

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 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:

Particulars	Details
CIN	U65191TN1989PTC018026
Registration date	11/09/1989
Name of the Company	Orange Retail Finance India Private Limited
Category/Sub-Category of the Company	Company limited by shares / Indian non-govt Company
Address of the Registered office and contact details	No.5, 5 th Main Road, Kasturibai Nagar, Adyar, Chennai – 600020.
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Registry Management Services Private Limited

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: -

SI. No.	Name and Description of main products / services	NIC Code of the Product/ services	% to total turnover of the company
1.	Non-Banking financial services - Interest income	64920	64.36
2.	Non-Banking financial services – Processing charges & other receipts	64990	26.80
	Total		91.16

III. Particulars of Holding, Subsidiary and Associate Companies –

S.No.	Name of the company	Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of shares held	Applicable Section
NA						

a) NRI- Individuals	-	-	-	0.00	-	-	-	0.00	0.00
b) Other – Individuals	-	-	-	0.00	-	-	-	0.00	0.00
c) Bodies Corporate	-	-	-	0.00	-	-	-	0.00	0.00
d) Banks/FI	-	-	-	0.00	-	-	-	0.00	0.00
e) Any other	-	-	-	0.00	-	-	-	0.00	0.00
SUB TOTAL (A) (2)	-	-	-	0.00	-	-	-	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	-	47,000	47,000	26.14	-	51,496	51,496	15.06	(11.08)
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Fund	-	-	-	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.	-	-	-	0.00	-	-	-	0.00	0.00

e) Venture Capital Fund	-	-	-	0.00	-	-	-	0.00	0.00
f) Insurance Companies	-	-	-	0.00	-	-	-	0.00	0.00
g) FIs	-	-	-	0.00	-	-	-	0.00	0.00
h) Foreign Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	0.00
i) Others (specify)	-	-	-	0.00	-	-	-	0.00	0.00
SUB TOTAL (B)(1):	-	-	-	0.00	-	-	-	0.00	0.00
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1,20,792	-	1,20,792	67.16	1,18,792	75,941	1,94,733	56.96	(10.2)
ii) Overseas	-	-	-	0.00	-	21,669	21,669	6.34	6.34
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	0.00	-	2,608	2,608	0.76	0.76

ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	12,049	-	12,049	6.7	14,049	49,141	63,190	18.48	11.78
Qualified Foreign Investor / Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
c) Others (specify)									
Non Resident Indians There were no foreign national who held shares during the year 2018-2019. There were only NRI's who held shares during the year 2018-2019. This row shows the consolidated shareholdings of all the NRI's who held shares during the year 2018-2019.	-	-	-	0.00	-	5,235	5,235	1.53	1.53
Trust	-	-	-	0.00	-	2,979	2,979	0.87	0.87
SUB TOTAL:(B) (2)	1,32,841	-	1,32,841	73.86	1,32,841	1,57,573	2,90,414	84.94	11.08
Total Public Shareholding (B) = (B) (1) + (B) (2)	1,32,841	-	1,32,841	73.86	1,32,841	1,57,573	2,90,414	84.94	11.08

C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	0.00	0.00%
Grand Total (A+B+C)	1,32,841	47,000	1,79,841	100	1,32,841	2,09,069	3,41,910	100	0.00%

(ii) Shareholding of Promoters								
Sl No.	Promoter's Name	Shareholding at the beginning of the year			Shareholding 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	Mr. Ebenezer Daniel Godwin Gnanadurai	23,500	13.07	0.00%	25,748	7.53	0.00%	(5.54)
2	Mr. Mahesh Seshadari	23,500	13.07	0.00%	25,748	7.53	0.00%	(5.54)
	TOTAL	47,000	26.14%	0.00%	51,496	15.06%	0.00%	(11.08)

(iii) Change in Promoter's Shareholding (Promoter wise) including Date wise increase / decrease in each of the Promoter's Shareholding during the year specifying the reasons for increase / decrease

S.No	Name of the Promoter	Shareholding at the beginning of the year		Date of change in shareholding	Increase/decrease in shareholding	Reason for increase/decrease	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. Ebenezer Daniel Godwin Gnanadurai	23,500	13.07	14 th January 2019	Increase of 2248 Equity shares	Allotment of Equity shares	25,748	7.53
	Shareholding at the end of the year	25,748	7.53					
2	Mr. Mahesh Seshadari	23,500	13.07	18 th January 2019	Increase of 2248 Equity shares	Allotment of Equity shares	25,748	7.53
	Shareholding at the end of the year	25,748	7.53					

(iv) Shareholding Pattern of top ten Shareholders (other than Directors & Promoters and holders of GDRs and ADRs)

S.No	Name of the Promoter	Shareholding at the beginning of the year		Date of change in shareholding	Increase/decrease in shareholding	Reason for increase/decrease	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	A R Chadha and Co India Private	1,20,792	67.16	7 th February 2019	Decrease - 2,000 Equity	Transfer of shares to Mr. IAS Balamurugan	1,18,792	34.74

	Limited				shares			
				9 th February 2019	Increase – 37,805 Equity shares	Allotment of Equity shares on conversion of Compulsorily convertible preference shares	1,56,597	45.80
				25 th March 2019	Increase – 7,449 Equity shares	Allotment of Equity shares	1,64,046	47.98
	Shareholding at the end of the year	1,64,046	47.98					
2	Granite Hill Opportunities Fund II LP	-	-	9 th February 2019	Increase – 11,240 Equity shares	Allotment of Equity shares on conversion of Compulsorily convertible preference shares	11,240	3.29
				25 th March 2019	Increase – 10,429 Equity shares	Allotment of Equity shares	21,669	6.34
	Shareholding at the end of the year	21,669	6.34					
3	Mr. V P Nandakumar	-	-	9 th February 2019	Increase – 11,240 Equity shares	Allotment of Equity shares on conversion of Compulsorily convertible preference shares	11,240	3.29
				25 th March 2019	Increase – 1,490 Equity shares	Allotment of Equity shares	12,370	3.72
	Shareholding at the end of the year	12,370	3.72					
4	Atma Ram Builders Private	-	-	9 th February 2019	Increase – 4,496 Equity	Allotment of Equity shares on conversion of	4,496	1.31

	Limited				shares	Compulsorily convertible preference shares		
				30 th March 2019	Increase – 7,449 Equity shares	Allotment of Equity shares	11,945	3.49
	Shareholding at the end of the year	11,945	3.49					
5	Dominor Investment Holding LLP	-	-	9 th February 2019	Increase – 6,744 Equity shares	Allotment of Equity shares on conversion of Compulsorily convertible preference shares	6,744	1.97
	Shareholding at the end of the year	6,744	1.97					
6	Mr. Bhanu Chopra	-	-	30 th March 2019	Increase – 5959 Equity shares	Allotment of Equity shares	5,959	1.74
	Shareholding at the end of the year	5,959	1.74					
7 (A)	Ms. Jyothi Prasannan	-	-	25 th March 2019	Increase – 4469 Equity shares	Allotment of Equity shares	4,469	1.31
	Shareholding at the end of the year	4,469	1.31					
7 (B)	Beeline Impex Private Limited	-	-	25 th March 2019	Increase – 4469 Equity shares	Allotment of Equity shares	4,469	1.31
	Shareholding at the end of the year	4,469	1.31					
8	Mr. Jitendra	-	-	9 th February	Increase –	Allotment of Equity	2,248	0.66

	Gupta			2019	2248 Equity shares	shares on conversion of Compulsorily convertible preference shares		
		-	-	30 th March 2019	Increase - 1,490 Equity shares	Allotment of Equity Shares	3,738	1.09
	Shareholding at the end of the year	3,738	1.09					
9	Mr. Shailesh Mehta	-	-	21 st January 2019	Increase - 3372 Equity shares	Allotment of Equity Shares on conversion of warrants	3,372	0.99
	Shareholding at the end of the year	3,372	0.99					
10 (A)	Mr. Pran Mehra	-	-	30 th March 2019	Increase - 2979 Equity shares	Allotment of Equity Shares	2,979	0.87
	Shareholding at the end of the year	2,979	0.87					
10(B)	Piano Forte Fiduciary Services Private Limited (Managing Trustee of Vikramaditya Mohan Thapar Family Trust)	-	-	30 th March 2019	Increase - 2979 Equity shares	Allotment of Equity Shares	2,979	0.87
	Shareholding at the end of the year	2,979	0.87					

(V) Shareholding of Directors and Key Managerial Personnel

S.No	Name of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Date of change in shareholding	Increase/decrease in shareholding	Reason for increase/decrease	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. Ebenezer Daniel Godwin Gnanadurai	23,500	13.07	14 th January 2019	Increase of 2248 Equity shares	Allotment of Equity shares	25,748	7.53
	Shareholding at the end of the year	25,748	7.53					
2	Mr. Mahesh Seshadari	23,500	13.07	18 th January 2019	Increase of 2248 Equity shares	Allotment of Equity shares	25,748	7.53
	Shareholding at the end of the year	25,748	7.53					
3	Mr. IAS Balamurugan	12,049	6.70	7 th February 2019	Increase 2000 Equity shares	Transfer of Equity shares from A R Chadha and Co India Private Limited	14,049	4.11
				9 th February 2019	Increase of 3535 Equity shares	Conversion of Compulsorily convertible preference shares to Equity shares	17,584	5.14
				30 th March 2019	Increase of 1490 Equity shares	Allotment of Equity shares	19,074	5.58
	Shareholding at the end of the year	19,074	5.58					
4	Mr. Ashvin	-	-	9 th February	Increase of 2248	Conversion of	2,248	0.66

	Chadha			2019	Equity shares	Compulsorily convertible preference shares to Equity shares		
				25 th March 2019	Increase of 1490 Equity shares	Allotment of Equity shares	3,738	1.09
	Shareholding at the end of the year	3,738	1.09					

None of the Key Managerial Personnel other than mentioned above holds any shares in the Company

V. Indebtedness**(In Rs)****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	28,66,02,776	12,20,00,000	-	40,86,02,776
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	13,65,288		-	13,65,288
Total (i+ii+iii)	28,79,68,064	12,20,00,000	-	40,99,68,064
Change in Indebtedness during the financial year				
Addition	1,28,50,00,000	20,00,00,000	-	1,48,50,00,000
Reduction	27,77,18,372	32,20,00,000*	-	59,97,18,372

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Net Change	1,00,72,81,628	(12,20,00,000)	-	88,52,81,628
Indebtedness at the end of the financial year				
(i) Principal Amount	129,38,84,404	-	-	129,38,84,404
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	75,18,782	-	-	75,18,782
Total (i+ii+iii)	1,30,14,03,186	-	-	1,30,14,03,186

* Rs.15,70,00,000 of unsecured loan from directors was converted into equity shares during the financial year 2018-19.

VI. Remuneration of Directors and Key Managerial Personnel

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

SI No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Mr. Ebenezer Daniel Godwin Gnanadurai	Mr. Mahesh Seshadari	
		Executive Director	Executive director	
1	Gross Salary	38,40,827	32,78,741	71,19,568
	(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	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL

SI No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Mr. Ebenezer Daniel Godwin Gnanadurai	Mr. Mahesh Seshadari	
	- As % of profit - Others specify			
5	Others, please specify	NIL	NIL	NIL
	Total (A)	38,40,827	32,78,741	71,19,568
	**Ceiling as per the Act			

* Mr. Ebenezer Daniel Godwin Gnanadurai was appointed as Managing Director and Chief Executive officer on 1st April 2019.

**The overall limit as specified under section 197 of the Companies Act 2013 is not applicable to Private Companies.

B. Remuneration to other directors:

There are no directors drawing remuneration of any kind other than aforesaid Directors.

C. Remuneration to Key Managerial Personnel other than MD / Manager /Whole time Director

SI No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	*Company Secretary	*CFO	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-	13,746	68,496	82,242
	(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	NIL	NIL	NIL	
3	Sweat Equity	NIL	NIL	NIL	
4	Commission - As % of profit - Others specify	NIL	NIL	NIL	
5	Others, please specify	NIL	NIL	NIL	
	Total		13,746	68,496	82,242

*Appointed with effect from 18th March 2019.

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

PLACE: CHENNAI

DATE: 23.09.2019

By Order of the Board

FOR ORANGE RETAIL FINANCE INDIA PRIVATE LIMITED

Sd/-

EBENEZER DANIEL GODWIN GNANADURAI

MANAGING DIRECTOR

DIN:06672917

Sd/-

MAHESH SESHADARI

DIRECTOR

DIN:06672926