

<b>Annexure - 2</b>
<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on Financial Year ended on 31.03.2022</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	U22100MH1996PLC096077
ii	Registration Date	9th January, 1996
iii	Name of the Company	Rediff.com India Limited
iv	Category/Sub-category of the Company	Public Company Limited by Shares
v	Address of the Registered office & contact details	1st Floor Mahalaxmi Engg. Estate, L.J. Cross Road No-1, Mahim- (West), Mumbai - 400016
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	<b>Universal Capital Securities Private Limited</b> 25, Shakil Niwas, Mahakali Caves Road, Opp.Satya Saibaba Temple, Andheri (E), Mumbai, MH- 400093

**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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Data Processing, hosting and related activities; web portals	631	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICA- BLE SECTION
1	Vubites India Private limited	U72900MH2007PTC168009	Subsidiary	100%	Section 2(87)
2	Rediff Holding Inc		Subsidiary	100%	Section 2(87)
3	Rediff.com Inc		Subsidiary	100%	Section 2(87)
4	Value Communications Corporations		Subsidiary	100%	Section 2(87)

Category of Shareholders	No. of Shares held at the beginning of the year as on 1st April, 2021				No. of Shares held at the end of the year as on 31st March, 2022				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No.	%
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/HUF	11533811	0	11533811	48.35%	16806858	0	16806858	62.42%	5273047	14.06%
b) Central Govt. or State Govt.										
c) Bodies Corporates	2200002	0	2200002	9.22%	-	-	-	-	-	-9.22%
d) Bank/FI										
e) Any other										
<b>SUB TOTAL:(A) (1)</b>	<b>13733813</b>	<b>0</b>	<b>13733813</b>	<b>57.57%</b>	<b>16806858</b>		<b>16806858</b>	<b>62.42%</b>	<b>5273047</b>	<b>4.84%</b>
<b>(2) Foreign</b>										
a) NRI- Individuals										
b) Other Individuals										
c) Bodies Corp.										
d) Banks/FI										
e) Any other...										
<b>SUB TOTAL (A) (2)</b>		<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>			
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>13733813</b>	<b>-</b>	<b>13733813</b>	<b>57.57%</b>	<b>16806858</b>		<b>16806858</b>	<b>62.42%</b>	<b>5273047</b>	<b>4.84%</b>
<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
a) Mutual Funds										
b) Banks/FI										
C) Central govt										
d) State Govt.										
e) Venture Capital Fund										
f) Insurance Companies										
g) FIIS										
h) Foreign Venture Capital Funds										
i) Others (specify)										
<b>SUB TOTAL (B)(1):</b>										
<b>(2) Non Institutions</b>										
a) Bodies corporates										
i) Indian	1715720	530000	2245720	9.41%	1715720	530000	2245720	8.34%		-1.07%
ii) Overseas		-	-	-		-	-	-		
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	6002	6016	12018	0.05%	6002	6016	12018	0.04%		-0.01%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	2200000	2200000	9.22%		2200000	2200000	8.17%		-1.05%
c) Others- Employee Trust	-	1015000	1015000	4.25%		1015000	1015000	3.77%		-0.49%
<b>SUB TOTAL (B)(2):</b>	<b>1721722</b>	<b>3751016</b>	<b>5472738</b>	<b>22.94%</b>	<b>1721722</b>	<b>3751016</b>	<b>5472738</b>	<b>20.32%</b>		<b>-2.62%</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1721722</b>	<b>3751016</b>	<b>5472738</b>	<b>22.94%</b>	<b>1721722</b>	<b>3751016</b>	<b>5472738</b>	<b>20.32%</b>		<b>-2.62%</b>
<b>C. Shares held by Custodian for ADRs</b>		4647978	4647978	19.48%		4647978	4647978	17.26%		-2.22%
<b>Grand Total (A+B+C)</b>	<b>15455535</b>	<b>8398994</b>	<b>23854529</b>	<b>100.00%</b>	<b>18528580</b>	<b>8398994</b>	<b>26927574</b>	<b>100.00%</b>		

## (ii) SHARE HOLDING OF PROMOTERS

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	Ajit Balakrishnan	10289071	43.13%	Nil	16806858	62.42%	Nil	19.29%
2	Diwan Arun Nanda	1244740	5.22%	Nil	0	0.00%	Nil	-5.22%
3	Rediffusion Holdings Pvt. Ltd.	2200002	9.22%	Nil	0	0.00%	Nil	-9.22%
	Total	13733813	57.57%		16806858	62.42%		4.85%

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

S. No.	Share holding at the beginning of the year	Increase/ Decrease in No. of Shares	Cumulative Share holding during the year	
			No. of shares	% of total shares of the company
1				
	At the beginning of the year	-	10289071	-
	<b>Increase:</b> allotment of equity shares by way of rights issue on 24th December, 2021	3073045	13362116	
	<b>Increase:</b> Transfer of shares by Diwan Arun Nanda	1244740	14606856	
	<b>Increase:</b> Transfer of shares by Rediffusion Holdings Pvt. Ltd.	2200002	16806858	
	<b>At the end of the year</b>	-	<b>16806858</b>	<b>62.42%</b>
2				
	At the beginning of the year		1244740	-
	<b>Decrease:</b> transfer to Mr. Ajit Balakrishnan	1244740	0	
	<b>At the end of the year</b>	-	-	-
3				
	At the beginning of the year		2200002	
	<b>Decrease:</b> transfer to Mr. Ajit Balakrishnan	2200002	0	
	<b>At the end of the year</b>	-	-	-

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the end 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	<b>Styrax Commodities Limited</b>				
	At the beginning of the year	1523000	6.38%	1523000	6.38%
	At the end of the year	1523000	5.66%	1523000	5.66%
2	<b>Rupa Rajopadhya</b>				
	At the beginning of the year	1100000	4.61%	1100000	4.61%
	At the end of the year	1100000	4.09%	1100000	4.09%
3	<b>Utkarsh Nadkarni</b>				
	At the beginning of the year	1100000	4.61%	1100000	4.61%
	At the end of the year	1100000	4.09%	1100000	4.09%
4	<b>Rediff.com India Limited Employee Trust</b>				
	At the beginning of the year	1015000	4.25%	1015000	4.25%
	At the end of the year	1015000	3.77%	1015000	3.77%
5	<b>Pacific Century Cyberworks India Pvt. Ltd.</b>				
	At the beginning of the year	530000	2.22%	530000	2.22%
	At the end of the year	530000	1.97%	530000	1.97%
6	<b>Citicorp Finance (India) Ltd.</b>				
	At the beginning of the year	192720	0.81%	192720	0.81%
	At the end of the year	192720	0.72%	192720	0.72%

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Increase/ Decrease in No. of Shares	Cumulative Shareholding during	
		No. of share	% of total shares of the company		No of shares	% of total shares of the company
1	<b>Ajit Balakrishnan</b>					
	At the beginning of the year	10289071	43.13%		10289071	43.13%
	Increase: allotment of equity shares by way of rights issue on 24th December, 2021			3073045	13362116	
	Increase: Transfer of shares by Diwan Arun Nanda			1244740	14606856	
	Increase: Transfer of shares by Rediffusion Holdings Pvt. Ltd.			2200002	16806858	
	<b>At the end of the year</b>	-	-	-	<b>16806858</b>	<b>62.42%</b>

V INDEBTEDNESS

Rupees

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		130,930,000	-	130,930,000
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>130,930,000</b>	<b>-</b>	<b>130,930,000</b>
<b>Change in Indebtedness during the financial year</b>				
Additions		28,200,000	-	28,200,000
Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>28,200,000</b>	<b>-</b>	<b>28,200,000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		159,130,000	-	159,130,000
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>159,130,000</b>	<b>-</b>	<b>159,130,000</b>

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs.)

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>	<b>Mr. Ajit Balakrishnan-MD</b>	
	(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	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>		

**B. Remuneration to other Directors:**

(Rs.)

Sl.No	Particulars of Remuneration	Name of the Directors			Total
		Gulshan Rai	M. Madhavan Nambiar	M. G. Parmeswaran	
1	Independent Directors				
	(a) Fee for attending board committee meetings	200,000	200,000	200,000	600,000
	(b) Commission				
	(c ) Others, please specify				
	Reimbursement of expenses				-
	<b>Total (1)</b>	<b>200,000</b>	<b>200,000</b>	<b>200,000</b>	<b>600,000</b>
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings		-	-	
	(b) Commission		-	-	
	(c ) Others, please specify.		-	-	
	<b>Total (2)</b>		-	-	
	<b>Total (B)=(1+2)</b>	<b>200,000</b>	<b>200,000</b>	<b>200,000</b>	<b>600,000</b>
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act.</b>				

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

(Rs.)

Sl. No.	Particulars of Remuneration	CEO	Key Managerial Personnel		Total
			Ramawtar Taparia - CFO	Ms. Vandana Sharma Company Secretary	
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Not Applicable	3,535,935	907,420	4,443,355
	(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		-	-	
	<b>Total</b>			<b>3,535,935</b>	<b>907,420</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NC/LT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding	96 of the Companies Act, 2013	after paying compounding fee the offence u/s 96 for FY 2015-16 and 2016-17 was compounded and the application was disposed off.	compounding fee of Rs.42,000 and Rs. 1,25,000 for FY 2015-16 and 2016-17 respectively	Regional Director	none
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding	96 of the Companies Act, 2013	after paying compounding fee the offence u/s 96 for FY 2015-16 and 2016-17 was compounded and the application was disposed off.	compounding fee of Rs.42,000 and Rs. 1,25,000 for FY 2015-16 and 2016-17 respectively	Regional Director	none
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None				
Punishment					
Compounding					