

**ANNEXURE III
Form MGT – 9**

Extract of Annual Return as on the financial year ended on 31st March, 2018.
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	L51900MH1992PLC068670
ii)	Registration Date	22 nd September, 1992
iii)	Name of the Company	Indo-City Infotech Limited
iv)	Category/Sub Category of the Company	Public Limited- Limited by shares and company having share capital
v)	Address of the Registered Office and contact details	A6, Mittal Estate, Bldg., No. 2, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059
vi)	Whether Listed Company Yes/ No	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	MCS Share Transfer Agent Limited Registered Office: 12/1/5, Manoharpukur Road, Kolkata-700026. Communication Address: 002, Ground Floor, Kashiram Jamnadas Building 5, P'Demello Road, Masjid (East), Mumbai-400009.

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 Des. of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Other Financial Services activity	649	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of The Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	IndoCoins Capital Markets Pvt. Ltd.	U51900MH2007PTC172972	Associate	28.71%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding:**

Category code	Category of Shareholder	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	5180375	0	5180375	49.81	5651905	0	5651905	54.35	4.54
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	434900	0	434900	4.18	0	0	0	0	- 4.18

(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
(e-i)	Directors & their Relatives	0	0	0	0	0	0	0	0	0
	Sub Total(A)(1)	5615275	0	5615275	53.99	5651905	0	5651905	54.35	0.35
2	Foreign									
(a)	Individuals (Non- Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Any Others(Specify)	0	0	0	0	0	0	0	0	0
	Sub Total(A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5615275	0	5615275	53.99	5651905	0	5651905	54.35	0.35
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
2	Non-institutions									
(a)	Bodies Corporate	425150	0	425150	4.09	374730	0	374730	3.60	- 0.49
(b)	Individuals									
i	Individual shareholders holding nominal share capital up to Rs 2 lakh	2215799	26335	2242134	21.56	2057139	25425	2082564	20.02	- 1.54
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1963796	100000	2063796	19.84	1948144	100000	2048144	19.70	- 0.14
(c)	Any Other (specify)	0	0	0	0	185712	0	185712	1.79	1.79
(c-i)	NRI/OCB Repatriable	3386	0	3386	0.03	6686	0	6686	0.06	0.03
(c- ii)	NBFC registered with RBI	50259	0	50259	0.48	50259	0	50259	0.48	0.00
	Sub-Total (B)(2)	4658390	126335	4784725	46.00	46622670	125425	4748095	45.65	- 0.35
	Total Public Shareholding (B)= (B)(1)+(B)(2)	4658390	126335	4784725	46.00	46622670	125425	4748095	45.65	- 0.35
	TOTAL (A)+(B)	10273665	126435	10400000	100	10274575	125425	10400000	100	-----

(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0	0	0
	Sub-Total (C)	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	10273665	126435	10400000	100	10274575	125425	10400000	100	-----

(ii) Shareholding of Promoters :

Sr No	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2017)			Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)			% of 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. Aneel Jain	19,42,000	18.67	Nil	19,42,000	18.67	Nil	Nil
2	Mrs. Shashi Jain	17,16,000	16.50	Nil	18,09,905	17.40	Nil	0.9
3	Aneel Jain HUF	13,00,000	12.50	Nil	13,00,000	12.50	Nil	Nil
4	Times Growth Sec. Ltd.	4,34,900	4.18	Nil	Nil	Nil	Nil	- 4.18
5	Ms. Ishu Jain	2,22,375	2.14	Nil	6,00,000	5.77	Nil	3.63

(iii) Change in Promoters' Shareholding:

Name of Shares Holder	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
	No. Of Shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Aneel Jain	19,42,000	18.67	19,42,000	18.67
Mrs. Shashi Jain	17,16,000	16.50	18,09,905	17.40
Aneel Jain HUF	13,00,000	12.50	13,00,000	12.50
Times Growth Sec. Ltd.	4,34,900	4.18	-	-
Ms. Ishu Jain	2,22,375	2.14	6,00,000	5.77
Total	56,15,275	53.99	56,51,905	54.35
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/ sweat equity etc)			Note-1	
At the end of the year			56,51,905	54.35

NOTE-1 DETAILS OF INCREASE AND DECREASE IN PROMOTERS' SHAREHOLDING

Sr. No.	Name	Shareholding	Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
						No. of Shares	% of total shares of the
		No. of Shares at the beginning					

		(01-04-17)/ end of the year (31-03-18)	% of total shares of the Company					Company
1	Times Growth Securities. Ltd.	4,34,900	4.18	01/04/2017				
				26/04/2017	43100	Sale of shares	391800	3.76
				28/04/2017	41800	Sale of shares	350000	3.36
				03/05/2017	25000	Sale of shares	325000	3.12
				09/05/2017	25000	Sale of shares	300000	2.88
				30/05/2017	48000	Sale of shares	252000	2.42
				03/06/2017	44000	Sale of shares	208000	2.00
				04/07/2017	11600	Sale of shares	196400	1.88
				17/07/2017	51000	Sale of shares	145000	1.39
				20/07/2017	45000	Sale of shares	100000	0.96
				21/07/2017	8500	Sale of shares	91500	0.88
				25/07/2017	50500	Sale of shares	41000	0.39
		01/08/2017	41000	Sale of shares	0	0		
		0	0	31/03/2018				
2	Mrs. Shashi Aneel Jain	1716000	16.50	01/04/2017				
				25/07/2017	50000	Purchase of shares	1766000	16.98
				01/08/2017	41070	Purchase of shares	1807070	17.38
				05/10/2017	2835	Purchase of shares	1809905	17.40
		1809905	17.40	31/03/2018				
3	Ms. Ishu Jain	222375	2.14	01/04/2017				
				26/4/2017	48000	Purchase of shares	270375	2.60
				28/04/2017	43128	Purchase of shares	313503	3.01
				03/05/2017	38700	Purchase of shares	352203	3.39
				08/05/2017	26400	Purchase of shares	378603	3.64
				31/05/2017	48490	Purchase of shares	427093	4.11
				04/07/2017	68600	Purchase of shares	495693	4.77
				17/07/2017	51000	Purchase of shares	546693	5.26
				21/07/2017	53307	Purchase of shares	600000	5.77
		600000	5.77	31/03/2018				

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

Sr.No.	Name of Top 10 Shareholders*	Shareholding at the beginning of the year 01.04.2017		Cumulative Shareholding end of the year 31.03.2018	
		No. Of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Subramanian P	6,77,993	6.52	6,77,993	6.52
2	Upsurge Investment & Finance Ltd	1,52,491	1.47	1,51,391	1.45
3	Jawahar V. Sihvmath	1,02,656	0.99	1,02,656	0.99
4	Shweta Vinod Motwani	1,00,000	0.96	1,00,000	0.96
5	Gurbuk Gyanchand Motwani	1,00,000	0.96	1,00,000	0.96
6	Girish Arora	1,00,000	0.96	1,00,000	0.96
7	Ajeet Singh Khurana	94,012	0.90	94,012	0.90
8	Mayank Goyal	80,756	0.78	82,926	0.79

9	Sujata Girish Arora	79,190	0.76	79,190	0.76
10	Anupama Suresh Motwani	79,879	0.77	75,779	0.72

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

(v) Shareholding Pattern of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
		No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	DIRECTORS:							
1	Mr. Aneel Jain Chairman & Managing Director	19,42,000 19,42,000	18.67 18.67	----	---	No movement during the year	19,42,000	18.67
2	Mrs. Shashi Jain Non-Executive Director	17,16,000 18,09,905	16.50 17.40	25/07/2017 01/08/2017 04/10/2017	50,000 41,000 2,835	Purchase of shares from Open Market	18,09,905	17.40
B	KEY MANAGERIAL PERSONNEL:							
1	Mr. Ramesh Chandra Pusola Chief Financial Officer	10 10	0.00 0.00	01/04/2017 31/03/2018	---	No movement during the year	10	0.00

V. INDEBTEDNESS

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

	Secured Loan excluding Deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,54,93,976/-	-----	-----	1,54,93,976/-
ii) Interest due but not paid	-----	-----	-----	-----
iii) Interest accrued but not due	1,46,446/-	-----	-----	1,46,446/-
Total (i+ii+iii)	1,56,40,422/-	-----	-----	1,56,40,422/-
Change in Indebtedness during the financial year				
Addition	-	-----	-----	-
Reduction	53,20,413/-	-----	-----	53,20,413/-

Net Change	53,20,413/-	-----	-----	53,20,413/-
Indebtedness at the end of the financial year				
i) Principal Amount	1,01,73,563/-	----	----	1,01,73,563/-
ii) Interest due but not paid	----	----	----	----
iii) Interest accrued but not due	62,039/-	----	----	62,039/-
Total (i+ii+iii)	1,02,35,602/-	----	----	1,02,35,602/-

I. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	Aneel Jain	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,000/-	25,000/-
	(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		
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - Others, specify...		
5	Others, please specify		
	Total (A)	25,000/-	25,000/-
	Ceiling as per the Act	84,00,000/-	84,00,000/-

B. Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Brij Kishor Gupta	Mr. Ashwani Maheshwari	
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others - Reimbursement of out of pocket expenses	0	12,000/-	12,000/-
	Total (1)	0	0	0
2	Other Non-Executive Directors	Mrs. Shashi Jain		
	Fee for attending board committee meetings	0		0
	Commission	0		0
	Others, please specify	0		0
	Total (2)	0		0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act	N.A.	NA	--

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD: (Per Annual)

Sr no	Particulars of Remuneration	Key Managerial Personnel		Total
		CFO	CS	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,92,845/-	1,64,255/-	5,57,100/-
	(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 - as % of profit – Others specify...			
5	Others, please specify	Nil	Nil	Nil
	Total	3,92,845/-	1,64,255/-	5,57,100/-

II. 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					