

**EXTRACT OF ANNUAL RETURN****EXTRACT OF THE ANNUAL RETURN**

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON 31<sup>st</sup> March, 2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I REGISTRATION AND OTHER DETAILS</b>		
i	CIN	L67120MH1995PLC084899
ii	Registration Date	24th January, 1995
iii	Name of the Company	Emkay Global Financial Services Limited
iv	Category/ Sub-Category of the Company	Public Limited Company
v	Address of the Registered Office and contact details	The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028 Tel. No. 022-66121212
vi	Whether Listed Company	Yes. Listed on BSE and NSE
vii	Name , Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Limited C-101 , 247 Park, L B S 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 shall be stated:-

<b>Sr. No.</b>	<b>Name and Description of Main Products/Service</b>	<b>NIC Code of the Products/Service</b>	<b>% to total turnover of the Company</b>
1	Stock Broking and Providing financial services and solutions like investment banking, institutional equities, private client broking, Depository Services.	66120 and 66190	90.49

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

<b>Sr. No.</b>	<b>Name and Address of the Company</b>	<b>CIN No</b>	<b>Holding/ Subsidiary/ Associates</b>	<b>% of shares/ contribution held</b>	<b>Applicable Section</b>
1	Emkay Fincap Limited	U65990MH2005PLC153310	Subsidiary	100	2(87)
2	Emkay Commotrade Limited	U51110MH2006PLC158675	Subsidiary	100	2(87)
3	Emkay Wealth Advisory Limited (Formerly known as Emkay Insurance Brokers Limited.)	U66030MH2007PLC168496	Subsidiary	100	2(87)
4	Emkay Investment Managers Limited	U67190MH2010PLC203819	Subsidiary	100	2(87)
5	*Emkayglobal Financial Services IFSC Private Limited	U65999GJ2018PTC102945	Subsidiary	100	2(87)

\* Emkayglobal Financial Services IFSC Private Limited was incorporated on 21/06/2018 as wholly owned Subsidiary Company of the Company and yet to commence operations.

**IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****i) Category –wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 2018				No. of Shares held at the end of the year 2019				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/HUF	1,35,02,500	-	1,35,02,500	55.0358	1,35,02,500	-	1,35,02,500	54.8458	(0.1900)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt	-	-	-	-	-	-	-	-	-
d) Bodies Corp	41,50,000	-	41,50,000	16.9153	43,90,000	-	43,90,000	17.8317	0.9164
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total A-1</b>	<b>1,76,52,500</b>	<b>-</b>	<b>1,76,52,500</b>	<b>71.9511</b>	<b>1,78,92,500</b>	<b>-</b>	<b>1,78,92,500</b>	<b>72.6775</b>	<b>0.7264</b>
<b>2 Foreign</b>	-	-	-	-	-	-	-	-	-
(a) NRI-Individuals	-	-	-	-	-	-	-	-	-
(b) Others-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp	-	-	-	-	-	-	-	-	-
(d) Bank/FI	-	-	-	-	-	-	-	-	-
(e) Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters A= A1+A2</b>	<b>1,76,52,500</b>	<b>-</b>	<b>1,76,52,500</b>	<b>71.9511</b>	<b>1,78,92,500</b>	<b>-</b>	<b>1,78,92,500</b>	<b>72.6775</b>	<b>0.7264</b>
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	756	-	756	0.0031	0.0031
c) Cent. Govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Foreign Portfolio Investors	14,125	0	14,125	0.0576	0	0	0	0	(0.0576)
j) Others (specify)	-	-	-	-	-	-	-	-	-

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Category of Shareholders	No. of Shares held at the beginning of the year 2018				No. of Shares held at the end of the year 2019				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>Sub Total-B-1</b>	<b>14,125</b>	<b>0</b>	<b>14,125</b>	<b>0.0576</b>	<b>756</b>	<b>0</b>	<b>756</b>	<b>0.0031</b>	<b>(0.0545)</b>
<b>2. Non Institutions</b>									
a. Bodies Corp									
i. Indian	7,06,507	10,000	7,16,507	2.9205	5,91,186	10,000	6,01,186	2.4419	(0.4785)
ii. Overseas	-	-	-	-					
b. Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	30,52,524	4,514	30,57,038	12.4604	30,14,293	4,514	30,18,807	12.2621	(0.1983)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	18,15,863	0	18,15,863	7.4014	15,08,834	0	15,08,834	6.1287	(1.2727)
c. Cent. Govt/State Govt	-	-	-	-	-	-	-	-	-
d. IEPF Authority MCA	1,783	0	1,783	0.0073	2,745	0	2,745	0.0111	0.0038
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance companies	-	-	-	-	-	-	-	-	-
g. FIIs/Banks	9,258	0	9,258	0.0377	-	-	-	-	-
h. Foreign Vanture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify) NBFC	-	-	-	-	250	-	250	0.0010	0.0010
a. Clearing members	1,33,582	0	1,33,582	0.5445	56,853	0	56,853	0.2309	(0.3136)
b. Trust	-	-	-	-	-	-	-	-	-
c. NRIs	4,44,640	0	4,44,640	1.8123	4,78,505	0	4,78,505	1.9436	0.1313
d. NRN	1,81,352	0	1,81,352	0.7392	2,05,537	0	2,05,537	0.8349	0.0957
e. Hindu Undivided Family	1,91,062	0	1,91,062	0.7788	4,25,684	0	4,25,684	1.7291	0.9503
f. Office bearers	1,90,553	0	1,90,553	0.7767	3,01,606	0	3,01,606	1.2251	0.4484
<b>Sub Total B-2</b>	<b>67,27,124</b>	<b>14,514</b>	<b>67,41,638</b>	<b>27.4787</b>	<b>65,85,493</b>	<b>14,514</b>	<b>66,00,007</b>	<b>26.8086</b>	<b>(0.6701)</b>
<b>Total Public Shareholding B=B1+B2</b>	<b>67,41,249</b>	<b>14,514</b>	<b>67,55,763</b>	<b>27.5363</b>	<b>65,86,249</b>	<b>14,514</b>	<b>66,00,763</b>	<b>26.8116</b>	<b>(0.7247)</b>
C. Non -Promoter and Non -Public	1,25,767	0	1,25,767	0.5126	1,25,767	0	1,25,767	0.5126	0
<b>D. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C+D)</b>	<b>2,45,19,516</b>	<b>14,514</b>	<b>2,45,34,030</b>	<b>100.00</b>	<b>2,46,04,516</b>	<b>14,514</b>	<b>2,46,19,030</b>	<b>100.00</b>	<b>0</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholders 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 the total shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	%of the total shares of the Company	%of Shares Pledged / Encumbered to total shares	
1	Krishna Kumar Karwa	49,22,500	20.06	--	49,22,500	19.99	---	(0.07)*
2	Prakash Kacholia	47,50,000	19.36	--	47,50,000	19.29	---	(0.07)*
3	Emkay Corporate Services P. Limited	41,50,000	16.92	--	43,90,000	17.83	---	0.91*

**(iii) Change in Promoters' Shareholding**

Sr. No.		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
<b>A</b>	<b>Krishna Kumar Karwa</b>				
	At the beginning of the year	49,22,500	20.06	-	-
	At the end of the year	-	-	49,22,500	19.99*
<b>B</b>	<b>Prakash Kacholia</b>				
	At the beginning of the year	47,50,000	19.36	-	-
	At the end of the year	-	-	47,50,000	19.29*
<b>C</b>	<b>Emkay Corporate Services Private Limited</b>				
	At the beginning of the year	41,50,000	16.92	-	-
	Increase in shareholding due to transfer / purchase	-	-	2,40,000	0.97*
	At the end of the year	-	-	43,90,000	17.83

**\*Note:** Except Emkay Corporate Services Private Limited, percentage has changed marginally due to increase in paid up capital on account of issue of shares under ESOP Scheme during the year 2018-2019.

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## (iv) Shareholding pattern of top ten shareholders (other than Directors / Promoters and holders of GDRs and ADRs.)

Sr. No.	For each of the Top Ten Shareholders	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
<b>1</b>	<b>Raunak Karwa</b>				
	At the beginning of the year	17,50,000	7.13	-	-
	At the end of the year	-	-	17,50,000	7.11
<b>2</b>	<b>Rajiv P Shroff</b>				
	At the beginning of the year	33,137	0.13	-	-
	Date wise increase in shareholding due to transfer / purchase	2,92,202	1.19	3,25,339	1.32
	Date wise decrease in shareholding due to transfer / sale	-	-	-	-
	At the end of the year	-	-	3,25,339	1.32
<b>3</b>	<b>Porinju V Veliyath</b>				
	At the beginning of the year	2,60,000	1.0598	-	-
	Date wise increase in shareholding due to transfer / purchase	40,000	0.1630	3,00,000	1.22
	Date wise decrease in shareholding due to transfer / sale	-	-	-	-
	At the end of the year	-	-	3,00,000	1.22
<b>4</b>	<b>Vikram Kotak HUF</b>				
	At the beginning of the year	-	-	-	-
	Date wise increase in shareholding due to transfer / purchase	1,48,000	0.6012	1,48,000	0.6012
	Date wise decrease in shareholding due to transfer / sale	-	-	-	-
	At the end of the year	-	-	1,48,000	0.6012
<b>5</b>	<b>Satyanarayan Karwa</b>				
	At the beginning of the year	1,45,000	0.5910	-	-
	At the end of the year	-	-	1,45,000	0.5890
<b>6</b>	<b>Emkay Employees Welfare Trust</b>				
	At the beginning of the year	1,25,767	0.5126	-	-
	At the end of the year	-	-	1,25,767	0.5109
<b>7</b>	<b>A. Jain &amp; Co. Pvt. Ltd.</b>				
	At the beginning of the year	7,746	0.0315	-	-
	Date wise increase in shareholding due to transfer / purchase	92,300	0.3749	1,00,046	0.4064
	Date wise decrease in shareholding due to transfer / sale	-	--	-	-
	At the end of the year	-	-	1,00,046	0.4064
<b>8</b>	<b>Sachin Virendra Shah</b>				
	At the beginning of the year	15,000	0.0611	-	-
	Date wise increase in shareholding due to purchase / transfer	85,000	0.3452	1,00,000	0.4062
	Date wise decrease in shareholding due to transfer / sale	-	-	--	-
	At the end of the year			1,00,000	0.4062

Sr. No.	For each of the Top Ten Shareholders	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
<b>9</b>	<b>Ganesh Srinivasan</b>				
	At the beginning of the year	1,00,000	0.4076	-	-
	At the end of the year	-	-	1,00,000	0.4062
<b>10</b>	<b>Murlidhar Karwa (HUF)</b>				
	At the beginning of the year	1,00,000	0.4076	-	-
	At the end of the year	-	-	1,00,000	0.4062
<b>11</b>	<b>Krishna Kumar Karwa (HUF)</b>				
	At the beginning of the year	1,00,000	0.4076	-	-
	At the end of the year	-	-	1,00,000	0.4062

**Note:** The trading has taken place on various dates, therefore the change has been shown on consolidated Basis.

**v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	For each of the Directors /KMP	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 the total shares of the Company
<b>1</b>	<b>Krishna Kumar Karwa</b>				
	At the beginning of the year	49,22,500	20.0640	-	-
	At the end of the year	-	-	49,22,500	19.9947
<b>2</b>	<b>Prakash Kacholia</b>				
	At the beginning of the year	47,50,000	19.3609	-	-
	At the end of the year	-	-	47,50,000	19.2940
<b>3</b>	<b>Preeti Kacholia</b>				
	At the beginning of the year	18,80,000	7.6628	-	-
	At the end of the year	-	-	18,80,000	7.6364
<b>4</b>	<b>G.P. Gupta*</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>5</b>	<b>S. K. Saboo</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>6</b>	<b>R.K.Krishnamurthi</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>7</b>	<b>G.C.Vasudeo</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>8</b>	<b>Satish Ugrankar</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>9</b>	<b>Dr.Bharat Kumar Singh **</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

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Sr. No.	For each of the Directors /KMP	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 the total shares of the Company
10	<b>Saket Agrawal (CFO)</b>	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise decrease in shareholding due to sale / transfer	-	-	-	-
	At the end of the year	-	-	-	-
11	<b>B. M. Raul KMP (CS)</b>	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise increase in shareholding due to purchase / transfer	-	-	100	0.0004
	At the end of the year	-	-	100	0.0004

**Note:** \* Mr. G. P. Gupta resigned from the Company on 2nd November 2018

\*\*Dr. Bharat Kumar Singh was Appointed as an Independent Director of the company for a term of 5 consecutive years from 14th August 2018,

## V. INDEBTEDNESS

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

(₹)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-		-
i) Principal Amount	5,00,00,000	5,00,00,000		10,00,00,000
ii) Interest due but not paid				
iii) Interest accrued but not due	1,80,267	1,80,267		3,60,534
<b>Total (i+ii+iii)</b>	<b>5,01,80,267</b>	<b>5,01,80,267</b>		<b>10,03,60,534</b>
<b>Changes in Indebtedness during the financial year</b>	-	-		-
Addition		38,00,00,000		38,00,00,000
Reduction		38,00,00,000		38,00,00,000
<b>Net Change</b>		-		-
<b>Indebtedness at the end of the financial year</b>	-	-		-
i) Principal Amount	5,00,00,000	5,00,00,000		10,00,00,000
ii) Interest due but not paid				
iii) Interest accrued but not due	1,93,304	1,93,304		3,86,608
<b>Total (i+ii+iii)</b>	<b>5,01,93,304</b>	<b>5,01,93,304</b>		<b>10,03,86,608</b>

**Note:** The amounts of indebtedness do not include intra-day funding provided by banks.

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

Sr. No.	Particulars of Remuneration	Name of Managing Director		Total Amount ₹
		Krishna Kumar Karwa- MD	Prakash Kacholia-MD	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84,00,000	84,00,000	1,68,00,000
	(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...			
5.	Others : Company's Contribution to PF	10,08,000	10,08,000	20,16,000
	Total (A)	94,08,000	94,08,000	1,88,16,000
	Ceiling as per the Act	5% of the Net Profit	5% of the Net Profit	

**B. Remuneration to other directors:**

(₹)

Sl. no.	Particulars of Remuneration	Name of Directors							Total Amount
		*G. P. Gupta	S. K. Saboo	R. K. Krishnamurthi	G. C. Vasudeo	Dr. Satish Ugrankar	Preeti Kacholia	Dr. Bharat Kumar Singh	
1.	<b>Independent Directors</b>								
	Fee for attending board/ committee meetings	50,000	-	1,50,000	1,30,000	1,50,000	-	40,000	5,20,000
	Commission	-	-	2,00,000	3,50,000	2,00,000	-	2,00,000	9,50,000
	Others, please specify								
	Total (1)	50,000	-	3,50,000	4,80,000	3,50,000	-	2,40,000	14,70,000
2.	<b>Other Non-Executive Directors</b>	-	-	-	-	-	-	-	1,00,000
	Fee for attending board committee meetings	-	1,00,000	-	-	-	-	-	-
	Commission								
	Others, please specify								
	Total (2)	-	1,00,000	-	-	-	-	-	1,00,000
	Total (B)=(1+2)	50,000	1,00,000	3,50,000	4,80,000	3,50,000	-	2,40,000	15,70,000

\*Mr.G.P.Gupta resigned from the Board on 2nd November 2018.



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### C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial officer	Company Secretary	Total
		Saket Agarwal	B. M. Raul	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44,69,560	24,60,893	69,30,453
	(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...			
5.	Others, please specify			
	- Contribution to PF	86,400	-	-
	- Others, specify	2,40,000 - NPS	-	-
	Total	47,95,960	24,60,893	69,30,453

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCE

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)
<b>A. COMPANY</b>					
Penalty					
Punishment			-----NIL-----		
Compounding					
<b>B. DIRECTOR</b>					
Penalty					
Punishment			-----NIL-----		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			-----NIL-----		
Compounding					

On behalf of the Board of Directors

**Krishna Kumar Karwa**  
Managing Director

**Prakash Kacholia**  
Managing Director

Place : Mumbai  
Date : May 28, 2019