

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U67120MH1995PLC092283

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN2642L

(ii) (a) Name of the company

NSE CLEARING LIMITED

(b) Registered office address

EXCHANGE PLAZA C-1 BLOCK GBANDRA KURLA COMPLEX BANDRA EAST  
NA  
MUMBAI  
Mumbai City  
Maharashtra  
400051



(c) \*e-mail ID of the company

nc1secretarial@nsccl.co.in

(d) \*Telephone number with STD code

0226598100

(e) Website

(iii) Date of Incorporation

31/08/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ), Mumbai,  
Mumbai City, Maharashtra ,India, 400083

(vii) \*Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL STOCK EXCHANGE 	U67120MH1992PLC069769	Holding	100
2	SE IFSC CLEARING CORPORATI 	U65990GJ2016PLC094545	Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000,000	1,445,000,000	1,445,000,000	1,445,000,000
Total amount of equity shares (in Rupees)	50,000,000,000	14,450,000,000	14,450,000,000	14,450,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	5,000,000,000	1,445,000,000	1,445,000,000	1,445,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000,000	14,450,000,000	14,450,000,000	14,450,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	1,445,000,000	1445000000	14,450,000,000	14,450,000,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	0	1,445,000,000	1445000000	14,450,000,	14,450,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		22/08/2024	
Date of registration of transfer (Date Month Year)		17/09/2024	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	8	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		Since all the Shares are in demat, Ledger Folio NA	
Transferor's Name	<input type="text" value="Vin"/>	<input type="text" value="Rushikesh"/>	<input type="text" value="NSEIL and Yatrik"/>
	Surname	middle name	first name
Ledger Folio of Transferee		Since all the Shares are in demat, Ledger Folio NA	
Transferee's Name	<input type="text" value="Desouza"/>	<input type="text" value="Gerand"/>	<input type="text" value="NSEIL and Ian"/>
	Surname	middle name	first name

  

Date of registration of transfer (Date Month Year)		<input type="text" value="17/09/2024"/>
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="8"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text" value="10"/>
Ledger Folio of Transferor		Since all the Shares are in demat, Ledger Folio NA
Transferor's Name	<input type="text" value="Gupte"/>	<input type="text" value="Jagannath"/>
	Surname	middle name
Ledger Folio of Transferee		Since all the Shares are in demat, Ledger Folio NA
Transferee's Name	<input type="text" value="Powle"/>	<input type="text" value="Ashish"/>
	Surname	middle name

  

Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

25,066,928,243.23

**(ii) Net worth of the Company**

33,108,074,855.33

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,445,000,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	1,445,000,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	2	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>6</b>	<b>1</b>	<b>7</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Abhaya Hota	02593219	Director	0	
Mr. Gopalkrishna Hegde	09515748	Director	0	
Dr. Golaka Nath	09750678	Director	0	
Mr. Jayant Haritsa	09524601	Director	0	
Mrs. Priti Savla	00662996	Director	0	
Mr. Ian Gerard Desouz	10721685	Director	8	
Mr. Piyush Sudhir Choudhary	07130931	Director	8	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Vikram Kothari	07898773	Managing Director	0	
Mr. Vikram Kothari	ADZPK7860L	CEO	0	
Mr. Hardik K Parikh	ANQPP6359N	CFO	0	
Mr. Ravin Tank	AEXPT5580P	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Yatrik Vin	07662795	Director	22/08/2024	Cessation
Mr. Ian Gerard Deso	10721685	Director	26/09/2024	Appointment
Mr. Piyush Sudhir Cl	07130931	Director	26/09/2024	Appointment
Mr. Hardik K Parikh	ANQPP6359N	CFO	29/05/2024	Appointment
Mr. Amit Kantilal Am	ADFPA1421P	CFO	28/05/2024	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/08/2024	7	7	100
Extra Ordinary General Mee	25/02/2025	7	5	100

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2024	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	30/04/2024	7	7	100
3	16/07/2024	7	7	100
4	02/08/2024	7	6	85.71
5	17/10/2024	8	8	100
6	09/12/2024	8	8	100
7	22/01/2025	8	8	100
8	10/02/2025	8	8	100
9	03/03/2025	8	8	100
10	31/03/2025	8	7	87.5

#### C. COMMITTEE MEETINGS

Number of meetings held

26

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee +	30/04/2024	4	4	100
2	Audit Committee +	02/08/2024	4	4	100
3	Audit Committee +	17/10/2024	4	4	100
4	Audit Committee +	22/01/2025	5	4	80
5	Audit Committee +	03/03/2025	5	5	100
6	Stakeholders Forum +	11/10/2024	4	4	100
7	Nomination Re +	15/04/2024	4	4	100
8	Nomination Re +	26/04/2024	4	4	100
9	Nomination Re +	02/08/2024	4	4	100
10	Nomination Re +	13/09/2024	4	4	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Mr. Abhaya H	10	10	100	22	22	100	
2	Mr. Gopalkrish	10	10	100	20	20	100	
3	Dr. Golaka Na	10	10	100	20	20	100	
4	Mr. Jayant Ha	10	10	100	23	23	100	
5	Mrs. Priti Savla	10	10	100	16	16	100	
6	Mr. Ian Gerard	6	5	83.33	4	2	50	
7	Mr. Piyush Su	6	6	100	2	1	50	
8	Mr. Vikram Ko	10	10	100	1	1	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vikram Kothari	Managing Director	33,474,731			1,504,297	34,979,028
	Total		33,474,731	0	0	1,504,297	34,979,028

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Amit Amlani	Chief Financial Officer	6,269,665			74,839	6,344,504
2	Mr. Ravin Tank	Company Secretary	4,051,459			299,228	4,350,687
3	Mr. Hardik Parikh	Chief Financial Officer	6,099,693			213,245	6,312,938
	Total		16,420,817	0	0	587,312	17,008,129

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Priti Savla	Director				3,325,000	3,325,000
2	Mr. Jayant Haritsa	Director				4,150,000	4,150,000
3	Mr. Gopalkrishna Hota	Director				3,550,000	3,550,000
4	Dr. Golaka Nath	Director				4,600,000	4,600,000
5	Mr. Abhaya Hota	Director				4,300,000	4,300,000
	Total		0			19,925,000	19,925,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**Details of Committee Meetings & Attendance of Members of NCL held during the Financial Year 2024-2025**

**Point IX. C. Committee Meetings**

Sr. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of Meeting	Attendance	
				Number of Members attended	% of attendance
11	Nomination & Remuneration Committee	17/10/2024	4	4	100
12	Nomination & Remuneration Committee	09/12/2024	4	4	100
13	Nomination & Remuneration Committee	22/01/2025	4	4	100
14	Nomination & Remuneration Committee	10/02/2025	4	4	100
15	Nomination & Remuneration Committee	03/03/2025	4	4	100
16	Nomination & Remuneration Committee	31/03/2025	4	4	100
17	Risk Management Committee	26/04/2024	5	5	100
18	Risk Management Committee	01/07/2024	5	5	100
19	Risk Management Committee	01/08/2024	5	5	100
20	Risk Management Committee	16/10/2024	5	5	100
21	Risk Management Committee	21/01/2025	6	5	100
22	Risk Management Committee	10/02/2025	6	6	100
23	Corporate Social Responsibility Committee	25/04/2024	3	3	100
24	Corporate Social Responsibility Committee	09/12/2024	4	4	100
25	Corporate Social Responsibility Committee	31/03/2025	4	3	75
26	Independent Directors	26/04/2024	5	5	100

**List of Shareholders as on March 31, 2025**

Sr. No	DP ID / CLIENT ID	No. of Shares Held	Name of Shareholder
1	IN300183 13420516	1,44,49,99,952	National Stock Exchange of India Limited
2	IN301330 22250080	8	National Stock Exchange of India Limited Mayur Sindhwad
3	IN301330 22250119	8	National Stock Exchange of India Limited Mukesh Agarwal
4	IN301330 22250160	8	National Stock Exchange of India Limited Ian Gerard Desouza
5	IN301330 40514951	8	National Stock Exchange of India Limited Prajakta Ashish Powle
6	IN301330 41097062	8	National Stock Exchange of India Limited K S Somasundaram
7	IN301330 41367858	8	National Stock Exchange of India Limited Sriram Krishnan
	Total	1,44,50,00,000	