

FORM MGT-9

Extract of Annual Return as on Financial Year ended on 31st March, 2019

[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:- U65999MH2009FTC189640

ii) Registration Date:- 1 6 0 1 2 0 0 9
D D M M Y Y Y Y

iii) Name of the Company Volkswagen Finance Private Limited

iv) Category / Sub-Category of the Company :- Company limited by shares/ Subsidiary of a Foreign Company

v) Address of the Registered office and contact details

Address 3rd Floor, Wing - A, Silver Utopia, Cardinal Gracious Road, Chakala, Andheri

Town/City Mumbai

State Maharashtra

Pincode 400099

Telephone with STD 022 39521000

Fax 022 39521001

Email Address vwplcompliance.india@vwfs.com

Website, If Any: www.volkswagen-finance-india.co.in

(In case of foreign company, please give address of principal place of business in India):

NA

Address

Town/City

State

Pincode

Telephone with STD

Fax

Email Address

[Please provide valid and current email-id of the dealing officer]

vi) Whether shares listed on recognized Stock Exchange(s) - Yes/No No

If Yes, details of stock exchange where shares are listed

SI No. Stock Exchange name Code

vii) Name, Address and Contact details of Registrar & Transfer Agents, if any (FOR DEBENTURES LISTED)

Name of Registrar & Transfer Agents: Bigshare Services Private Limited

Address 1st Floor, Bharat Tin Works Bldg, Opp. Vasant Oasis, Makwana Road, Marol Naka, Andheri (East)

Town/City Mumbai

State Maharashtra

Pincode 400 072

Telephone with STD 022 6263 8200

Area code

Number

Fax 022 6263 8299

Email Address babu@bigshareonline.com

[Please provide valid and current email-id of the dealing officer of RTA]



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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financing Activity	64920	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Volkswagen Finance Overseas B V, Netherlands	NA	Holding	9.00%	Section 2(87) of the Companies Act, 2013

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.	--	--	--	--	--	--	--	--	--
e)Bank / FI	--	--	--	--	--	--	--	--	--
f)Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (1):-	0	0	0	0	0	0	0	0	0
(2)Foreign									
a)NRIs - Individuals	--	--	--	--	--	--	--	--	--
b)Other - Individuals	--	--	--	--	--	--	--	--	--
c)Bodies Corp.	--	1,16,88,02,144	1,16,88,02,144	100	--	1,16,88,02,144	1,16,88,02,144	100	NIL
d)Banks / FI	--	--	--	--	--	--	--	--	--
e)Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	0	1,16,88,02,144	1,16,88,02,144	100	0	1,16,88,02,144	1,16,88,02,144	100	0
Total Shareholding of Promoter									
(A) = (A)(1) + (A)(2)									
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)	0	0	0	0	0	0	0	0	0
2.Non-Institutions									
a)Bodies Corp.	--	--	--	--	--	--	--	--	--
i)Indian	--	--	--	--	--	--	--	--	--
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	--	--	--	--	--	--	--	--	--
c)Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B) = (B)(1) + (B)(2)									
C.Shares held by Custodian for GDR's & ADR's	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1,16,88,02,144	1,16,88,02,144	100	0	1,16,88,02,144	1,16,88,02,144	100	0



(ii) Shareholding of Promoters

Sl 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	Volkswagen Financial Services AG	1,06,36,09,937	91.00	--	1,06,36,09,937	91.00	--	--
2	Volkswagen Finance Overseas B.V	10,51,92,207	9.00	--	10,51,92,207	9.00	--	--
	Total	1,16,88,02,144	100	--	1,16,88,02,144	100	--	--

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

No Change

Sl 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
	At the beginning of the year	NOT APPLICABLE			
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	--	--	--	--

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

Sl 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	For Each of the Top 10 Shareholders	NOT APPLICABLE			
2	At the beginning of the year	--	--	--	--
3	Date wise Increase /Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	--	--	--	--
4	At the End of the year (or on the date of separation, if separated during the year)	--	--	--	--

(v) Shareholding of Directors and Key Managerial Personnel:

Sl 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	For Each of the Directors and KMP	NOT APPLICABLE			
1	At the beginning of the year	0	0	0	0
2	Date wise Increase /Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	0	0	0	0
3	At the End of the year	0	0	0	0



(v) INDEBTEDNESS

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

Particulars	Amt. Rs. In lacs			Total Indebtedness
	Secured Loans excluding deposits	Unsecured Loans	Deposits	
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,20,000.00	1,77,653.64	0.00	3,97,653.64
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	10,133.64	735.26	0.00	10,868.90
Total (i + ii + iii)	2,30,133.64	1,78,388.90	0.00	4,08,522.54
Change in Indebtedness during the financial year				
Addition	0	8,61,846.21	0.00	8,61,846.21
Reduction	(80,000.00)	(8,33,704.31)	0.00	(9,13,704.31)
Net Change	(80,000.00)	28,141.90	0.00	(51,858.10)
Indebtedness at the end of the financial year				
i) Principal Amount	1,40,000.00	2,06,530.80	0.00	3,46,530.80
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	6,730.78	789.14	0.00	7,519.92
Total (i + ii + iii)	1,46,730.78	2,07,319.94	0.00	3,54,050.72

Note: Previous years numbers are restated as per Indian Accounting Standard (IND AS) adopted by the Company w.e.f 01 April 2018

(VI) Remuneration of Directors and Key Managerial Personnel

(rounded off to nearest 10 digit)

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Amt in Rs. Total Amount
		Mr. Ashish Deshpande (appointed as MD and CEO with effect from March 01, 2019)	Mr. Gokhan Cinar (MD and CFO)	Mr. Hans Patrik Riese (MD and CEO) (resigned as MD and CEO with effect from February 28, 2019)	
1	Gross Salary	6,42,839	2,34,23,663	2,21,37,457	4,62,03,959
	Gross Salary	-	-	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,73,897	44,42,616	42,81,585	88,98,098
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	0
2	Stock Option	-	-	-	0
3	Sweat Equity	-	-	-	0
4	Commission	-	-	-	0
	- as % of profit	-	-	-	0
	- others, specify	-	-	-	0
5	Others - Non taxable perquisites and payments	-	-	-	0
	Total (A)	8,16,736	2,78,66,279	2,64,19,042	5,51,02,057
	Ceiling as per the Act			Not Applicable	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Director		Amt in Rs. Total Amount
		Mr. Mrinal Chandran	Ms. Rupa Vora	
1	Independent Directors			
	* Fee for attending Board & Committee Meetings	14,00,000	14,00,000	28,00,000
	* Commission	-	-	-
	* Others, please specify	-	-	-
	Total (1)	14,00,000	14,00,000	28,00,000
2	Other Non-Executive Directors			
	* Fee for attending Board & Committee Meetings		0	0
	* Commission		0	0
	* Others, please specify		0	0
	Total (2)		0	0
	Total (B)=(1+2)	14,00,000	14,00,000	28,00,000
	Total Managerial Remuneration			5,79,02,057
	Overall Ceiling as per the Act			Not Applicable



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

Amf in Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CFO (please refer point VI (A))	Company Secretary Ms. Harshada Pathak	CEO (please refer point VI (A))	
1	Gross salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		24,52,740	-	24,52,740
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		2,150	-	2150
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		0	-	0
2	Stock Option		0	-	0
3	Sweat Equity		0	-	0
4	Commission				
	- as % of profit		0	-	0
	- others, specify...		0	-	0
5	Others, please specify		0	-	0
	Total		24,54,890	-	24,54,890

(VII) 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)
NOT APPLICABLE					
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

