

**Annexure D**

**Form No. MGT-9**

**ANNUAL RETURN**

**as on the financial year ended on March 31, 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:**

1.	CIN	U66010MH2001PLC167089
2.	Registration Date	May 14, 2001
3.	Name of the Company	Reliance Nippon Life Insurance Company Limited
4.	Category / Sub-Category of the Company	Public Company Limited by shares Indian Non-Government Company
5.	Address of the Registered office and contact details	'H' Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Kopar Khairne, Navi Mumbai - 400710, Maharashtra, India Tel: +91 22 3303 5280 Fax: +91 22 3303 5662
6.	Whether listed company Yes / No	No



7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot Nos. 31 & 32   Financial District Nanakramguda   Serilingampally Mandal   Hyderabad - 500032 Contact Details: +91 40 6716 1751
8.	Financial year from and to date	1st April, 2018 to 31 <sup>st</sup> March, 2019

## 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.	Life Insurance	65	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name of the Company	Corporate Identification Number (CIN)	% of shares	Type (Holding/ Subsidiary/ Associates)	Section
1	Reliance Capital Limited	L65910MH1986PLC165645	51%	Holding	2 (46)



**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 (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat		Physical		Demat		Physical		
	Total	% of Total Shares	Total	% of Total Shares	Total	% of Total Shares	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual / HUF	5	-	5	0.00	5	-	5	0.00	-
b) Central Govt.	NIL								
c) State Govt(s)	NIL								



Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
d) Bodies Corp.	61,01,24,980	-	61,01,24,980	51.00	61,01,24,980	-	61,01,24,980	51.00	-	
e) Banks / FI	-	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	-	
<b>Sub Total (A)(1):</b>	61,01,24,985		61,01,24,985	51.00	61,01,24,985		61,01,24,985	51.00	-	
<b>2. Foreign</b>										
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corp.	58,61,98,515	-	58,61,98,515	49.00	58,61,98,515	-	58,61,98,515	49.00	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2):</b>	58,61,98,515	-	58,61,98,515	49.00	58,61,98,515	-	58,61,98,515	49.00	-
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	1,19,63,23,500	-	1,19,63,23,500	100.00	1,19,63,23,500	-	1,19,63,23,500	100.00	-



B. Public Shareholding										
Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>1. Institutions</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1):	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-institutions									
a) Bodies corp.									
Indian	-	-	-	-	-	-	-	-	-
Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-





Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	1,19,63,23,500	-	1,19,63,23,500	100.00	1,19,63,23,500	-	1,19,63,23,500	100.00	-



ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2018)			Share holding at the end of the year (March 31, 2019)			% 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.	Reliance Capital Limited	610,124,985	51.00	-	610,124,985	51.00	-	-
2.	Nippon Life Insurance Company	586,198,515	49.00	-	586,198,515	49.00	-	-
	Total	1,19,63,23,500	100	-	1,19,63,23,500	100	-	-



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

Sl. No.		Shareholding at the beginning of the year (April 1, 2018)	Cumulative Shareholding during the year
1.	At the beginning of the year		
2.	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		

There is no change in the shareholding of the Promoter

- iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Please refer point i & ii above
- v. Shareholding of Directors and Key Managerial Personnel: None of the Directors or Key Managerial Personnel holds any shares in the Company.

**V. INDEBTEDNESS:**

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



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and / or Manager: As per MGT 9

B. Remuneration to other Directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Shri. Chawla*	Ashok Chitale	Shri. Rajendra Parikh	Prof. Parikh	Indira Chahu	Ms. Renu Chahu	
1.	Independent Directors							
	➤ Fee for attending board / committee meetings	➤ 2,30,000	➤ 10,80,000	➤ 8,50,000	➤ 11,00,000			➤ 32,60,000
	➤ Commission	➤ Nil	➤ Nil	➤ Nil	➤ Nil			➤ Nil
	➤ Others, please specify	➤ Nil	➤ Nil	➤ Nil	➤ Nil			➤ Nil
	<b>Total (1)</b>	<b>2,30,000</b>	<b>10,80,000</b>	<b>8,50,000</b>	<b>11,00,000</b>			<b>32,60,000</b>



Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Gen. Ved Prakash Malik.#	Shri. Koji Ichiba	Shri. Minoru Kimura	Shri. Gautam Doshi	Shri. Bapna	Amit	
2.	Other Non-Executive Directors	2,30,000	8,70,000	9,90,000	11,10,000	Nil	Nil	32,00,000
	➤ Fee for attending board / committee meetings							
	➤ Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	➤ Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	2,30,000	8,70,000	9,90,000	11,10,000	Nil	Nil	32,00,000
	Total (B)=(1+2)	4,60,000	19,50,000	18,40,000	22,10,000	Nil	Nil	64,60,000

\* Ceased to be Director of the Company w.e.f September 8, 2018

# Ceased to be Director of the Company w.e.f July 05, 2018



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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Subramanian – Chief Financial Officer	Shri. Ashish Sarma Company Secretary & Head – Legal & Compliance	Shri. Ashish Vora – Chief Executive Officer & Whole-time Director
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	4966913	7443038	77079944
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	745037	-	39600
	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Options (Number of Options)			
3.	Sweat Equity			
4.	Commission			
5.	Others			
	<b>Total</b>	<b>5711950</b>	<b>7443038</b>	<b>77119544</b>



**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE**