

**Annexure II
Form No. MGT-9**

EXTRACT OF ANNUAL RETURN

As on March 31, 2020

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	U67190MH2007PTC168303
2	Registration Date	March 2, 2007
3	Name of the Company	Phoenix ARC Private Limited
4	Category/Sub-category of the Company	Category: Company Limited by Shares Sub-category: Indian Non-government Company
5	Address of the Registered office & contact details	5 th Floor, Dani Corporate Park, 158, CST Road, Kalina, Santacruz (East), Mumbai 400098 Tel. No. (022) 68492450 Fax No. (022) 67412313
6	Whether listed Company	Debt Listed: Non-Convertible Debentures issued by the Company are listed on Wholesale Debt Segment of National Stock Exchange of India Limited
7	Name, Address & contact details of the Registrar & Share Transfer Agent, if any.	Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083 Tel. No. (022) 49186000 Fax No. (022) 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the Company)

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
Securitisation and Asset Reconstruction	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

None

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	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	83832000	-	83832000	49.9	83832000	-	83832000	49.9	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub - total (A) (1)	83832000	-	83832000	49.9	83832000	-	83832000	49.9	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub - total (A) (2)									
Total Shareholding of Promoter (A) = (A) (1) +(A) (2)	83832000	-	83832000	49.9	83832000	-	83832000	49.9	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

(i) Category-wise Share Holding (Continued)

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	
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	9003333	-	9003333	5.36	9003333	-	9003333	5.36	-
ii) Overseas	-	-	-	-	-	-	-	-	-
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	57419667	-	57419667	34.18	57419667	-	57419667	34.18	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
HUF	9345000	-	9345000	5.56	9345000	-	9345000	5.56	-
Trusts	8400000	-	8400000	5	8400000	-	8400000	5	-
Sub-total (B)(2):-	84168000	-	84168000	50.1	84168000	-	84168000	50.1	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	84168000	-	84168000	50.1	84168000	-	84168000	50.1	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	168000000	-	168000000	100	168000000	-	168000000	100	No Change

(ii) 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	Kotak Mahindra Investments Limited	50400000	30	-	50400000	30	-	No Change
2	Kotak Mahindra Prime Limited	33432000	19.90	-	33432000	19.90	-	No Change

(iii) Change in Promoters' Shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Kotak Mahindra Investments Limited				
	At the beginning of the year	50400000	30	No Change	
	Increase/decrease during the year	No transaction during the year			
	At the end of the year	50400000	30	No Change	
2	Kotak Mahindra Prime Limited				
	At the beginning of the year	33432000	19.90	No Change	
	Increase/decrease during the year	No transaction during the year			
	At the end of the year	33432000	19.90	No Change	

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Cumulative Shareholding at the end of year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Anjum Gafulbhai Bilakhia				
	At the beginning of the year	9450000	5.63	9450000	5.63
	Increase/decrease during the year	-	-	-	-
	At the end of the year	9450000	5.63	9450000	5.63
2	Rajesh Khanna & Ashu Khanna				
	At the beginning of the year	8450000	5.03	8450000	5.03
	Increase/decrease during the year	-	-	-	-
	At the end of the year	8450000	5.03	8450000	5.03
3	Shishir Bajaj (Shishir Bajaj Family Trust)				
	At the beginning of the year	8400000	5.00	8400000	5.00
	Increase/decrease during the year	-	-	-	-
	At the end of the year	8400000	5.00	8400000	5.00
4	Amit Desai & Bayjool Desai				
	At the beginning of the year	6825000	4.06	6825000	4.06
	Increase/decrease during the year	-	-	-	-
	At the end of the year	6825000	4.06	6825000	4.06
5	Harish Shah & Bina Shah				
	At the beginning of the year	6720000	4.00	6720000	4.00
	Increase/decrease during the year	-	-	-	-
	At the end of the year	6720000	4.00	6720000	4.00
6	M3 Investments Private Limited				
	At the beginning of the year	5670000	3.38	5670000	3.38
	Increase/decrease during the year	-	-	-	-
	At the end of the year	5670000	3.38	5670000	3.38
7	Panna Bankim & Bankim Hamir				
	At the beginning of the year	5250000	3.13	5250000	3.13
	Increase/decrease during the year	-	-	-	-
	At the end of the year	5250000	3.13	5250000	3.13
8	Praful M Patel HUF				
	At the beginning of the year	5250000	3.13	5250000	3.13
	Increase/decrease during the year	-	-	-	-
	At the end of the year	5250000	3.13	5250000	3.13
9	Vineet Nayyar				
	At the beginning of the year	5250000	3.13	5250000	3.13
	Increase/decrease during the year	-	-	-	-
	At the end of the year	5250000	3.13	5250000	3.13
10	Shrinivas Vasudeva Dempo				
	At the beginning of the year	3534667	2.10	3534667	2.10
	Increase during the year	-	-	-	-
	At the end of the year	3534667	2.10	3534667	2.10

(v) Shareholding of Directors and Key Managerial Personnel

Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	None			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	None			
At the end of the year	None			

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	40,762.18	22,898.52	-	63,660.70
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	162.64	-	-	162.64
iv) Unamortised EIR Cost	(9.87)	-	-	(9.87)
Total (i+ii+iii)	40,914.95	22,898.52	-	63,813.47
Change in Indebtedness during the financial year				
• Addition	360,673.61	2500.00	-	363,173.61
• Reduction	345,320.70	22,898.52	-	368,219.22
Net Change	15,352.91	(20,398.52)	-	(5,045.61)
Indebtedness at the end of the financial year				
I) Principal Amount	56,115.09	2,500.00	-	58,615.09
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,104.35	-	-	1,104.35
iv) Unamortised EIR Cost	(58.79)	-	-	(58.79)
Total (i+ii+iii)	57,160.65	2,500.00	-	59,660.65

****Calculation is based on Effective Interest Rate Method**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Not Applicable

B. Remuneration to other Directors

(Amount in Rupees)

Sr. No.	Particulars of Remuneration	Name			Total Amount
1	Independent Directors	Chandan Bhattacharya	Keki Elavia		-
	Fee for attending board/ committee meetings	600,000	560,000		1,160,000
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)				
2	Other Non-Executive Directors	T V Raghunath	Venkattu Srinivasan	Jyoti Agarwal	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)				1,160,000
	Total Managerial Remuneration	1,160,000.00			
	Overall Ceiling as per the Act	Not Applicable			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Sanjay Tibrewala Chief Executive Officer	Ms. Gauri Bhatkal Chief Financial Officer	Mr. Ajay Walimbe Head Acquisition & Company Secretary	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,70,50,670	42,40,020	1,17,19,143	3,30,09,833
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	32,400	-	3,89,067	4,21,467
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	(a) as % of profit	-	-	-	-
	(b) Others	-	-	-	-
5	Others	-	-	-	-
	Total	1,70,83,070	42,40,020	1,21,08,210	3,34,31,300

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

None

On behalf of the Board of Directors

Chandan Bhattacharya
Director
(DIN: 01341570)

Venkattu Srinivasan
Director
(DIN: 01535417)

Place : Mumbai
Date : May 15, 2020