

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 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	U01100MH1999PLC120563
ii)	Registration Date	29-06-1999
iii)	Name of the Company	Reliance Retail Limited
iv)	Category / Sub-Category of the Company	Public Company having share capital
v)	Address of the Registered office and contact details	3 rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002 Tel: +91 22 35553800
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 Tel: +91 40 67161700 Fax: +91 40 67161680
II.	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
	All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Attachment B
IV.	SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i)	Category-wise Shareholding	As per Attachment C
ii)	Shareholding of Promoters	As per Attachment D
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iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs)	As per Attachment F
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V.	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment H
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A.	Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager	As per Attachment I
B.	Remuneration to other Directors	As per Attachment J
C.	Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Attachment K
VII.	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment L

Attachment A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below: -

Sr. No.	Name and Description of main products/ services	NIC Code of the product/service*	% to total turnover of the Company#
1	Retail sale of food products, apparel, consumer durables and other products	477 -Retail sale of other goods in specialized stores	90.27%

* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

On the basis of Gross Turnover

Attachment B

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of Company	Address of Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable section
1	Reliance Industries Limited	3 rd Floor, Maker Chamber IV, 222 Nariman Point, Mumbai-400021	L17110MH1973PLC019786	Ultimate Holding	99.93*	2(46)
2	Reliance Retail Ventures Limited	4 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai- 400002	U51909MH2006PLC166166	Immediate Holding	99.93	2(46)
3	Reliance Clothing India Private Limited	3 rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai- 400002	U17120MH2008PTC180384	Subsidiary	100.00	2(87)
4.	Reliance - GrandOptical Private Limited	5 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai- 400002	U51900MH2007PTC175638	Subsidiary	100.00	2(87)
5.	Reliance Petro Marketing Limited	5 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai- 400002	U74210MH1999PLC120377	Subsidiary	100.00	2(87)
6.	Reliance-Vision Express Private Limited	10 th Floor, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400021	U51900MH2007PTC175637	Associate (Joint Venture)	50.00	2(6)
7.	Reliance-GrandVision India Supply Private Limited	10 th Floor, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400021	U51109MH2007PTC176276	Associate (Joint Venture)	50.00	2(6)
8.	Marks and Spencer Reliance India Private Limited	4 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002	U51900MH2007PTC175711	Associate (Joint Venture)	49.00	2(6)

* held through its subsidiary

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2019)				No. of Shares held at the end of the year (As on 31-03-2020)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2	Non-institutions									
a)	Bodies Corp.									
i)	Indian	-	-	-	-	1 11 351	-	1 11 351	0.00	0.00
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
I)	Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	1 17 740	1 17 740	0.00	4 04 626	86 440	4 91 066	0.01	0.01
II)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	23 97 850	23 97 850	0.05	14 87 436	12 88 600	27 76 036	0.06	0.01
c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub - Total (B) (2)	-	25 15 590	25 15 590	0.05	20 03 413	13 75 040	33 78 453	0.07	0.02
	Total Public Shareholding (B) = (B) (1) + (B)(2)	-	25 15 590	25 15 590	0.05	20 03 413	13 75 040	33 78 453	0.07	0.02
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	498 24 00 000	71 41 650	498 95 41 650	100.00	498 90 29 473	13 75 040	499 04 04 513	100.00	0.00

Attachment D

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2019)			Shareholding at the end of the year (As on 31-03-2020)			
		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	% change in shareholding during the year
1	Reliance Industries Limited	-	-	-	-	-	-	-
2	Reliance Retail Ventures Limited	498 70 26 060	99.95	-	498 70 26 060	99.93	-	-0.02
	Total	498 70 26 060	99.95	-	498 70 26 060	99.93	-	-0.02

Attachment E

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

iii) Change in promoters shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (As on 01-04-2019)		Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		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	498 70 26 060	99.95	498 70 26 060	99.93
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	0.00	NIL	-0.02*
3	At the end of the year	498 70 26 060	99.95	498 70 26 060	99.93

* During the year, the Company has allotted 8,62,863 equity shares under Reliance Retail Employees Restricted Stock Unit Plan, 2007. Consequently the shareholding of promoter has reduced to 99.93%.

Attachment F

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

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

Sr. No.	Name	Shareholding		Date of Debit / Credit	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		No. of Shares at the beginning (01-04-19) / end of the year (31-03-20)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Harish Shah	5 10 000	0.01	01.04.19	-	-	5 10 000	0.01
				13.01.20	(372)	Transfer	5 09 628	0.01
				14.01.20	(260)	Transfer	5 09 368	0.01
				15.01.20	(392)	Transfer	5 08 976	0.01
				17.01.20	(440)	Transfer	5 08 536	0.01
		5 08 536	0.01	31.03.20	-	-	5 08 536	0.01
2	K. R. Raja	5 05 600	0.01	01.04.19	-	-	5 05 600	0.01
		5 05 600	0.01	31.03.20	-	-	5 05 600	0.01
3	Bijaya Kumar Sahoo	3 60 000	0.01	01.04.19	-	-	3 60 000	0.01
		3 60 000	0.01	31.03.20	-	-	3 60 000	0.01
4	Nandini Baijal*	0	-	01.04.19	-	-	0	-
				20.01.20	2 40 000	Allotment	2 40 000	0.00
		2 40 000	0.00	31.03.20	-	-	2 40 000	0.00
5	Murlidhara Kadaba	1 20 000	0.00	01.04.19	-	-	1 20 000	0.00
		1 20 000	0.00	31.03.20	-	-	1 20 000	0.00
6	Abhijit Sanyal*	0	-	01.04.19	-	-	0	-
				20.01.20	90 000	Allotment	90 000	0.00
		90 000	0.00	31.03.20	-	-	90 000	0.00

Sr. No.	Name	Shareholding		Date of Debit / Credit	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		No. of Shares at the beginning (01-04-19) / end of the year (31-03-20)	% of total shares of the Company				No. of Shares	% of total shares of the Company
7	Gunender Kapur	3 60 000	0.01	01.04.19	-	-	3 60 000	0.01
				28.06.19	(1 45 000)	Transfer	2 15 000	0.00
				05.07.19	(35 000)	Transfer	1 80 000	0.00
				12.07.19	(5 000)	Transfer	1 75 000	0.00
				19.07.19	(12 000)	Transfer	1 63 000	0.00
				26.07.19	(11 000)	Transfer	1 52 000	0.00
				02.08.19	(32 000)	Transfer	1 20 000	0.00
				09.08.19	(6 000)	Transfer	1 14 000	0.00
				16.08.19	(24 000)	Transfer	90 000	0.00
				23.08.19	(5 000)	Transfer	85 000	0.00
				13.09.19	(1 500)	Transfer	83 500	0.00
				20.09.19	(500)	Transfer	83 000	0.00
				27.09.19	(8 500)	Transfer	74 500	0.00
				04.10.19	(1 000)	Transfer	73 500	0.00
				11.10.19	(3 500)	Transfer	70 000	0.00
		70 000	0.00	31.03.20	-	-	70 000	0.00
8	D S Mathur*	0	-	01.04.19	-	-	0	-
				20.01.20	60 000	Allotment	60 000	0.00
		60 000	0.00	31.03.20	-	-	60 000	0.00
9	S. Sukumaran	57 000	0.00	01.04.19	-	-	57 000	0.00
		57 000	0.00	31.03.20	-	-	57 000	0.00
10	Padman Kumar Dash	42 000	0.00	01.04.19	-	-	42 000	0.00
		42 000	0.00	31.03.20	-	-	42 000	0.00
11	Asit Mohapatra [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00
12	Dipak Marwah [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00
13	Praveen Pankajakshan [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00
14	T.V. Thyagarajon [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00
15	Vinesh Singh [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00

Sr. No.	Name	Shareholding		Date of Debit / Credit	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		No. of Shares at the beginning (01-04-19) / end of the year (31-03-20)	% of total shares of the Company				No. of Shares	% of total shares of the Company
16	Raminder Chowdhary [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
		30 000	0.00	31.03.20	-	-	30 000	0.00
17	V.G. Rajagopalan [#]	30 000	0.00	01.04.19	-	-	30 000	0.00
				29.11.19	(3 000)	Transfer	27 000	0.00
				27.12.19	(2 000)	Transfer	25 000	0.00
				04.02.20	(1 000)	Transfer	24 000	0.00
		24 000	0.00	31.03.20	-	-	24 000	0.00

* Not in the list of top 10 shareholders as on 01-04-2019. The same has been reflected above since the shareholder was one of the top 10 shareholders as on 31-03-2020.

[#] Ceased to be in the list of top 10 shareholders as on 31-03-2020. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2019.

Attachment G

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Name	Shareholding		Date of Debit / Credit	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
		No. of Shares at the beginning (01-04-2019) / end of the year (31-03-2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	DIRECTORS	-	0.00	-	-	-	-	0.00
B	Key Managerial Personnel (KMPs)							
	K Sridhar (Company Secretary)	100	0.00	-	-	-	100	0.00
	Total	100					100	

Attachment H

V) Indebtedness :

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

(₹ in crore)

	Secured Loans excluding deposits	Unsecured Loans	Debentures	Deposits*	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount	483.91	12,316.64	330.00	49.24	13,179.79
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	2.52	-	-	-	2.52
Total (i+ii+iii)	486.43	12,316.64	330.00	49.24	13,182.31
Change in Indebtedness during the financial year					
Addition	829.78	66,055.03	-	135.16	67,019.97
Reduction	-	75,007.41	-	49.65	75,057.06
Net Change	829.78	(8,952.38)	-	85.51	(8,037.09)
Indebtedness at the end of the financial year					
i) Principal Amount	1,301.48	3,364.26	330.00	134.75	5,130.49
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	14.73	-	-	-	14.73
Total (i+ii+iii)	1,316.21	3,364.26	330.00	134.75	5,145.22

* Advances received from customers under the Jewellery Purchase Schemes of the Company are treated as Deposits under the Companies Act, 2013 ("the Act").

Attachment I

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-Time Directors (WTD) and/or Manager:

(₹ in crore)

Sr. No.	Particulars of Remuneration	V. Subramaniam (WTD)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.22
	(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 (Retiral Benefits)	0.12
	Total (A)	4.34
	Ceiling as per the Act	₹ 373.37 crore (being 5% of the net profits of the Company calculated as per Section 198 of the Act)

Attachment J

B. Remuneration to other directors:

(₹ in crore)

Sr. No.	Particulars of Remuneration	Ranjit Pandit	Pankaj Pawar	Dipak C. Jain	K. Sudarshan	Geeta Fulwadaya	Sanjay Jog	Total Amount
1.	Independent Directors							
	• Fee for attending board / committee meetings	-	-	0.02	0.06	-	-	0.08
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	-	0.02	0.06	-	-	0.08
2.	Other Non-Executive Directors							
	• Fee for attending board / committee meetings	-	-	-	-	0.01	0.007	0.017
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	0.01	0.007	0.017
	Total = (1)+(2)	-	-	0.02	0.06	0.01	0.007	0.097
	TOTAL MANAGERIAL REMUNERATION							4.43
	Overall Ceiling as per the Act	₹ 821.42 crore (being 11% of the net profit of the Company calculated as per Section 198 of the Act.) ₹ 1,00,000/- per director for attending each meeting of the Board or Committee as per Section 197(5) of the Act.						

Attachment K

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

(₹ in crore)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CFO (Ashwin Khasgiwala)*	CFO (Dinesh Thapar)#	Company Secretary (Sridhar Kothandaraman)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.16	1.37	0.27	1.80
	(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	-	-	-	-
5	Others-Payment on secondment	-	-	-	-
	Others - Retirals	0.01	0.07	0.02	0.10
	Total	0.17	1.44	0.29	1.90

* Up to July 8, 2019 # Appointed w.e.f. July 17, 2019

Attachment L

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Pankaj Pawar
(Chairman)

Date: April 28, 2020
Place: Mumbai