

**MGT-9**

[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	U65920MH1994PTC077480
ii.	Registration Date	04-April-1994
iii.	Name of the Company	Shapoorji Pallonji Finance Private Limited
iv.	Category/ Sub-Category of the Company	Private Company Limited by shares-Indian Non-Government Company
v.	Address of the Registered Office and contact details	SP Center, Courtyard 10B, 41/44 Minoo Desai Road, Colaba, Mumbai – 400 005.
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-101, 247 Park, LBS MARG, Vikhroli (West) - 400083 Phone: +91 22 49186000 <a href="http://www.linkintime.co.in">www.linkintime.co.in</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:

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% of total turnover of the Company
1	Financial Services (NBFC)	997113	99.96

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Shapoorji Pallonji And Company Private Limited 70, Nagindas Master Road, Fort, Mumbai - 400023.	U45200MH1943PTC003812	Holding Company	53.082	2(87)

**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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoters									
(1) Indian									
(a) Individual/HUF	-	25000	25000	0.01	-	25000	25000	0.01	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	153925907	-	153925907	53.08	153925907	-	153925907	53.08	-

(e) Banks/ FI	-	-	-	-	-	-	-	-	-
(f) Any Other...	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1)</b>	<b>1539259 07</b>	<b>25000</b>	<b>1539509 07</b>	<b>53.09</b>	<b>15392590 7</b>	<b>25000</b>	<b>1539509 07</b>	<b>53.09</b>	<b>-</b>
(2) Foreign									
(a) NRIs- Individuals	-	50000	50000	0.02	-	50000	50000	0.02	-
(b) Other- Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any Other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	<b>-</b>	<b>50000</b>	<b>50000</b>	<b>0.02</b>	<b>-</b>	<b>50000</b>	<b>50000</b>	<b>0.02</b>	<b>-</b>
<b>Total Sharehold ing of Promoter (A)= (A)(1)+(A)( 2)</b>	<b>1539259 07</b>	<b>75000</b>	<b>1540009 07</b>	<b>53.11</b>	<b>15392590 7</b>	<b>75000</b>	<b>1540009 07</b>	<b>53.11</b>	<b>-</b>
<b>B. Public Shareholding</b>									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	-	4000	4000	0.00	-	4000	4000	0.00	-
(ii) Oversea s	1359263 89	-	1359263 89	46.88	13592638 9	-	1359263 89	46.88	-
(b) Individuals									

(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh		45000	45000	0.01	-	45000	45000	0.01	-
(c) Others	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(2):</b>	<b>135926389</b>	<b>49000</b>	<b>135975389</b>	<b>46.89</b>	<b>135926389</b>	<b>49000</b>	<b>135975389</b>	<b>46.89</b>	<b>-</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>135926389</b>	<b>49000</b>	<b>135975389</b>	<b>46.89</b>	<b>135926389</b>	<b>49000</b>	<b>135975389</b>	<b>46.89</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>289852296</b>	<b>124000</b>	<b>289976296</b>	<b>100</b>	<b>289852296</b>	<b>124000</b>	<b>289976296</b>	<b>100</b>	<b>-</b>

#### Shareholding of Promoters

Sr. No.	Shareholder'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	Shapoorji Pallonji And Company Private Limited	153925907	53.08	Nil	153925907	53.08	Nil	Nil
2	Mr. Shapoorji Pallonji Mistry	50000	0.02	Nil	50000	0.02	Nil	Nil
3	Mr. Cyrus Pallonji Mistry	25000	0.01	Nil	25000	0.01	Nil	Nil
	<b>Total</b>	<b>154000907</b>	<b>53.11</b>	<b>-</b>	<b>154000907</b>	<b>53.11</b>	<b>-</b>	<b>-</b>

**Change in Promoters' Shareholding – During the year under review there has been no change in Promoters Shareholding**

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding at the end of 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 Promoters shareholding during the year specifying the reasons for increase/ decrease				
3	At the End of the year				
1.	At the beginning of the year-				
2.	Date wise increase/ decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease				
	Total				

**ii. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
For Each of the Top 10 Shareholders		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
A.	Investment Opportunities IV Pte. Ltd.				
1.	At the beginning of the year	135926389	46.88		
2.	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease	Nil	Nil		
3.	At the End of the year (or on the date of separation, if separated during the year)	135926389	46.88	135926389	46.88
B.	Ms. Rohiqa Cyrus Mistry				
1	At the beginning of the year	25000	0.01		
2	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease	Nil	Nil		
3	At the End of the year (or on the date of separation, if separated during the year)	25000	0.01	25000	0.01
C	Ms. Aloo Tata				
1	At the beginning of the year	20000	0.00	-	-
2.	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease	Nil	Nil	-	-
3.	At the End of the year (or on the date of separation, if separated during the year)	20000	0.00	20000	0.00
D	Abhipreet Trading Pvt. Ltd.				
1.	At the beginning of the year	4000	0.00		
2	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease	Nil	Nil		
3	At the End of the year (or on the date of separation, if separated during the year)	4000	0.00	4000	0.00

iii.

**Shareholding of Directors and Key Managerial Personnel:**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
I.	For Each of the Directors and KMP				
A	At the beginning of the year				
(i)	Mr. Shapoor Mistry	50000	0.02		
B	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease	Nil			
C	At the End of the year	50000	0.02	50000	0.02

**C. INDEBTEDNESS**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans **	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i)Principal Amount	387,458,893	2,000,000,000	-	2,387,458,893
(ii)Interest due but not accrued	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	387,458,893	2,000,000,000	-	2,387,458,893
Change in Indebtedness during the financial year				
· Addition	4,587,335,794	6,670,000,000	-	11,257,335,794
· Reduction	100,000,000	8,470,000,000	-	8,570,000,000
Net Change	4,874,794,687	200,000,000	-	5,074,794,687
Indebtedness at the end of the financial year				
(i)Principal Amount	4,874,794,687	200,000,000	-	5,074,794,687
(ii)Interest due but not accrued	-	-	-	-
(iii)Interest accrued but not due	13,694,384	838,356	-	14,532,740
Total (i+ii+iii)	4,888,489,071	200,838,356	-	5,089,327,427

\*\* include Commercial papers

Shapoorji Pallonji Finance Private Limited

Registered & Corporate Office – SP Centre, Courtyard 10B, 41/44 Minoo Desai Road, Colaba, Mumbai – 400005

Tel No.- +91 22 67490000 Fax No. +91 22 66338176

CIN: U65920MH1994PTC077480

**D. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager: During the year under review the Company did not have Managing Director / Whole-time Director / Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount (in Rs.)
		Mr. Sanjay Hinduja, Managing Director & CEO	WTD	Manager	
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) of the Income tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	43,300,008 6,670,903 -	- - -	- - -	43,300,008 6,670,903 -
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -as % of profit -others	-	-	-	-
5.	Others	-	-	-	-
	Total (A)	49,970,911	-	-	49,970,911

**Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
	(1)Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
	(2) Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil

**B. Remuneration to Key Managerial Personnel other than MD/Manger/WTD**

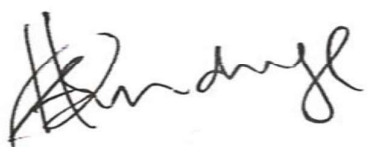
Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Pankaj Gupta, CFO	Ms. Preeti Chhabria, CS	Total
1.	Gross salary (a)Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	7,643,400 188,029	5,175,900 -	12,819,300 188,029

	(b)Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of the Income tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit -others	-	-	-
5.	Others	-	-	-
	Total (A)	7,831,429	5,175,900	13,007,329

**E. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENSES:**


Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any
<b>A.Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B.Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C.Other Officers in Default</b>					
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  
Shapoorji Pallonji Finance Private Limited**



**Sanjay Hinduja**  
Managing Director & CEO  
DIN: 00388123

June 18, 2019



**Jai Mavani**  
Non-Executive Director  
DIN: 05260191