully paid up on behalf and for the benefit of MXC Solutions India Private Limited.

(#) Includes 6 fully paid equity shares of Rs. 10/- each held by six nominee shareholders each holding 1 equity share of Rs. 10/- each fully paid up on behalf and for the benefit of ShriramAutomall India Limited.

ATTACHMENT (III)

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

a) Category-wise Shareholding

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	
A	<u>PROMOTERS</u>									
1	Indian									
A	Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
B	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
C	State Governments	0	0	0	0.00	0	0	0	0.00	0.00
D	Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
E	Banks / FIs	0	0	0	0.00	0	0	0	0.00	0.00
F	Any other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total A(1)	0	0	0	0.00	0	0	0	0	0.00
2	Foreign									
A	NRI – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
B	Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
C	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
E	Banks / Fis	0	0	0	0.00	0	0	0	0.00	0.00
E	Any other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total A(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total shareholding of Promoter (A)= (A)(1) +(A)(2)	0	0	0	0.00	0	0	0	0	0.00
B	<u>Public Shareholding</u>									
1	<u>Institutions</u>									
A	Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
B	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
C	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
D	State Governments	0	0	0	0.00	0	0	0	0.00	0.00
E	Venture capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
F	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
G	FII's	0	0	0	0.00	0	0	0	0.00	0.00

H	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
I	Any other (Specify)	0	0	0	0.00	0	0	0	0	0
	Sub Total B(1)	0	0	0	0.00	0	0	0	0.00	0.00
2	Non-Institutions									
A	Bodies Corporate									
(i)	Indian	29999970	30	30000000*	100.00	29999970	30	30000000*	100.00	0.00
(ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b	Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	0	0	0	0.00	0	0	0	0.00	0.00
C	Any other Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
	Total Public Shareholding (B)= (B)(1)+(B)(2)	29999970	30	30000000*	100.00	29999960	40	30000000*	100.00	0.00
C	<u>Shares held by Custodians for GDRs and ADRs</u>	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A) + (B) + (C)	29999970	30	30000000*	100.00	29999970	30	30000000*	100.00	0.00

Note:

(*) Includes 60 fully paid equity shares of Rs. 10/- each held by five nominee shareholders out of which four nominee shareholders hold 10 equity shares each of Rs. 10/- each fully paid up and one nominee shareholder holds 20 equity shares of Rs. 10/- each fully paid up on behalf and for the benefit of MXC Solutions India Private Limited.

ATTACHMENT (IV)

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

b) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2019)			Shareholding at the end of the year(31/03/2020)			% change in shareholding during the year(01/04/2019 to 31/03/2020)
		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	
NOT APPLICABLE								

ATTACHMENT (V)

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

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

Sr. No.	Particular	Shareholding at the beginning of the year (01/04/2019)		Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NOT APPLICABLE					

ATTACHMENT (VI)

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

d) Shareholding Pattern of top ten Shareholders (other than Directors Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (01/04/2019)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)	
		No. of Shares	% of total shares of the Company					No. of Shares	% of total shares of the Company
1.	MXC Solutions India Private Limited	1,66,30,375	55.44	-	-	-	-	1,66,30,375	55.44
2.	Shriram Transport Finance Limited	1,33,69,565	44.56	-	-	-	-	1,33,69,565	44.56
3.	Automotive Exchange Private Limited (*)	20	0.00	-	-	-	-	20	0.00

(*) Nominee shareholder holds 20 equity shares of Rs. 10/- each fully paid up on behalf and for the benefit of MXC Solutions India Private Limited.

ATTACHMENT (VII)

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

e) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the Year (01/04/2019)		Date	Increase / Decrease in Share holding	% of Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01/04/2019 to 31/03/2020)	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
A	Directors								
1	Mr. Sameer Malhotra (*)	10	0.00	-	-	-	-	10	0.00
2	Mr. Vinay Sanghi (*)	10	0.00	-	-	-	-	10	0.00
3	Ms. Aneesha Menon (*)	10	0.00	-	-	-	-	10	0.00
4	Mr. Akshay Shankar (*)	10	0.00	-	-	-	-	10	0.00
B	Key Managerial Personnel								
1	NA	-	-	-	-	-	-	-	-

(*) 40 fully paid equity shares of Rs. 10/- each held by 4 nominee shareholders equally on behalf of and for the benefit of MXC Solutions India Private Limited.

ATTACHMENT (VIII)

5. INDEBTENDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2020

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

ATTACHMENT (IX)

6. 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 (Rs.)
		Sameer Malhotra – CEO and Whole-time Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,06,77,996	1,06,77,996
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option*	3,70,34,798	3,70,34,798
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others, please specify		
	PF Contribution	4,60,800	4,60,800
	NPS Contribution		
	Total (A)	4,81,73,594	4,81,73,594

Note:

The Ceiling on remuneration of CEO and Whole-time Director as per Section 197 of the Companies Act, 2013 is Rs. 207.71 lakhs i.e. 5% of the profit computed as per Section 198 of the Act. Save and except the CEO no other Whole-time Director or Manager is appointed. For further details, kindly refer paragraph titled “Payment of Remuneration to CEO and Whole Time Director” on page no 15.

* These Stock Options are granted/vested as on March 31, 2020.

ATTACHMENT (X)

b) Remuneration to Other Directors:

Sr. No.	Name of Directors	Particulars of Remuneration			
		Fee for attending Board/ Committee meetings	Commission	Others, please specify	Total Amount (in Rs.)
1.	Independent Directors				
	Mr. Lakshminarayanan	2,20,000	Nil	Nil	2,20,000
	Mrs. Kishori Udeshi	1,25,000	Nil	Nil	1,25,000
	Total (1)	3,45,000	Nil	Nil	3,45,000
2.	Other Non-Executive Directors				
	Mr. UmeshRevankar	Nil	Nil	Nil	Nil
	Mr. Vinay Sanghi	Nil	Nil	Nil	Nil
	Ms. AneeshaMenon	Nil	Nil	Nil	Nil
	Mr. Akshay Shankar	Nil	Nil	Nil	Nil
	Mr. Vikram Alva	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B) (1+2)	3,45,000	Nil	Nil	3,45,000

Note:

The Ceiling on remuneration to Directors other than Managing Director, Whole-time Director and/or Managing Rs. 41.5 lakhs i.e. 1% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

ATTACHMENT (XI)

c) Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs.)
		Company Secretary	CFO	
		Nitin Lokhande	Satish Kumar Garg	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,84,383	38,95,807	49,80,190
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	1,30,860	2,61,719	3,92,579
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	PF Contribution	21,600	1,44,000	1,65,600
	Total	12,36,843	43,01,526	55,38,369

ATTACHMENT (XII)

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

**For and on behalf of the Board of Directors of
Shriram Automall India Limited**

Sd/-

Place: New Delhi
Date: June 08, 2020

S. Lakshminarayanan
Chairman
(DIN: 02808698)