

**EXTRACT OF ANNUAL RETURN IN FORM MGT-9**

**Required to be attached to the Directors' Report as on the financial year ended on 31<sup>st</sup> March, 2020**

[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   | U32100MH1997PLC106135  |
| ii.  | Registration Date   | 25 <sup>th</sup> February, 1997  |
| iii. | Name of the Company   | Godrej Infotech Limited  |
| iv.  | Category / Sub-Category of the Company                                    | Company Limited by Shares / Indian Non-Government Company  |
| v.   | Address of the Registered office and contact details                      | Pirojshanagar, L.B.S. Marg, Vikhroli<br>Mumbai – 400 079<br>Email: <a href="mailto:infotech@godrej.com">infotech@godrej.com</a><br>Website: <a href="http://www.godrejinfotech.com">www.godrejinfotech.com</a> |
| vi.  | Whether listed company (Yes / No)   | No   |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Not Applicable   |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

| Sl. NO. | Name and Description of the main Product / Services      | NIC Code of the Product / Services | % to total turnover of the Company |
|---------|--|------------------------------------|------------------------------------|
| 1.      | Computer Programming, Consultancy and Related Activities | 620                                | 100                                |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S. NO. | NAME AND ADDRESS OF THE COMPANY  | CIN / GLN             | HOLDING / SUBSIDIARY / ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|--------|--|-----------------------|----------------------------------|------------------|--------------------|
| 1.     | GODREJ & BOYCE MANUFACTURING COMPANY LIMITED<br><br>Pirojshanagar,<br>Vikhroli, Mumbai 400 079 | U28993MH1932PLC001828 | Holding Company                  | 52.06            | 2 (46)             |
| 2.     | GODREJ INFOTECH (SINGAPORE) PTE. LTD.<br><br>11, Lok Yank Way,<br>Singapore – 628632           | NOT APPLICABLE        | Subsidiary Company               | 100              | 2(87)              |
| 3.     | GODREJ INFOTECH AMERICAS, INC.<br><br>160, Mine Lake Ct,<br>Ste 200,<br>Raleigh, NC            | NOT APPLICABLE        | Subsidiary Company               | 100              | 2(87)              |
| 4.     | LVD GODREJ INFOTECH NV<br><br>Honschotestraat,<br>8560, Gullegem,<br>Belgium                   | NOT APPLICABLE        | Subsidiary Company               | 90               | 2(87)              |

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

##### i. Category-wise shareholding

| Category of Shareholders                                    | No. of Shares held as on 1 <sup>st</sup> April, 2019 |              |              |                   | No. of Shares held as on 31 <sup>st</sup> March, 2020 |              |              |                   | % Change during year |
|---|--|--------------|--------------|-------------------|---|--------------|--------------|-------------------|----------------------|
|   | Demat  | Physical     | Total        | % of total shares | Demat   | Physical     | Total        | % of total shares |                      |
| <b>A. PROMOTERS</b>   |  |              |              |                   |   |              |              |                   |                      |
| <b>i. Indian</b>  |  |              |              |                   |   |              |              |                   |                      |
| a. Individual / HUF   | 0  | 4,185        | 4,185        | 43.14             | 0   | 4,185        | 4,185        | 43.14             | 0                    |
| b. Central Govt / State Govt.                               | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| c. Bodies Corp.   | 0  | 5,050        | 5,050        | 52.06             | 0   | 5,050        | 5,050        | 52.06             | 0                    |
| d. Banks / Financial Institutions                           | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| e. Any Other  | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| <b>Sub-Total (A) (i)</b>                                    | <b>0</b>   | <b>9,235</b> | <b>9,235</b> | <b>95.21</b>      | <b>0</b>  | <b>9,235</b> | <b>9,235</b> | <b>95.21</b>      | <b>0</b>             |
| <b>ii. Foreign</b>  |  |              |              |                   |   |              |              |                   |                      |
| a. NRIs – Individuals                                       | 0  | 465          | 465          | 4.79              | 0   | 465          | 465          | 4.79              | 0                    |
| b. Other – Individuals                                      | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| c. Bodies Corp.   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| d. Banks / Financial Institutions                           | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| e. Any Other  | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| <b>Sub-Total (A) (ii)</b>                                   | <b>0</b>   | <b>465</b>   | <b>465</b>   | <b>4.79</b>       | <b>0</b>  | <b>465</b>   | <b>465</b>   | <b>4.79</b>       | <b>0</b>             |
| <b>Total Shareholding of Promoters (A) (A)(i) + (A)(ii)</b> | <b>0</b>   | <b>9,700</b> | <b>9,700</b> | <b>100.00</b>     | <b>0</b>  | <b>9,700</b> | <b>9,700</b> | <b>100.00</b>     | <b>0</b>             |

| Category of Shareholders  | No. of Shares held as on 1 <sup>st</sup> April, 2019 |              |              |                   | No. of Shares held as on 31 <sup>st</sup> March, 2020 |              |              |                   | % Change during year |
|---|--|--------------|--------------|-------------------|---|--------------|--------------|-------------------|----------------------|
|   | Demat  | Physical     | Total        | % of total shares | Demat   | Physical     | Total        | % of total shares |                      |
| <b>B. PUBLIC SHAREHOLDING</b>   |  |              |              |                   |   |              |              |                   |                      |
| <b>i. Institutions</b>  |  |              |              |                   |   |              |              |                   |                      |
| a. Mutual Funds   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| b. Banks / Financial Institutions   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| c. Central Govt / State Govt.   | 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. FIs / Foreign Venture Capital Funds / Others   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| <b>Sub-Total (B) (1)</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>ii. Non- Institutions</b>  |  |              |              |                   |   |              |              |                   |                      |
| a. Bodies Corporate (Indian / Overseas)   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| b. Individual share holders holding nominal share capital upto or in excess of Rs. 1 lakh | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| c. Others   | 0  | 0            | 0            | 0                 | 0   | 0            | 0            | 0                 | 0                    |
| <b>Sub-Total (B) (2)</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>Total Public Shareholding (B)</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>C. 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)</b>  | <b>0</b>   | <b>9,700</b> | <b>9,700</b> | <b>100.00</b>     | <b>0</b>  | <b>9,700</b> | <b>9,700</b> | <b>100.00</b>     | <b>0</b>             |

ii. Shareholding of Promoters

| S. No. | Shareholder's Name   | Shareholding as on 1 <sup>st</sup> April, 2019 |                                  |  | Shareholding as on 31 <sup>st</sup> March, 2020 |                                  |  | % Change in Shareholding during 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.     | Godrej & Boyce Manufacturing Company Limited   | 5,050  | 52.06                            | 0  | 5,050   | 52.06                            | 0  | 0                                    |
| 2.     | Mr..J.N.Godrej, Mrs. P.J.Godrej & Mr. N.J.Godrej (Trustees of the Raika Godrej Family Trust) | 465  | 4.79                             | 0  | 465   | 4.79                             | 0  | 0                                    |
| 3.     | Mr. N.J.Godrej   | 465  | 4.79                             | 0  | 465   | 4.79                             | 0  | 0                                    |
| 4.     | Mr. P.A.Godrej   | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 5.     | Mrs. T.A.Dubash  | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 6.     | Ms. N.A.Godrej   | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 7.     | Mr. B.N.Godrej   | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 8.     | Mr. S.N.Godrej   | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 9.     | Mr. H.N.Godrej   | 310  | 3.20                             | 0  | 310   | 3.20                             | 0  | 0                                    |
| 10.    | Mrs. F.C.Bieri   | 465  | 4.79                             | 0  | 465   | 4.79                             | 0  | 0                                    |
| 11.    | Mrs. Nyrika Holkar   | 465  | 4.79                             | 0  | 465   | 4.79                             | 0  | 0                                    |
| 12.    | Mr. Rishad K. Naoroji and Others (Partners of M/s, RKN Enterprises)                          | 930  | 9.58                             | 0  | 930   | 9.58                             | 0  | 0                                    |
|        | <b>TOTAL</b>   | <b>9,700</b>                                   | <b>100.00</b>                    | <b>0</b>   | <b>9,700</b>                                    | <b>100.00</b>                    | <b>0</b>   | <b>0</b>                             |

**iii. Change in Promoter's Shareholding**

| S. No. | Shareholder's Name  | Shareholding as on 1 <sup>st</sup> April, 2019 |                                  | Shareholding as on 31 <sup>st</sup> March, 2020 |                                  |
|--------|---|--|----------------------------------|---|----------------------------------|
|        |   | No of Shares                                   | % of total Shares of the Company | No of Shares                                    | % of total Shares of the Company |
| 1.     | At the beginning of the year  | No Change                                      |                                  | No Change                                       |                                  |
| 2.     | Date wise Increase / Decrease in Promoters Share holding during the year Specifying the reasons for increase / decrease (eg: allotment / transfer / bonus / sweat equity, etc.) |  |                                  |   |                                  |
| 3.     | 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. | Name | Shareholding                               |                                  | Date | Increase (+)/ Decrease (-) in Shareholding | Reason | Cumulative Shareholding during the year/ end of the period |                                  |
|---------|------|--|----------------------------------|------|--|--------|--|----------------------------------|
|         |      | No. of Shares at the beginning of the year | % of total shares of the company |      |  |        | No. of shares  | % of total shares of the company |
| N.A.    |      |  |                                  |      |  |        |  |                                  |

**v. Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. | Name and Designation                                   | Shareholding                               |                                  | Date     | Increase (+)/ Decrease (-) in Shareholding | Reason | Cumulative Shareholding during the year/ end of the period |                                  |
|---------|--|--|----------------------------------|----------|--|--------|--|----------------------------------|
|         |  | No. of Shares at the beginning of the year | % of total shares of the company |          |  |        | No. of shares  | % of total shares of the company |
| 1       | Dr. K.A. Palia<br>Chairman                             | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 2       | Mr. P.E. Fouzdar<br>Director                           | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 3       | Mr. K.K. Dastur<br>Director                            | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 4       | Mr. S. N. Irani<br>Director                            | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 5       | Mr. R.D. Contractor<br>Director                        | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 6       | Mr. M.M. Parpia<br>Director                            | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 7       | Mr. A.G. Verma<br>Director                             | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |
| 8       | Mrs. Nyrika Holkar<br>Director                         | 465  | 4.79                             | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 465  | 4.79                             |
| 9       | Mr. Ajay R.<br>Pimparkar<br>Chief Executive<br>Officer | 0  | 0                                | 01-04-19 |  |        |  |                                  |
|         |  |  |                                  | 31-03-20 |  |        | 0  | 0                                |

**V. INDEBTEDNESS:**

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

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | 0                                | 0               | 0        | 0                  |
| ii) Interest due but not paid                              | 0                                | 0               | 0        | 0                  |
| iii) Interest Accrued but not due                          | 0                                | 0               | 0        | 0                  |
| <b>Total (i+ii+iii)</b>                                    | 0                                | 0               | 0        | 0                  |
| <b>Changes in Indebtedness during the financial year</b>   |                                  |                 |          |                    |
| i) Addition  | 0                                | 0               | 0        | 0                  |
| ii) Reduction  | 0                                | 0               | 0        | 0                  |
| <b>Net Change</b>  | 0                                | 0               | 0        | 0                  |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  | 0                                | 0               | 0        | 0                  |
| ii) Interest due but not paid                              | 0                                | 0               | 0        | 0                  |
| iii) Interest Accrued but not due                          | 0                                | 0               | 0        | 0                  |
| <b>Total (i+ii+iii)</b>                                    | 0                                | 0               | 0        | 0                  |



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

| Sl. No. | Particulars of Remuneration   | Name of MD/ WTD/ Manager | Total Amount |
|---------|---|--------------------------|--------------|
| 1       | Gross salary  | N.A.                     |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961 |                          |              |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                  |                          |              |
|         | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961  |                          |              |
| 2       | Stock Option  |                          |              |
| 3       | Sweat Equity  |                          |              |
| 4       | Commission  |                          |              |
|         | - as % of profit  |                          |              |
|         | - others, specify...  |                          |              |
| 5       | Others, please specify  |                          |              |
|         | Total (A)   |                          |              |
|         | Ceiling as per the Act  |                          |              |

**B. Remuneration to Other Directors \*\***

| Sl. No. | Particulars of Remuneration                    | Name of Directors |                 | Total Amount    |
|---------|--|-------------------|-----------------|-----------------|
| 1       | Independent Directors                          | Mr. M.M. Parpia   | Mr. K.K. Dastur |                 |
|         | (a) Fee for attending board/committee meetings | 2,75,000          | 2,50,000        | 5,25,000        |
|         | (b) Commission                                 | 0                 | 0               | 0               |
|         | (c ) Others, please specify                    | 0                 | 0               | 0               |
|         | Total (1)                                      | 2,75,000          | 2,50,000        | <b>5,25,000</b> |
| 2       | Other Non-Executive Directors                  | Dr. K. A. Palia   |                 |                 |
|         | (a) Fee for attending board/committee meetings | 2,50,000          |                 | 2,50,000        |
|         | (b) Commission                                 | 0                 |                 | 0               |
|         | (c ) Others, please specify                    | 0                 |                 | 0               |
|         | Total (2)                                      | 2,50,000          |                 | <b>2,50,000</b> |
|         | Total (B)=(1+2)                                |                   |                 | <b>7,75,000</b> |
|         | Total Managerial Remuneration                  |                   |                 | <b>7,75,000</b> |
|         | Overall Ceiling as per the Act.                |                   |                 | 13,84,703       |

\*\* Other Non-Executive Directors of the Company, i.e. Mr. P.E. Fouzdar, Mr. S.N. Irani, Mr. R.D. Contractor, Mr. A.G. Verma and Mrs. Nyrika Holkar have not received any remuneration during the financial year under review as they are the Directors / Senior Executives of Godrej & Boyce Mfg. Co. Ltd., its Holding Company.

**C. Details of remuneration paid to Key Managerial Personnel other than Managing Director / Manager / Whole Time Director, is as below:**

| Sl. No. | Particulars of Remuneration   | Key Managerial Personnel |                   |      |                    |
|---------|---|--------------------------|-------------------|------|--------------------|
|         |   | CEO                      | Company Secretary | CFO  | Total              |
| 1       | Gross salary  |                          |                   |      |                    |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961 | 1,03,96,957              | N.A.              | N.A. | 1,03,96,957        |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                  | 9,32,145                 |                   |      | 9,32,145           |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961   | --                       |                   |      | --                 |
| 2       | Stock Option  | --                       |                   |      | --                 |
| 3       | Sweat Equity  | --                       |                   |      | --                 |
| 4       | Commission  | --                       | --                |      |                    |
|         | - as % of profit  | --                       | --                |      |                    |
|         | - others, specify...  | --                       | --                |      |                    |
| 5       | Others, please specify  | --                       | --                |      |                    |
|         | <b>Total</b>  | <b>1,13,29,102</b>       |                   |      | <b>1,13,29,102</b> |

**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) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | NONE   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | NONE   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | NONE   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |