

AGC Networks Limited Equinox Business Park Tower 1, Off BKC LBS Marg, Kurla (West) Mumbai 400 070 India T +91 22 6661 7272

www.agcnetworks.com

# FORM NO. MGT 9

#### EXTRACT OF ANNUAL RETURN AS ON THE 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:

| 1. | CIN  | L32200MH1986PLC040652   |
|----|--|---|
| 2. | Registration Date  | 19-08-1986  |
| 3. | Name of the Company  | AGC Networks Limited  |
| 4. | Category/Sub-category of the Company                                       | Public Company / Limited by shares  |
| 5. | Address of the Registered office & contact details                         | Equinox Business Park, (Peninsula Techno Park) Off. Bandra Kurla Complex, LBS Marg, Kurla West, Mumbai – 400070, Maharashtra, India Tel: +91 22 6661 7272 Fax: +91 22 6661 7405 |
| 6. | Whether listed company   | Yes   |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Datamatics Business Solutions Limited, Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East), Mumbai–400093 Tel: +91 22 6671 2001-2006 Fax: +91 22 6671 2209                   |

*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<br>Product/service | % to total turnover of the company |
|---------|--|------------------------------------|------------------------------------|
| 1       | Computer programming, consultancy and related services | 620                                | 100%                               |

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

| Sr. | Name of the       | Address of the Company      | CIN/GLN    | Holding/    | % of   | Applicable |
|-----|-------------------|-----------------------------|------------|-------------|--------|------------|
| No. | Company           |                             |            | Subsidiary/ | shares | Section    |
|     |                   |                             |            | Associate   | held#  |            |
| 1.  | AGC Networks Pte. | 50 Raffles Place            | 200921052H | Subsidiary  | 100%   | 2(87)(ii)  |
|     | Ltd               | #32-01 Singapore Land Tower |            |             |        |            |
|     |                   | Singapore 048623            |            |             |        |            |



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|-----|---|---|---------------------------|------------|-------------|------------|
| 2.  | AGC Networks<br>Australia Pty Limited                 | G Avaya House , 123 Epping<br>Road, Macquarie Park, NSW<br>2113   | 110 810 298               | Subsidiary | 100%        | 2(87)(ii)  |
| 3.  | AGC Networks Inc.                                     | 222 W. Las Colinas Blvd., Suite<br>200, North Tower, Irving,  | N.A.                      | Subsidiary | 100%        | 2(87)(ii)  |
| 4.  | AGC Networks<br>Philippines Inc.                      | 4/F Jaka Building 6780, Ayala<br>Avenue, Makati City,<br>Philippines 1226   | CS201503880               | Subsidiary | 100%        | 2(87)(ii)  |
| 5.  | AGC Networks &<br>Cyber Solutions<br>Limited. (Kenya) | L.R.No. LR1870/1/215, The<br>Oval Office # 2,3, 2nd Floor,<br>Off Ring Road, Westlands<br>P.O. Box 45742-00100,<br>Nairobi, Kenya | PVT/2016/<br>021534       | Subsidiary | 100%        | 2(87)(ii)  |
| 6.  | AGC Networks LLC<br>(Dubai)                           | Building No. 4, Unit No. 508 & 509, Level 5, Building 4, Emaar Business Park, Sheikh Zayed Road, Dubai, PO Box 58569              | License No.<br>775654     | Subsidiary | 100%*       | 2(87)(ii)  |
| 7.  | AGC Networks LLC<br>(Abu Dhabi)                       | Al Nayadi Building No.115,<br>Office No. 701, Sheikh Rashid<br>Bin Saeed St., Airport Road, PO<br>BOX 128161, Abu Dhabi, UAE      | License No.<br>CN-2327412 | Subsidiary | 100%*       | 2(87)(ii)  |
| 8.  | AGC Neworks New<br>Zealand Limited                    | PO Box 47 877, Ponsonby<br>Auckland 1144 New Zealand  | 7081774                   | Subsidiary | 100%        | 2(87)(ii)  |
| 9.  | AGCN Solutions Pte<br>Ltd                             | 16 Collyer Quay, #20-00<br>Income at Raffles, Singapore   | 201631691H                | Subsidiary | 100%        | 2(87)(ii)  |
| 10. | BBX Main Inc.   | 1209 Orange Street<br>Wilmington, DE 19801  | 7047292                   | Subsidiary | 100%        | 2(87)(ii)  |
| 11. | BBX Inc.  | 1209 Orange Street<br>Wilmington, DE 19801  | 7003804                   | Subsidiary | 100%        | 2(87)(ii)  |
| 12. | Black Box Corporation                                 | 1209 Orange Street<br>Wilmington, DE 19801  | 2128702                   | Subsidiary | 100%        | 2(87)(ii)  |
| 13. | ACS Communications, Inc.                              | 1999 Bryan Street, Suite 900<br>Dallas, TX 75201  | 79471900                  | Subsidiary | 100%        | 2(87)(ii)  |
| 14. | ACS Dataline, LP                                      | 1999 Bryan Street, Suite 900<br>Dallas, TX 75201  | 11590410                  | Subsidiary | 100%        | 2(87)(ii)  |
| 15. | ACS Investors, LLC                                    | 1209 Orange Street<br>Wilmington, DE 19801  | 2982976                   | Subsidiary | 100%        | 2(87)(ii)  |
| 16. | BB Technologies, Inc.                                 | 1209 Orange Street<br>Wilmington, DE 19801  | 2283083                   | Subsidiary | 100%        | 2(87)(ii)  |
| 17. | BBOX Holdings<br>Mexico LLC                           | 1209 Orange Street<br>Wilmington, DE 19801  | 5488741                   | Subsidiary | 100%        | 2(87)(ii)  |
| 18. | BBOX Holdings<br>Puebla LLC                           | 1209 Orange Street<br>Wilmington, DE 19801  | 5488746                   | Subsidiary | 100%        | 2(87)(ii)  |
| 19. | Black Box A/S   | Industriholmen 51, 2650   | 26348471                  | Subsidiary | 100%        | 2(87)(ii)  |



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|-----|--|--|------------------------|------------|-------------|----------------------|
| 20. |  | 860 Denison Street   | 1893113                | Subsidiary | 100%        | 2(87)(ii)            |
|     | Corporation  | Units 10 and 11<br>Markham, Ontario L3R 4H1  |                        |            |             |                      |
| 21. | Black Box Chile S.A.                                 | Los Militares 4290, 8th Floor,<br>Las Condes, Santiago   | 96.629.810-3           | Subsidiary | 100%        | 2(87)(ii)            |
| 22. | Black Box<br>Comunicaciones, S.A.                    | Avenida de la Industria 32,<br>28108 Alcobendas, Madrid  | A-79256004             | Subsidiary | 100%        | 2(87)(ii)            |
| 23. | Black Box<br>Corporation of<br>Pennsylvania          | 1209 Orange Street<br>Wilmington, DE 19801   | 2280129                | Subsidiary | 100%        | 2(87)(ii)            |
| 24. | · ·  | S. de R.L. de C.V. 401-402, Colonia Florida,<br>Delegación Villa Álvaro<br>Obregón, Mexico City,<br>Federal District 01030 |                        | Subsidiary | 100%        | 2(87)(ii)            |
| 25. | Black Box Deutschland<br>GmbH                        | HRB 75072  | Subsidiary             | 100%       | 2(87)(ii)   |                      |
| 26. | Black Box do Brasil<br>Industria e Comercio<br>Ltda. | ck Box do Brasil Avenida Ceci, no 6, Centro<br>ustria e Comercio Empresarial Tamboré,                                      |                        | Subsidiary | 100%        | 2(87)(ii)            |
| 27. | Co., Ltd.  | Room 1404-08, 14/F (Room<br>1704-08, the nominal floor<br>17/F), No. 331 North Caoxi<br>Road, Xuhui District, Shanghai     | 91310000MA<br>1FRA920T | Subsidiary | 100%        | 2(87)(ii)            |
| 28. | <u> </u>   | Konalantie 47B, 00390<br>Helsinki  | 1612213-3              | Subsidiary | 100%        | 2(87)(ii)            |
| 29. | Black Box France                                     | Silic 195, 46 rue de la<br>Couture, 94150 Rungis   | 385 321 039            | Subsidiary | 100%        | 2(87)(ii)            |
| 30. | Black Box GmbH                                       | Hegelgasse 8/22, 1010  | FN 80439 v             | Subsidiary | 100%        | 2(87)(ii)            |
| 31. | Black Box Holdings<br>Ltd.                           | Fourth Floor, One Capital<br>Place, P.O. Box 847 GT<br>Grand Cayman KY1-1103   | 314195                 | Subsidiary | 100%        | 2(87)(ii)            |
| 32. | Black Box<br>International B.V.                      | Zonnebaan 39, 3542 EB<br>Utrecht   | 66400740               | Subsidiary | 100%        | 2(87)(ii)            |
| 33. | Black Box<br>International<br>Holdings B.V.          | Zonnebaan 39, 3542 EB  Utrecht   |                        | Subsidiary | 100%        | 2(87)(ii)            |
| 34. | Black Box Network<br>Services (Dublin)<br>Limited    | 6th Floor, South Bank House,<br>Barrow Street, Dublin 4  | 262759                 | Subsidiary | 100%        | 2(87)(ii)            |
| 35. | Black Box Network<br>Services (UK) Limited           | 3 Bennet Court, Bennet Road,<br>Reading, Berkshire, RG2 0QX  | 2182174                | Subsidiary | 100%        | 2(87)(ii)            |
| 36. | Black Box Network<br>Services AB                     | Fagerstagatan 18A, 163 53<br>Spånga  | 556459-7648            | Subsidiary | 100%        | 2(87)(ii)            |



| Accelerating Busines | Acce | lerating | Business |
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| 37. | Black Box Network      | Leuholz 10a, 8855 Wangen       | CHE-         | Subsidiary | 100%     | 2(87)(ii) |
|     | Services AG            |                                | 103.651.370  |            |          |           |
| 38. | Black Box Network      | 2 Riverside Quay, Southbank,   | 007 023 743  | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Australia Pty | Victoria 3006                  |              |            |          |           |
|     | Ltd                    |                                |              |            |          |           |
| 39. | Black Box Network      | 1-8-40, Konan, Minato-ku,      | 0108-01-     | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Co., Ltd.     | Shinagawa 3F, Tokyo 108-0075   | 010647       |            |          |           |
| 40. | Black Box Network      | 12F., No. 459, Chongyang       | 27970964     | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Corporation   | Road, Nangang District, Taipei |              |            |          |           |
| 41. | Black Box Network      | 14th Floor, One Taikoo Place,  | 2831112      | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Hong Kong     | 979 King's Road, Quarry Bay    |              |            |          |           |
|     | Limited                |                                |              |            |          |           |
| 42. | Black Box Network      | Equinox Business Park, Tower   | U51101MH20   | Subsidiary | 100%     | 2(87)(ii) |
|     | Services India Private | 1, 2nd Floor, Off Bandra –     | 13FTC242517  | ,          |          |           |
|     | Limited                | Kurla Complex, L.B.S. Marg,    |              |            |          |           |
|     |                        | Kurla West, Mumbai 400070      |              |            |          |           |
| 43. | Black Box Network      | 10th Floor, Jaram Building,    | 110111-      | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Korea         | 566 Dohwa dong, Mapo Gu,       | 4537192      | ,          |          |           |
|     | Limited                | Seoul                          |              |            |          |           |
| 44. | Black Box Network      | Level 21, 171 Featherston      | 399445       | Subsidiary | 100%     | 2(87)(ii) |
|     | Services New Zealand   | Street, Wellington 6011        |              | ,          |          |           |
|     | Limited                |                                |              |            |          |           |
| 45. | Black Box Network      | Ikaroslaan 57, 1930 Zaventem   | 0427.904.513 | Subsidiary | 100%     | 2(87)(ii) |
|     | Services NV            | ,                              |              | ,          |          |           |
| 46. | Black Box Network      | Via Mar della Cina, 276-278,   | 06166120581  | Subsidiary | 100%     | 2(87)(ii) |
|     | Services S.r.l.        | 00144 Rome                     |              |            |          |           |
| 47. | Black Box Network      | Unit 19A-LGF-15, Lower         | 744288-A     | Subsidiary | 100%     | 2(87)(ii) |
|     | Services SDN. BHD.     | Ground Floor, UOA Centre,      |              |            |          |           |
|     |                        | No. 19, Jalan Pinang 50450     |              |            |          |           |
| 48. | Black Box Network      | 152 Beach Road #07-07/08       | 199304097K   | Subsidiary | 100%     | 2(87)(ii) |
|     | Services Singapore     | Gateway East, Singapore        |              |            |          |           |
|     | Pte Ltd                | 189721                         |              |            |          |           |
| 49. | Black Box Network      | 300 Montvue Road               | 000149379    | Subsidiary | 100%     | 2(87)(ii) |
|     | Services, Inc.         | Knoxville, TN 37919            |              |            |          |           |
| 50. | Black Box Norge AS     | Damsgardsveien 139, 5160       | 982 680 077  | Subsidiary | 100%     | 2(87)(ii) |
|     |                        | Laksevag                       |              |            |          |           |
| 51. | Black Box P.R. Corp.   | 361 San Francisco Street, 4th  | 66902        | Subsidiary | 100%     | 2(87)(ii) |
|     |                        | Fl San Juan, PR 00901          |              |            |          |           |
| 52. | Black Box Services     | 1209 Orange Street             | 5856167      | Subsidiary | 100%     | 2(87)(ii) |
|     | Company                | Wilmington, DE 19801           |              |            |          |           |
| 53. | Black Box Software     | 6th Floor, South Bank House,   | 577780       | Subsidiary | 100%     | 2(87)(ii) |
|     | Development            | Barrow Street, Dublin 4        |              |            |          |           |
|     | Services Limited       |                                |              |            |          |           |
| 54. | CBS Technologies       | 28 Liberty Street              | 1310810      | Subsidiary | 100%     | 2(87)(ii) |
|     | Corp.                  | New York, NY 10005             |              |            | <u> </u> |           |



# **Accelerating Business**

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|-----|---|---|---------------------------|------------|------|------------|
| 55. | Delaney Telecom, Inc.                           | 600 N. 2nd Street, Suite 401<br>Harrisburg, PA 17101  | 143788                    | Subsidiary | 100% | 2(87)(ii)  |
| 56. | Norstan Canada,<br>Ltd./Norstan Canada,<br>Ltee | 360 Main Street, 30th Floor<br>Winnipeg, Manitoba R3C<br>4G1  | 361312-7                  | Subsidiary | 100% | 2(87)(ii)  |
| 57. | Norstan<br>Communications, Inc.                 | 1010 Dale Street N<br>St. Paul, MN 55117  | 2K-228                    | Subsidiary | 100% | 2(87)(ii)  |
| 58. | Nu-Vision<br>Technologies, LLC                  | 28 Liberty Street<br>New York, NY 10005   | 2990991                   | Subsidiary | 100% | 2(87)(ii)  |
| 59. | COPC Holdings Inc.                              | 174 West Comstock Ave.<br>Suite 200 Winter Park, Florida<br>32789 USA   | 45-2724101                | Subsidiary | 100% | 2(87)(ii)  |
| 60. | COPC Inc.                                       | 174 West Comstock Ave.<br>Suite 200 Winter Park, Florida<br>32789   | 16-1498305                | Subsidiary | 100% | 2(87)(ii)  |
| 61. | COPC International<br>Inc                       | 174 West Comstock Ave.<br>Suite 200 Winter Park, Florida<br>32789   | 16-6498375                | Subsidiary | 100% | 2(87)(ii)  |
| 62. | COPC Asia Pacific, Inc.                         | 174 West Comstock Ave.<br>Suite 200 Winter Park, Florida<br>32789   | 16-1606489                | Subsidiary | 100% | 2(87)(ii)  |
| 63. | COPC International<br>Holdings LLC              | 174 West Comstock Ave.<br>Suite 200 Winter Park, Florida<br>32789   | 38-4111294                | Subsidiary | 100% | 2(87)(ii)  |
| 64. | COPC Consultants<br>(Beijing) Co. Ltd.          | Level 24, Tower 3 China<br>Central Place, 77 Jianguo<br>Road, Chaoyang, Beijing<br>100025, China                        | 11000045026<br>6260       | Subsidiary | 100% | 2(87)(ii)  |
| 65. | COPC (India) Private<br>Limited                 | Level 5, Srei Signature Plot 14<br>A, Anath Road, Udyog Vihar,<br>Sector 18, Phase IV Gurgaon,<br>Haryana, India 122015 | U74140HR20<br>12FTC047227 | Subsidiary | 100% | 2(87)(ii)  |

<sup>\*</sup> As per current regulations in UAE, Company has an equity interest of 49% through its subsidiary i.e. AGC Networks Pte. Limited and economic interest of 100%.

<sup>#</sup>Represents aggregate % of voting power held by the Company and/or its subsidiaries.

# VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):



## A. Category-wise Share Holding:

# Accelerating Business

| Category of Shareholders  | No. of Shares held at the beginning of the year [As on April 1, 2018] |          |          |                         | No. of Shares held at the end of the year<br>[As on March 31, 2019] |          |          |                         | %<br>Change           |
|---|---|----------|----------|-------------------------|---|----------|----------|-------------------------|-----------------------|
|   | Demat   | Physical | Total    | % of<br>Total<br>Shares | Demat   | Physical | Total    | % of<br>Total<br>Shares | during<br>the<br>year |
| A. Promoters  |   |          |          |                         |   |          |          |                         |                       |
| (1) Indian  |   |          |          |                         |   |          |          |                         |                       |
| Individuals/Hindu<br>Undivided Family                                   | -   | -        | -        | -                       | 1   | -        | -        | -                       | -                     |
| Central Government/State Government(s)                                  | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| Financial<br>Institutions / Banks                                       | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| Any Other (specify)   | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| Bodies Corporate  | -   | -        | -        | -                       | 5232203   | -        | 5232203  | 17.5945                 | 17.5945               |
| Sub Total(A)(1)   | -   | -        | -        | -                       | 5232203   | -        | 5232203  | 17.5945                 | 17.5945               |
| (2) Foreign   |   |          |          |                         |   |          |          |                         |                       |
| a) Individuals (Non-<br>Resident<br>Individuals/Foreign<br>Individuals) | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| b) Government   | _   | _        | _        | _                       | -   | _        | _        | _                       | _                     |
| c) Institutions   | _   | _        | _        | _                       | -   | _        | -        | _                       | _                     |
| d) Foreign Portfolio<br>Investor  | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| e) Bodies Corp.   | 21320348  | -        | 21320348 | 74.8964                 | 13884143  | -        | 13884143 | 46.6888                 | -28.2076              |
| f) Banks / FI   | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| g) Any other  | -   | -        | -        | -                       | -   | -        | -        | -                       | -                     |
| Sub Total(A)(2)   | 21320348  | -        | 21320348 | 74.8964                 | 13884143  | -        | 13884143 | 46.6888                 | -28.2076              |
| Total shareholding of Promoter (A) (A1+A2)                              | 21320348  | -        | 21320348 | 74.8964                 | 19116346  | -        | 19116346 | 64.2833                 | -10.6131              |
| B. Public<br>Shareholding   |   |          |          |                         |   |          |          |                         |                       |
| 1. Institutions   |   |          |          |                         |   |          |          |                         |                       |
| a) Mutual Funds   | 100   | 10128    | 10228    | 0.0359                  | 100   | 6728     | 6828     | 0.0230                  | -0.0129               |
| b) Banks / FI   | 400   | 1400     | 1800     | 0.0063                  | 1959006   | 800      | 1959806  | 6.5903                  | 6.5840                |
| c) Central Govt   | 285068  | 42766    | 327834   | 1.1516                  | 392378  | 42766    | 435144   | 1.4633                  | 0.3117                |
| d) State Govt(s)  | -   | -        | -        | -                       | -   |          | -        | -                       |                       |



Accelerating Business

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| e) Venture Capital<br>Funds  | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| f) Insurance<br>Companies  | 100      | 100    | 200      | 0.0007   | 100      | 100    | 200        | 0.0007   | -       |
| g) Foreign Portfolio<br>Investors  | 2145812  | 1100   | 2146912  | 7.5419   | 1698703  | 0      | 1698703    | 5.7123   | -1.8296 |
| h) Foreign Venture<br>Capital Funds  | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| i) Others (specify)  | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| Sub-total (B)(1):-   | 2431480  | 55494  | 2486974  | 8.7365   | 4050287  | 50394  | 4100681    | 13.7895  | 5.0530  |
|  |          |        |          |          |          |        |            |          |         |
| 2. Non-Institutions  |          |        |          |          |          |        |            |          |         |
| a) Bodies Corp.  | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| i) Indian  | 769610   | 3735   | 773345   | 2.7167   | 2845123  | 2856   | 2847979    | 9.5770   | 6.8603  |
| ii) Overseas   | 0        | 600    | 600      | 0.0021   | 0        | 400    | 400        | 0.0013   | -0.0008 |
| b) Individuals   | 0        | 0      | 0        | 0.0000   | 0        | 0      | 0          | 0.0000   | 0.0000  |
| i) Individual<br>shareholders<br>holding nominal<br>share capital upto     | 2125355  | 471776 | 2597131  | 9.1235   | 2118201  | 342650 | 2460851    | 8.2752   | -0.8483 |
| Rs. 2 lakh ii) Individual  | 1178749  | 0      | 1178749  | 4.1408   | 1078740  | 0      | 1078740    | 3.6275   | -0.5133 |
| shareholders<br>holding nominal<br>share capital in<br>excess of Rs 2 lakh |          |        |          |          |          |        |            |          |         |
| c) Others  | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| Non Resident<br>Indians  | 103933   | 5384   | 109317   | 0.3840   | 128468   | 4184   | 132652     | 0.4461   | 0.0621  |
| Overseas Corporate<br>Bodies   | -        | -      | ı        | ı        | 1        | -      | ı          | 1        | 1       |
| Foreign Nationals  | -        | -      | 1        | -        | -        | -      | -          | -        | -       |
| Clearing Members   | -        | -      |          | -        | -        | -      | -          | -        | -       |
| Trusts   | -        |        | -        | -        | -        |        | -          | -        |         |
| Foreign Bodies - D R   | -        | -      | 1        | 1        | -        | -      | 1          | 1        | ı       |
| Sub-total (B)(2):-   | 4177647  | 481495 | 4659142  | 16.3671  | 6170532  | 350090 | 6520622    | 21.9272  | 5.5600  |
| Total Public<br>Shareholding<br>(B)=(B)(1)+ (B)(2)                         | 6609127  | 536989 | 7146116  | 25.1036  | 10220819 | 400484 | 10621303   | 35.7167  | 10.6131 |
| C. Shares held by<br>Custodian for GDRs<br>& ADRs                          | -        | -      | -        | -        | -        | -      | -          | -        | -       |
| Grand Total (A+B+C)  | 27929475 | 536989 | 28466464 | 100.0000 | 29337165 | 400484 | 29737649   | 100.0000 | 0.0000  |



# B. Shareholding of Promoter:

| SN | Shareholder's<br>Name                     | Shareholdin<br>year | g at the begi                             | nning of the                                     | Shareholding at the end of the year |                           |  | %<br>change                                  |
|----|---|---------------------|---|--|-------------------------------------|---------------------------|--|--|
|    |   | No. of<br>Shares    | % of total<br>Shares of<br>the<br>company | %of Shares Pledged / encumbere d to total shares | No. of<br>Shares                    | total<br>Shares of<br>the | %of Shares Pledged / encumbere d to total shares | in<br>sharehol<br>ding<br>during<br>the year |
| 1  | Essar Telecom<br>Limited                  | 21320348            | 74.8963                                   | 7.5043   | 13884143                            | 46.6888                   | 7.1695   | -28.2075                                     |
| 2  | Onir Information<br>Technology<br>Limited | -                   | -   | -  | 932203                              | 3.1348                    | -  | 3.1348                                       |
| 3  | Onir Metallics<br>Limited                 | -                   | -   | -  | 4300000                             | 14.4598                   | 14.4598  | 14.4598                                      |

### C. Change in Promoters' Shareholding:

| SN | Particulars                     |                        | Shareholdi        | ng at the        | Cumulative Shareholding |               |  |
|----|---------------------------------|------------------------|-------------------|------------------|-------------------------|---------------|--|
|    |                                 |                        | beginning o       | of the year      | during the              | year          |  |
|    |                                 |                        | No. of            | % of total       | No. of                  | % of total    |  |
|    |                                 |                        | shares            | shares of the    | shares                  | shares of the |  |
|    |                                 |                        |                   | company          |                         | company       |  |
| 1. | <b>Essar Telecom Limited</b>    |                        |                   |                  |                         |               |  |
|    | At the beginning of the ye      | ar                     | 21320348          | 74.8963          | 21320348                | 74.8963       |  |
|    | Date wise Increase / Decre      |                        |                   | ecifying the     | reasons for             |               |  |
|    | increase / decrease (e.g. a     | onus/ sweat            | equity etc.):     |                  |                         |               |  |
|    | 06.09.2018                      | Pledge Invocation      | 2136205           | 7.1835           | 19184143                | 64.5113       |  |
|    | 04.01.2019                      | Sale                   | 5300000           | 17.8225          | 13884143                | 46.6888       |  |
|    | At the end of the year          |                        | -                 | -                | 13884143                | 46.6888       |  |
| 2. | <b>Onir Information Technol</b> | ogy Limited Telecom    | Limited           |                  |                         |               |  |
|    | At the beginning of the ye      | ar                     | -                 | ı                | •                       | -             |  |
|    | Date wise Increase / Decre      | areholding du          | iring the year sp | ecifying the     | reasons for             |               |  |
|    | increase / decrease (e.g. a     | llotment /transfer / b | onus/ sweat       | equity etc.):    |                         |               |  |
|    | 31.08.2018                      | Allotment              | 932203            | 3.1348           | 932203                  | 3.1348        |  |
|    | At the end of the year          |                        | -                 | ı                | 932203                  | 3.1348        |  |
| 3. | Onir Metallics Limited          |                        |                   |                  |                         |               |  |
|    | At the beginning of the ye      | ar                     | -                 |                  | •                       | -             |  |
|    | Date wise Increase / Decre      | ease in Promoters Sha  | reholding du      | ring the year sp | ecifying the            | reasons for   |  |
|    | increase / decrease (e.g. a     | llotment /transfer / b | onus/ sweat       | equity etc.):    |                         |               |  |
|    | 04.01.2019                      | Purchase               | 5300000           | 17.8225          | 5300000                 | 17.8225       |  |
|    | 11.01.2019                      | Sale                   | 1000000           | 3.3627           | 4300000                 | 14.4598       |  |
|    | At the end of the year          |                        | -                 | -                | 4300000                 | 14.4598       |  |



## D. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. |                      |                              |             | Shareholding at the   |            | Cumulative shareholding |            |  |
|-----|----------------------|------------------------------|-------------|-----------------------|------------|-------------------------|------------|--|
| No. | Name                 | Remarks                      | Date        | beginning of the year |            | during the              | /ear       |  |
|     |                      |                              |             | No. of                | % of total | No. of                  | % of total |  |
|     |                      |                              |             | shares                | shares of  | shares                  | shares of  |  |
|     |                      |                              |             |                       | the        |                         | the        |  |
|     |                      |                              |             |                       | company    |                         | company    |  |
| 1   | Export- Import       | At the beginning of the Year | 31-MAR-2018 | 0                     | 0.000      | 0                       | 0.000      |  |
|     | Bank of India        | Increase                     | 07-SEP-2018 | 2136205               | 7.504      | 2136205                 | 7.504      |  |
|     |                      | Decrease                     | 14-SEP-2018 | 8134                  | 0.029      | 2128071                 | 7.476      |  |
|     |                      | Decrease                     | 21-SEP-2018 | 29529                 | 0.104      | 2098542                 | 7.372      |  |
|     |                      | Decrease                     | 28-SEP-2018 | 10684                 | 0.038      | 2087858                 | 7.334      |  |
|     |                      | Decrease                     | 05-OCT-2018 | 5792                  | 0.020      | 2082066                 | 7.314      |  |
|     |                      | Decrease                     | 12-OCT-2018 | 31717                 | 0.111      | 2050349                 | 7.203      |  |
|     |                      | Decrease                     | 19-OCT-2018 | 30014                 | 0.105      | 2020335                 | 7.097      |  |
|     |                      | Decrease                     | 26-OCT-2018 | 56729                 | 0.199      | 1963606                 | 6.898      |  |
|     |                      | Decrease                     | 02-NOV-2018 | 5000                  | 0.018      | 1958606                 | 6.880      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 1958606                 | 6.586      |  |
| 2   | Silverleaf Oak       | At the beginning of the Year | 31-MAR-2018 | 0                     | 0.000      | 0                       | 0.000      |  |
|     | Advisors LLP         | Increase                     | 21-DEC-2018 | 500000                | 1.756      | 500000                  | 1.756      |  |
|     |                      | Increase                     | 11-JAN-2019 | 1000000               | 3.513      | 1500000                 | 5.269      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 1500000                 | 5.044      |  |
| 3   | India                | At the beginning of the Year | 31-MAR-2018 | 1418862               | 4.984      | 1418862                 | 4.984      |  |
|     | Opportunities        | Decrease                     | 14-DEC-2018 | 500000                | 1.756      | 918862                  | 3.228      |  |
|     | Growth Fund Ltd      | Increase                     | 11-JAN-2019 | 20000                 | 0.070      | 938862                  | 3.298      |  |
|     | - Pinewood           | Increase                     | 22-MAR-2019 | 5788                  | 0.019      | 944650                  | 3.177      |  |
|     | Strategy             | Increase                     | 29-MAR-2019 | 22203                 | 0.075      | 966853                  | 3.251      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 966853                  | 3.251      |  |
| 4   | Elara India          | At the beginning of the Year | 31-MAR-2018 | 288055                | 1.012      | 288055                  | 1.012      |  |
|     | Opportunities        | Increase                     | 04-MAY-2018 | 315895                | 1.110      | 603950                  | 2.122      |  |
|     | Fund Limited         | Increase                     | 01-JUN-2018 | 4900                  | 0.017      | 608850                  | 2.139      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 608850                  | 2.047      |  |
| 5   | Quick Trading        | At the beginning of the Year | 31-MAR-2018 | 0                     | 0.000      | 0                       | 0.000      |  |
|     | And Investment       | Increase                     | 22-FEB-2019 | 301906                | 1.015      | 301906                  | 1.015      |  |
|     | Advisors LLP         | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 301906                  | 1.015      |  |
| 6   | Ebony Advisors       | At the beginning of the Year | 31-MAR-2018 | 0                     | 0.000      | 0                       | 0.000      |  |
|     | LLP                  | Increase                     | 22-MAR-2019 | 300215                | 1.010      | 300215                  | 1.010      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 300215                  | 1.010      |  |
| 7   | Raj H Shroff         | At the beginning of the Year | 31-MAR-2018 | 270992                | 0.952      | 270992                  | 0.952      |  |
|     |                      | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 270992                  | 0.911      |  |
| 8   | Life Insurance       | At the beginning of the Year | 31-MAR-2018 | 194968                | 0.685      | 194968                  | 0.685      |  |
|     | Corporation of India | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 194968                  | 0.656      |  |
| 9   | Citrine Fund         | At the beginning of the Year | 31-MAR-2018 | 123000                | 0.432      | 123000                  | 0.432      |  |
|     | Limited              | At the END of the Year       | 30-MAR-2019 | 0                     | 0.000      | 123000                  | 0.414      |  |



# Accelerating Business

| 10 | Investor          | At the beginning of the Year | 31-MAR-2018 | 0      | 0.000 | 0      | 0.000 |
|----|-------------------|------------------------------|-------------|--------|-------|--------|-------|
|    | Education and     | Increase                     | 18-MAY-2018 | 45279  | 0.159 | 45279  | 0.159 |
|    | Protection Fund   | Increase                     | 26-OCT-2018 | 62031  | 0.218 | 107310 | 0.377 |
|    | Authority,        | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 107310 | 0.361 |
|    | Ministry of       |                              |             |        |       |        |       |
|    | Corporate Affairs |                              |             |        |       |        |       |
| 11 | Emerging India    | At the beginning of the Year | 31-MAR-2018 | 315895 | 1.110 | 315895 | 1.110 |
|    | Focus Funds       | Decrease                     | 27-APR-2018 | 200000 | 0.703 | 115895 | 0.407 |
|    |                   | Decrease                     | 04-MAY-2018 | 115895 | 0.407 | 0      | 0.000 |
|    |                   | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 0      | 0.000 |
| 12 | Win Sure Trade    | At the beginning of the Year | 31-MAR-2018 | 100000 | 0.351 | 100000 | 0.351 |
|    | Invest Private    | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 100000 | 0.336 |
|    | Limited           |                              |             |        |       |        |       |
| 13 | Naresh            | At the beginning of the Year | 31-MAR-2018 | 261467 | 0.919 | 261467 | 0.919 |
|    | Lakshmansingh     | Increase                     | 06-APR-2018 | 1456   | 0.005 | 262923 | 0.924 |
|    | Kothari           | Increase                     | 25-MAY-2018 | 3536   | 0.012 | 266459 | 0.936 |
|    |                   | Increase                     | 08-JUN-2018 | 21725  | 0.076 | 288184 | 1.012 |
|    |                   | Decrease                     | 10-AUG-2018 | 288000 | 1.012 | 184    | 0.001 |
|    |                   | Increase                     | 01-FEB-2019 | 288000 | 1.012 | 288184 | 1.012 |
|    |                   | Decrease                     | 22-MAR-2019 | 288184 | 0.969 | 0      | 0.000 |
|    |                   | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 0      | 0.000 |
| 14 | United India      | At the beginning of the Year | 31-MAR-2018 | 90100  | 0.317 | 90100  | 0.317 |
|    | Insurance         | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 90100  | 0.303 |
|    | Company           |                              |             |        |       |        |       |
|    | Limited           |                              |             |        |       |        |       |
| 15 | Niche Financial   | At the beginning of the Year | 31-MAR-2018 | 83137  | 0.292 | 83137  | 0.292 |
|    | Services Private  | At the END of the Year       | 30-MAR-2019 | 0      | 0.000 | 83137  | 0.280 |
|    | Limited           |                              |             |        |       |        |       |
|    |                   |                              |             |        |       |        |       |

# E. Shareholding of Directors and Key Managerial Personnel:

| Sr. | Name           | Remarks           | Date                  | Shareholding at the |                       | Shareholding at the Cumulative shareholding |               |
|-----|----------------|-------------------|-----------------------|---------------------|-----------------------|---|---------------|
| No. |                |                   | beginning of the year |                     | beginning of the year |   | ng the year   |
|     |                |                   |                       | No. of              | % of total            | No. of                                      | % of total    |
|     |                |                   |                       | shares              | shares of the         | shares                                      | shares of the |
|     |                |                   |                       |                     | company               |   | company       |
| 1   | Sanjeev Verma  | At the beginning  | 01-APR-2018           | NIL                 | -                     | NIL   | -             |
|     | (Whole-time    | of the Year       |                       |                     |                       |   |               |
|     | Director)      | At the END of the | 31-MAR-2019           | NIL                 | -                     | NIL   | -             |
|     |                | Year              |                       |                     |                       |   |               |
| 2   | Sujay Sheth    | At the beginning  | 01-APR-2018           | NIL                 | -                     | NIL   | -             |
|     | (Independent   | of the Year       |                       |                     |                       |   |               |
|     | Director)      | At the END of the | 31-MAR-2019           | NIL                 | -                     | NIL   | -             |
|     |                | Year              |                       |                     |                       |   |               |
| 3   | Suparna Singh* | At the beginning  | 01-APR-2018           | NIL                 | -                     | NIL   | -             |
|     |                | of the Year       |                       |                     |                       |   |               |
|     |                | At the END of the | 31-MAR-2019           | N.A.                | -                     | N.A.  | -             |
|     |                | Year              |                       |                     |                       |   |               |



| Accelerating Busine | ceieratino bu | isiness |
|---------------------|---------------|---------|
|---------------------|---------------|---------|

| 4        | Dilip Thakkar      | At the beginning  | 01-APR-2018   | NIL   | -      | NIL   | -      |
|----------|--------------------|-------------------|---------------|-------|--------|-------|--------|
|          | (Independent       | of the Year       |               |       |        |       |        |
|          | Director)          | At the END of the | 31-MAR-2019   | NIL   | -      | NIL   | -      |
|          |                    | Year              |               |       |        |       |        |
| 5        | Mahua Mulkhariaa*  |                   | 01-APR-2018   | N.A.  |        | N.A.  |        |
| 5        | Mahua Mukherjee*   | At the beginning  | U1-APK-2U18   | N.A.  | -      | N.A.  | -      |
|          | (Executive         | of the Year       |               |       |        |       |        |
|          | Director)          | At the END of the | 31-MAR-2019   | NIL   | -      | NIL   | -      |
|          |                    | Year              |               |       |        |       |        |
| 6        | Kaustubh Sonalkar* | At the beginning  | 01-APR-2018   | N.A.  | _      | N.A.  | _      |
| "        |                    | of the Year       | 01 AI II 2010 | IV.A. |        | IV.A. |        |
|          | (Non-Executive     |                   |               |       |        |       |        |
|          | Director)          | At the END of the | 31-MAR-2019   | NIL   | -      | NIL   | -      |
|          |                    | Year              |               |       |        |       |        |
|          |                    |                   |               |       |        |       |        |
| 7        | Naresh Kothari*    | At the beginning  | 01-APR-2018   | N.A.  | -      | N.A.  | -      |
|          | (Non-Executive     | of the Year       |               |       |        |       |        |
|          | Director)          | At the END of the | 31-MAR-2019   | NIL   | -      | NIL   | -      |
|          |                    | Year              | 0 - 11 0 - 0  |       |        |       |        |
| <u> </u> | D                  |                   | 04 ADD 2040   | N. A  |        | N. A  |        |
| 8        | Deepak Kumar       | At the beginning  | 01-APR-2018   | N.A   | -      | N.A   | -      |
|          | Bansal             | of the Year       |               |       |        |       |        |
|          | (Chief Financial   | At the END of the | 31-MAR-2019   | 6930  | 0.0233 | 6930  | 0.0233 |
|          | Officer)           | Year              |               |       |        |       |        |
| 9        | Aditya Goswami     | At the beginning  | 01-APR-2018   | N.A   | -      | N.A   | -      |
|          | (Company           | of the Year       |               |       |        |       |        |
|          | Secretary)         | At the END of the | 31-MAR-2019   | NIL   | -      | NIL   | -      |
|          |                    | Year              |               |       |        |       |        |
|          |                    | 5                 |               |       |        |       |        |

#### \*Notes:

- 1. Mrs. Suparna Singh ceased to be a Director w.e.f. 5<sup>th</sup> April, 2018
- 2. Mrs. Mahua Mukherjee was appointed as an Additional Director w.e.f. 5th April, 2018. The Shareholders of the Company approved the appointment of Mrs. Mahua Mukherjee as an Executive Director by passing a resolution at the Annual General Meeting held on 01/08/2018.
- 3. Mr. Kaustubh Sonalkar was appointed as an Additional Director w.e.f. 15th June, 2018
- 4. Mr. Kaustubh Sonalkar ceased to be a Director w.e.f. 17th January, 2019
- 5. Mr. Naresh Kothari was appointed as an Additional Director w.e.f. 17th January, 2019

# V) **INDEBTEDNESS:** (Indebtedness of the Company including interest outstanding/accrued but not due for payment) (₹ in Crores)

| p / /                                |               |           |          | ( ,      |
|--------------------------------------|---------------|-----------|----------|----------|
| Particulars                          | Secured Loans | Unsecured | Deposits | Total    |
|                                      | excluding     | Loans     |          | Indebted |
|                                      | deposits      |           |          | ness     |
| Indebtedness at the beginning of the |               |           |          |          |
| financial year (01.04.2018)          |               |           |          |          |
| i) Principal Amount                  | 117.27        | -         | -        | 117.27   |
| ii) Interest due but not paid        | 0.73          | -         | -        | 0.73     |
| iii) Interest accrued but not due    | -             | -         | -        | -        |
| Total (i+ii+iii)                     | 118.00        | -         | -        | 118.00   |



| Change in Indebtedness during the financial year           |         |   |   |         |
|--|---------|---|---|---------|
| Addition   | (0.15)  | - | - | (0.15)  |
| Reduction  | 19.23   | - | - | 19.23   |
| Exchange Difference  | -       | - | - | -       |
| Net Change   | (19.38) | - | - | (19.38) |
| Indebtedness at the end of the financial year (31.03.2019) |         |   |   |         |
| i) Principal Amount  | 98.04   | - | - | 98.04   |
| ii) Interest due but not paid                              | 0.58    | - | - | 0.58    |
| iii) Interest accrued but not due                          | -       | - | - | -       |
| Total (i+ii+iii)   | 98.62   | - | - | 98.62   |

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Crores)

| Sr. | Particulars of Remuneration   | Name of MD    | Name of MD/WTD/ Manager Total |             |  |  |
|-----|---|---------------|-------------------------------|-------------|--|--|
| No. |   | Sanjeev Verma | Mahua Mukherjee               | Amount      |  |  |
| 1   | Gross salary  | NIL           | 0.617                         | 0.617       |  |  |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -             | -                             | -           |  |  |
|     | (b) Value of perquisites u/s 17(2) Incometax 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                                       | NI<br>-<br>-  | 0.161<br>-<br>0.161           | 0.161       |  |  |
| 5   | Others, please specify  | NIL           | NIL                           | NIL         |  |  |
|     | Total (A)   | NIL           | 0.778                         | 0.778       |  |  |
|     | Ceiling as per the Act  | As per SH V p | art II of the Companie        | s Act, 2013 |  |  |

#### **B.** Remuneration to other directors:

(₹ in Crores)

| Sr.<br>No. | Particulars of Remuneration                     | Name of Directors |               | Total<br>Amount |
|------------|---|-------------------|---------------|-----------------|
| 1          | Independent Directors                           | Sujay Sheth       | Dilip Thakkar |                 |
|            | Fees for attending Board and Committee meetings | 0.175             | 0.150         | 0.325           |
|            | Commission                                      | -                 | -             | -               |
|            | Others, please specify                          | -                 | ı             |                 |
|            | Total (1)                                       | 0.175             | 0.150         | 0.325           |



| Accelerating Bu | isiness |
|-----------------|---------|
|-----------------|---------|

| 2 | Other Non-Executive Directors                   | -   | -     | -     |
|---|---|---|-------|-------|
|   | Fees for attending Board and Committee meetings | -   | -     | -     |
|   | Commission                                      | -   | -     | -     |
|   | Others, please specify                          | -   | -     | -     |
|   | Total (2)                                       | -   | -     | -     |
|   | Total (B)=(1+2)                                 | 0.175                                     | 0.150 | 0.325 |
|   | Total Managerial Remuneration (A+B)             | -   | -     | 1.103 |
|   | Overall Ceiling as per the Act                  | Within the limits prescribed by Companies |       |       |
|   |   | Act, 2013                                 |       |       |

#### C. Remuneration to Key Managerial Personnel ("KMPs") (Other than MD/Manager/WTD):

(₹ in Crores)

| Sr. | Particulars of Remuneration   | Names of Key Managerial Personnel (KMP) |                     |       |  |
|-----|---|---|---------------------|-------|--|
| No. |   | Aditya Goswami                          | Deepak Kumar Bansal | Total |  |
| 1   | Gross salary  | 0.106                                   | 1.356               | 1.462 |  |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0.106                                   | 1.356               | 1.462 |  |
|     | (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(Incentive)  | 0.013                                   | -                   | 0.013 |  |
| 5   | Others, please specify  | -                                       | -                   | -     |  |
|     | Total (C)   | 0.119                                   | 1.356               | 1.475 |  |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

#### For and on behalf of the Board of Directors

Sanjeev Verma Mahua Mukherjee

Whole-Time Director DIN: 06871685 DIN: 08107320

Place: Mumbai Date: July 5, 2019