



**"ANNEXURE-B"**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended 31.03.2023**

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

**FORM NO. MGT – 9**

**I. REGISTRATION AND OTHER DETAILS**

i.	CIN	U52190MH2008PTC179371
ii.	Registration Date	25/02/2008
iii.	Name of the Company	Naaptol Online Shopping Private Limited
iv.	Category / Sub-Category of the Company	Private Company Limited by shares
v.	Address of the Registered office and contact details	Shop# 22, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Ltd C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083  Mr. Ashok Shetty- 91 98330 26226

**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:-

SN	Name and Description of main products/services	NIC Code 2008 of the Product/ Service	% to total turnover of the Company
1.	E-Commerce activities and other business support services	82990	100.00

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

SN	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	<b>Cinema 24X7 Pvt. Ltd.</b> Sigma IT Park, 4 <sup>th</sup> Floor, 401-406, Plot Nos. R-203 & 204, TTC	U22222MH2012 PTC236343	Subsidiary	100	Section 2(87)

Naaptol Online Shopping Private Limited

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	Industrial Estate, Rabale, Navi Mumbai- 400701				
2.	<b>Naaptol Wholesale Pvt. Ltd.</b> <b>(Previously known as NT Online Travel Pvt. Ltd.)</b> 401-406, 4 <sup>th</sup> Floor, Plot No. 203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai, Thane - 400 701	U51100MH2016 PTC285619	Subsidiary	99.99	Section 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 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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	9999	-	9999	0.76	9999	-	9999	0.76	-

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e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>9999</b>	<b>-</b>	<b>9999</b>	<b>0.76</b>	<b>9999</b>	<b>-</b>	<b>9999</b>	<b>0.76</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<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) = (A)(1)+(A)(2)</b>	<b>9999</b>	<b>-</b>	<b>9999</b>	<b>0.76</b>	<b>9999</b>	<b>-</b>	<b>9999</b>	<b>0.76</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									

a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	142315	-	142315	10.75	142315	-	142315	10.75	-
ii) Overseas	10	207330	207340	15.67	10	207330	207340	15.67	-

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<b>b) Individual s</b>									-
i) Individual Shareholders holding nominal share capital upto ` 1 lakh	254538	6150	260688	19.70	254538	6150	260688	19.70	-
ii) Individual Shareholders holding nominal share capital in excess of ` 1 lakh	643502	-	643502	48.62	643502	-	643502	48.62	-
<b>c) Others (specify)</b>									
i) Shares held by Pakistani citizens vested with the	-	-	-	-	-	-	-	-	-

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Custodian of Enemy Property									
ii) Other Foreign Nationals : FVCI	58477	1100	59577	4.50	58477	1100	59577	4.50	-
iii) Foreign Bodies			-	-	-	-	-	-	-
iv) NRI / OCBs	-	-	-	-	-	-	-	-	-
v) Clearing Members / Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate )	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	<b>1098842</b>	<b>214580</b>	<b>1313422</b>	<b>99.24</b>	<b>1098842</b>	<b>214580</b>	<b>1313422</b>	<b>99.24</b>	<b>-</b>

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<b>Total Public Shareholding</b>  <b>(B)=(B)(1)+(B)(2)</b>	<b>1098842</b>	<b>214580</b>	<b>1313422</b>	<b>99.24</b>	<b>1098842</b>	<b>214580</b>	<b>1313422</b>	<b>99.24</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1108841</b>	<b>214580</b>	<b>1323421</b>	<b>100</b>	<b>1108841</b>	<b>214580</b>	<b>1323421</b>	<b>100</b>	<b>-</b>

**ii) Shareholding of Promoters:**

<b>Sl. No.</b>	<b>Shareholder's Name</b>	<b>Shareholding at the beginning of the year</b>			<b>Shareholding at the end of the year</b>			<b>% change in shareholding during the year</b>
		<b>No. of Shares</b>	<b>% of total Shares of the company</b>	<b>%of Shares Pledged / encumbered to total shares</b>	<b>No. of Shares</b>	<b>% of total Shares of the company</b>	<b>%of Shares Pledged / encumbered to total shares</b>	
2	ANMsoft Technologies Pvt. Ltd.	9999	0.76	-	9999	0.76	-	NIL
	<b>Total</b>	<b>9999</b>	<b>0.76</b>	<b>-</b>	<b>9999</b>	<b>0.76</b>	<b>-</b>	<b>NIL</b>

**iii) Change in Promoters' Shareholding (Please specify, if there is no change)–**

<b>Shareholding at the beginning of the year</b>			<b>Cumulative Shareholding during the year</b>	
	<b>No. of</b>	<b>% of total</b>	<b>No. of Shares</b>	<b>% of total shares of the Company</b>



	<b>Shares</b>	<b>shares of the Company</b>		
At the beginning of the year	9999	0.76	9999	0.76
Purchase of Shares form Market	-	-	-	-
Sell/Transfer from the Promoter Group	-	-	-	-
<b>At the end of the year</b>	<b>9999</b>	<b>0.76</b>	<b>9999</b>	<b>0.76</b>

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

<b>For Each of the Top 10 Shareholders</b>	<b>Shareholding at the beginning of the year</b>		<b>Shareholding at the end of the year</b>	
	<b>No. of Shares</b>	<b>% of total shares of the Company</b>	<b>No. of Shares</b>	<b>% of total shares of the Company</b>
MITSUI & CO LTD	205330	15.52	205330	15.52
VIKASH KUMAR SINHA	182330	13.78	182330	13.78
DB CORP LTD	81085	6.13	81085	6.13
MILLENNA FVCI LTD	58477	4.42	58477	4.42
N R MEDIA &MARKETING (P) LTD	51230	3.87	51230	3.87
GANESH SHRIDHAR SHANBHAG	50000	3.78	50000	3.78
NARENDRA MURJI DEDHIA	23000	1.74	23000	1.74
MUNESH KHANNA	18970	1.43	18970	1.43
GAURAV GARG	14300	1.08	14300	1.08
SONAL AGARWAL HUF	11270	0.85	11270	0.85

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

**A. Directors**

**a. Manu Agarwal– Executive Director**

<b>For Each of the Directors and KMP</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of Shares</b>	<b>% of total shares of the Company</b>	<b>No. of Shares</b>	<b>% of total shares of the Company</b>

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At the beginning of the year	<b>461172</b>	<b>34.85%</b>	<b>461172</b>	<b>34.85%</b>
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	<b>461172</b>	<b>34.85%</b>	<b>461172</b>	<b>34.85%</b>

**b. Mohd. Yusuf Khan– Executive Director**

For Each of the Directors and 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 total shares of the Company
At the beginning of the year	<b>24631</b>	<b>1.86%</b>	<b>24631</b>	<b>1.86%</b>
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	<b>24631</b>	<b>1.86%</b>	<b>24631</b>	<b>1.86%</b>

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but	NIL	NIL	NIL	NIL

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not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
Addition	4980000	0	0	4980000
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	4980000	0	0	4980000
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	4980000	0	0	4980000

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sn	Particulars of Remuneration	Manu Agarwal– Executive Director
1.	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 2,99,18,835
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-
2	Stock Options	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify....	-
5	Others, please specify	-
	<b>Total (A)</b>	Rs. 2,99,18,835
	Ceiling as per the Act	NA

Sn	Particulars of Remuneration	Mohd. Yusuf Khan– Executive Director
1	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 1,27,11,574
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act,	-

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	1961	
2	Stock Options	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify....	-
5	Others, please specify	-
	Total (A)	Rs. 1,27,11,574
	Ceiling as per the Act	NA

B. Remuneration to other Directors:

**Independent Directors**

Particulars of Remuneration	Name of Director					Total Amount
Fee for attending Board /Committee Meetings	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
-Commission	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
- Others, please Specify	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total (B)(1)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**Other Non-Executive Directors**

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Izumi Kazuomi (Nominee Director)	Mr. Ruchir Lahoty (Nominee Director)	Mr. Avneet Singh Kochar(Nominee Director)	
Fee for attending Board/Committee Meetings	Nil	Nil	Nil	Nil
-Commission	Nil	Nil	Nil	Nil
- Others, please Specify	Nil	Nil	Nil	Nil
Total (B)(2)	Nil	Nil	Nil	Nil
Total (B)= (B)(1)+ (B)(2)	Nil	Nil	Nil	Nil
Overall Ceiling as per the Act	NA	NA	NA	NA

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

S.No.	Particulars of Remuneration	CEO / CFO	Company Secretary : Ms. Neelam Gupta	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	N.A.	Rs. 5,53,902	Rs. 5,53,902
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	N.A.	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	N.A.	0	0
2.	Stock Options	N.A.	0	0
3.	Sweat Equity	N.A.	0	0
4.	Commission	N.A.	0	0
	- as % of profit	N.A.	0	0
	- others, specify....	N.A.	0	0
5.	Others, please specify	N.A.	0	0
	Total (C)	N.A.	Rs. 5,53,902	Rs. 5,53,902

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

VIII. 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	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					



Compounding	
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By Order of the Board of Directors  
For **Naaptol Online Shopping Private Limited**

**Sd/-**  
**Manu Agarwal**  
**Director**  
**(DIN:00004186)**

**Sd/-**  
**Mohd. Yusuf Khan**  
**Director**  
**(DIN: 03183828)**

**Date:- 10.07.2023**