

Carol Info Services Limited

ANNEXURE I TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

[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	U74999MH1979PLC021942
(ii)	Registration Date	29 th November, 1979
(iii)	Name of the Company	Carol Info Services Limited
(iv)	Category/Sub-Category of the Company	Public Company limited by shares
(v)	Address of the Registered office and Contact details	Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel No. : +91 22 2653 4444 Fax No. : +91 22 2652 3905
(vi)	Whether listed company (Yes/No)	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel No. : +91 22 4918 6270 Fax No. : +91 22 4918 6060 Email id : carol@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Renting of immovable property	681	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section of Companies Act, 2013
1.	Khorakiwala Holdings and Investments Private Limited Wockhardt Towers, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051	U67120MH1981PTC023803	Holding	92.20%	2(46)
2.	Banneret Trading Private Limited 6 th Floor, Wockhardt Towers, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051	U51900MH2008PTC181284	Subsidiary	100%	2(87)

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 (as on 1 st April, 2017)				No. of Shares held at the end of the year (as on 31 st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
(a) Individual/HUF	282,580	0	282,580	0.80	282,580	0	282,580	0.80	0.00
(b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporates	33,748,168	8,880	33,757,048	95.26	33,753,168	9,680	33,762,848	95.28	0.02
(e) Banks/Fl	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	34,030,748	8,880	34,039,628	96.06	34,035,748	9,680	34,045,428	96.08	0.02
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks/Fl	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	34,030,748	8,880	34,039,628	96.06	34,035,748	9,680	34,045,428	96.08	0.02
B. PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds	0	300	300	0.00	0	200	200	0.00	0.00
(b) Banks/Fl	5,400	300	5,700	0.02	5,400	200	5,600	0.01	(0.01)
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
Foreign Portfolio Investor	0	700	700	0.00	0	300	300	0.00	0.00
Alternative Investment Fund	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	5,400	1,300	6,700	0.02	5,400	700	6,100	0.01	(0.01)
(2) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	60,372	14,581	74,953	0.21	57,420	18,380	75,800	0.21	0.00
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	702,981	534,774	1,237,755	3.49	682,655	386,264	1,068,919	3.01	(0.48)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00

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Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2017)				No. of Shares held at the end of the year (as on 31 st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) Others (specify)									
(i) Non-Resident Indian (Repat)	7,376	2,600	9,976	0.03	7,375	2,000	9,375	0.03	0.00
(ii) Non-Resident Indian (Non-Repat)	6,224	0	6,224	0.02	6,124	0	6,124	0.02	0.00
(iii) Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
(iv) Clearing Members	7,810	0	7,810	0.02	7,355	0	7,355	0.02	0.00
(v) Directors/Relatives of Directors	225	300	525	0.00	225	300	525	0.00	0.00
(vi) Trusts	50	0	50	0.00	50	0	50	0.00	0.00
(vii) Hindu Undivided Family	47,851	0	47,851	0.14	48,101	0	48,101	0.14	0.00
(viii) Investor Education and Protection Fund Authority Ministry of Corporate Affairs ¹	0	0	0	0.00	168,695	0	168,695	0.48	0.48
Sub-total (B)(2)	832,889	552,255	1,385,144	3.91	978,000	406,944	1,384,944	3.91	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	838,289	553,555	1,391,844	3.93	983,400	407,644	1,391,044	3.92	(0.01)
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS²	0	5,000	5,000	0.01	0	0	0	0.00	(0.01)
Grand Total (A+B+C)	34,869,037	567,435	35,436,472	100.00	35,019,148	417,324	35,436,472	100.00	0.00

¹ The voting rights on these shares shall remain frozen till the rightful owner claims the shares [Refer to Section 124 of the Companies Act, 2013].

² As on 31st March, 2018, there are no outstanding Global Depository Receipts ('GDRs'). They are re-classified in the category 'Bodies Corporate' as they are no longer represented by GDR holders.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 st April, 2017)			Shareholding at the end of the year (as on 31 st March, 2018)			% 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.	Khorakiwala Holdings and Investments Private Limited	32,665,270	92.18	Nil	32,671,070	92.20	Nil	0.02
2.	Palanpur Holdings and Investments Private Limited	1,051,120	2.97	Nil	1,051,120	2.97	Nil	0.00
3.	Dartmour Holdings Private Limited	40,658	0.11	Nil	40,658	0.11	Nil	0.00
4.	Dr. H. F. Khorakiwala	134,300	0.38	Nil	134,300	0.38	Nil	0.00
5.	Dr. Murtaza Khorakiwala	75,400	0.21	Nil	75,400	0.21	Nil	0.00
6.	Dr. Huzaifa Khorakiwala	72,000	0.21	Nil	72,000	0.21	Nil	0.00
7.	Ms. Nafisa Khorakiwala	880	0.00	Nil	880	0.00	Nil	0.00
	Total	34,039,628	96.06	Nil	34,045,428	96.08	Nil	0.02

(iii) Change in Promoters' Shareholding

Sl. No.	Shareholders Name	Shareholding at the of the beginning year (as on 1 st April, 2017)		Cumulative shareholding during the year		Shareholding at the end of the year (as on 31 st March, 2018)	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1.	Khorakiwala Holdings and Investments Private Limited	32,665,270	92.18				
	Date-wise Increase/(Decrease)						
	21/04/2017	20	0.00	32,665,290	92.18		
	05/05/2017	200	0.00	32,665,490	92.18		
	12/05/2017	250	0.00	32,665,740	92.18		
	19/05/2017	250	0.00	32,665,990	92.18		
	26/05/2017	50	0.00	32,666,040	92.18		
	14/07/2017	10	0.00	32,666,050	92.18		
	11/08/2017	200	0.00	32,666,250	92.18		
	06/10/2017	1,000	0.00	32,667,250	92.19		
	13/10/2017	570	0.00	32,667,820	92.19		
	20/10/2017	200	0.00	32,668,020	92.19		
	27/10/2017	2,150	0.01	32,670,170	92.19		
	03/11/2017	100	0.00	32,670,270	92.19		
	08/12/2017	800	0.00	32,671,070	92.20	32,671,070	92.20

Note:

Post delisting, Khorakiwala Holdings and Investments Private Limited have been voluntarily acquiring equity shares from public as and when tendered by them.

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 1 st April, 2017)		Cumulative Shareholding during the year		Shareholding at the end of the year (as on 31 st March, 2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total share of the Company
1.	Ajinkya Electromelt Pvt. Ltd.	29,700	0.08				
	Date wise Increase/(Decrease)	0	0.00	29,700	0.08	29,700	0.08
2.	A C Avudayappan	25,560	0.07				
	Date wise Increase/(Decrease)	0	0.00	25,560	0.07	25,560	0.07
3.	Luxmi Kant Gupta	7,180	0.02				
	Date wise Increase/(Decrease)	0	0.00	7,180	0.02	7,180	0.02
4.	Zahid Holding & Investment Pvt. Ltd.	7,100	0.02				
	Date wise Increase/(Decrease)	0	0.00	7,100	0.02	7,100	0.02
5.	Sheela Ashwin Chiniwalla	7,000	0.02				
	Date wise Increase/(Decrease)	0	0.00	7,000	0.02	7,000	0.02
6.	Ashwini Poddar	6,300	0.02				
	Date wise Increase/(Decrease)	0	0.00	6,300	0.02	6,300	0.02
7.	Century Consultants Ltd.	5,950	0.02				
	Date wise Increase/(Decrease)	0	0.00	5,950	0.02	5,950	0.02

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (as on 1 st April, 2017)		Cumulative Shareholding during the year		Shareholding at the end of the year (as on 31 st March, 2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total share of the Company
8.	Bankers Trust Company – NY, As Depository*	5,000	0.01				
	Date wise Increase/(Decrease)	0	0.00	5,000	0.01	5,000	0.01
9.	Ashok Kumar Chopra	5,000	0.01				
	Date wise Increase/(Decrease)	0	0.00	5,000	0.01	5,000	0.01
10.	Sandeep Tandon	4,930	0.01				
	Date wise Increase/(Decrease)	0	0.00	4,930	0.01	4,930	0.01
11.	Shrinivas Bansilal Bangad #	4,213	0.01				
	Date wise Increase/(Decrease)	0	0.00	4,213	0.01	4,213	0.01

* Represents shareholder not in the list of Top 10 shareholders as on 1st April, 2017. However, the same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31st March, 2018.

Represents shareholder that ceased to be in the list of Top 10 shareholders as on 31st March, 2018. However, the same is reflected above since the shareholder was one of the Top 10 shareholders as on 1st April, 2017.

(iv) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (as on 1 st April, 2017)		Cumulative Shareholding during the year		Shareholding at the end of the year (as on 31 st March, 2018)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Dr. G. B. Parulkar	100	0.00	100	0.00	100	0.00
2.	Mr. Shahnawaz Khan@	–	–	–	–	–	–
3.	Mr. Stephen D'Souza&	250	0.00	250	0.00	250	0.00
4.	Mr. Akhtar Shamsi	–	–	–	–	–	–
5.	Ms. Vijaya Nair	175	0.00	175	0.00	175	0.00
6.	Mr. Ravi Shekhar Mitra	2	0.00	2	0.00	2	0.00
7.	Mr. Nikhil Malpani	1	0.00	1	0.00	1	0.00

@ Resigned from directorship with effect from 30th April, 2018.

& The shares are held as a joint holder along with his relatives.

V. INDEBTEDNESS

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

(Amount in ₹ thousand)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i.e. 1 st April, 2017)				
i) Principal Amount	1,988,150	51,667	–	2,039,817
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	1,988,150	51,667	–	2,039,817
Change in Indebtedness during the financial year 2017-18				
i) Addition on account*	3,012,322	3,023	–	3,015,345
ii) Reduction	2,040,586	–	–	2,040,586
Net Change	971,736	3,023	–	974,759

(Amount in ₹ thousand)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year (i.e. 31 st March, 2018)				
i) Principal Amount	2,959,886	54,690	–	3,014,576
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	2,959,886	54,690	–	3,014,576

* Includes Ind-AS impact

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount in ₹ thousand)

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/Manager	Total Amount
		Dr. G. B. Parulkar, Chairman & Managing Director	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	300	300
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	–	–
	(c) Profits in lieu of salary under u/s 17(3) Income-tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission – as % of profit – others, specify...	–	–
5.	Others, please specify Out-of-pocket expenses	–	–
Total (A)		300	300
Ceiling as per the Act (being 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)			50,351

B. Remuneration to other Directors:

(Amount in ₹ thousand)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Akhtar Shamsi	Mr. Shah Nawaz Khan@	Mr. Stephen D'Souza	Ms. Vijaya Nair	
1.	Independent Directors					
	• Fee for attending board/ committee meetings	8	–	–	8	16
	• Commission	–	–	–	–	–
	• Others, please specify	–	–	–	–	–
	Total (1)	8	–	–	8	16
2.	Other Non-Executive Directors					
	• Fee for attending board/ committee meetings	–	9	8	–	17
	• Commission	–	–	–	–	–
	• Others, please specify	–	–	–	–	–
	Total (2)	–	9	8	–	17
	Total (B) = (1 + 2)	8	9	8	8	*33
Ceiling as per the Act (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)						10,070
Total Managerial Remuneration (A+B)						*333
Overall Ceiling as per the Act (being 11% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)						110,773

@ Resigned from directorship with effect from 30th April, 2018.

* Pursuant to Section 197(2) of the Companies Act, 2013, ₹ 33,000 paid as fees for attending board/committee meetings is termed exclusive from the ceiling of 1% and 11% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in ₹ thousand)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	Chief Financial Officer	Total
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of Income-tax Act, 1961		10	10	20
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income-tax Act, 1961		-	-	-
2.	Stock Option	N.A.	-	-	-
3.	Sweat Equity		-	-	-
4.	Commission - as % of profit - others, specify...		-	-	-
5.	Others, please specify		-	-	-
	Total		10	10	20

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			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Dr. G. B. Parulkar
Chairman & Managing Director
DIN: 00015668