

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31<sup>st</sup> March, 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**

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

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

| SI. 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**

| SI. 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<br>Wockhardt Towers,<br>Bandra - Kurla Complex, Bandra (East),<br>Mumbai – 400 051 | U67120MH1981PTC023803 | Holding                        | 92.20%           | 2(46)                                     |

|    |  |                       |            |      |       |
|----|--|-----------------------|------------|------|-------|
| 2. | Banneret Trading Private Limited<br>6 <sup>th</sup> Floor,<br>Wockhardt Towers,<br>Bandra- Kurla<br>Complex, Bandra<br>(East),<br>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 <sup>st</sup> April, 2018) |              |                   |                   | No. of Shares held at the end of the year (as on 31 <sup>st</sup> March, 2019) |               |                   |                   | % 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  | 282,580   | 0            | 282,580           | 0.80              | 2,82,580   | 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                                     | 33,753,168  | 9,680        | 33,762,848        | 95.27             | 33,753,368   | 10,315        | 33,763,683        | 95.28             | 0.01                     |
| (e) Banks / FI  | 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                     |
| <b>Sub-total (A)(1)</b>                                   | <b>34,035,748</b>   | <b>9,680</b> | <b>34,045,428</b> | <b>96.07</b>      | <b>34,035,948</b>  | <b>10,315</b> | <b>34,046,263</b> | <b>96.08</b>      | <b>0.01</b>              |
| <b>(2) Foreign</b>  |   |              |                   |                   |  |               |                   |                   |                          |
| (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 / FI  | 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                     |
| <b>Sub-total (A)(2)</b>                                   | <b>0</b>  | <b>0</b>     | <b>0</b>          | <b>0.00</b>       | <b>0</b>   | <b>0</b>      | <b>0</b>          | <b>0.00</b>       | <b>0.00</b>              |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b> | <b>34,035,748</b>   | <b>9,680</b> | <b>34,045,428</b> | <b>96.07</b>      | <b>34,035,948</b>  | <b>10,315</b> | <b>34,046,263</b> | <b>96.08</b>      | <b>0.01</b>              |
| <b>B. PUBLIC SHAREHOLDING</b>                             |   |              |                   |                   |  |               |                   |                   |                          |
| <b>(1) Institutions</b>                                   |   |              |                   |                   |  |               |                   |                   |                          |
| (a) Mutual Funds  | 0   | 200          | 200               | 0.00              | 0  | 0             | 0                 | 0.00              | 0.00                     |
| (b) Banks / FI  | 5,400   | 200          | 5,600             | 0.02              | 2,200  | 200           | 2,400             | 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   | 300          | 300               | 0.00              | 0  | 0             | 0                 | 0.00              | 0.00                     |
| Alternative Investment Fund                               | 0   | 0            | 0                 | 0.00              | 0  | 0             | 0                 | 0.00              | 0.00                     |
| Foreign Bank  | 0   | 0            | 0                 | 0.00              | 3200   | 0             | 3,200             | 0.01              | 0.01                     |
| <b>Sub-total (B)(1)</b>                                   | <b>5,400</b>  | <b>700</b>   | <b>6,100</b>      | <b>0.02</b>       | <b>5,400</b>   | <b>200</b>    | <b>5,600</b>      | <b>0.02</b>       | <b>0.00</b>              |

| <b>(2) Non-Institutions</b>  |                   |                |                   |               |                   |                |                   |               |               |
|--|-------------------|----------------|-------------------|---------------|-------------------|----------------|-------------------|---------------|---------------|
| <b>(a) Bodies Corporate</b>  |                   |                |                   |               |                   |                |                   |               |               |
| (i) Indian   | 57,420            | 18,380         | 75,800            | 0.21          | 54,602            | 18,160         | 72,762            | 0.21          | 0.00          |
| (ii) Overseas  | 0                 | 0              | 0                 | 0.00          | 0                 | 0              | 0                 | 0.00          | 0.00          |
| <b>(b) Individuals</b>   |                   |                |                   |               |                   |                |                   |               |               |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh                          | 682,655           | 386,264        | 1,068,919         | 3.02          | 668,637           | 327,658        | 996,295           | 2.81          | (0.21)        |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh                 | 0                 | 0              | 0                 | 0.00          | 12,780            | 0              | 12,780            | 0.04          | 0.04          |
| <b>(c) Others (specify)</b>  |                   |                |                   |               |                   |                |                   |               |               |
| (i) Non-Resident Indian (Repat)  | 7,375             | 2,000          | 9,375             | 0.03          | 7,275             | 1,500          | 8,775             | 0.02          | (0.01)        |
| (ii) Non-Resident Indian (Non- Repat)  | 6,124             | 0              | 6,124             | 0.02          | 7,574             | 0              | 7,574             | 0.02          | 0.00          |
| (iii) Foreign Nationals  | 0                 | 0              | 0                 | 0.00          | 0                 | 0              | 0                 | 0.00          | 0.00          |
| (iv) Clearing Members  | 7,355             | 0              | 7,355             | 0.02          | 7,785             | 0              | 7,785             | 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   | 48,101            | 0              | 48,101            | 0.14          | 35,471            | 0              | 35,471            | 0.10          | (0.04)        |
| (viii) Investor Education and Protection Fund Authority Ministry of Corporate Affairs <sup>1</sup> | 168,695           | 0              | 168,695           | 0.47          | 242,592           | 0              | 242,592           | 0.68          | 0.21          |
| <b>Sub-total (B)(2)</b>  | <b>978,000</b>    | <b>406,944</b> | <b>1,384,944</b>  | <b>3.91</b>   | <b>1,036,991</b>  | <b>347,618</b> | <b>1,384,609</b>  | <b>3.90</b>   | <b>(0.01)</b> |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>   | <b>983,400</b>    | <b>407,644</b> | <b>1,391,044</b>  | <b>3.93</b>   | <b>1,042,391</b>  | <b>347,818</b> | <b>1,390,209</b>  | <b>3.92</b>   | <b>(0.01)</b> |
| <b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS<sup>2</sup></b>                                 | <b>0</b>          | <b>0</b>       | <b>0</b>          | <b>0.00</b>   | <b>0</b>          | <b>0</b>       | <b>0</b>          | <b>0.00</b>   | <b>0.00</b>   |
| <b>Grand Total (A+B+C)</b>   | <b>35,019,148</b> | <b>417,324</b> | <b>35,436,472</b> | <b>100.00</b> | <b>35,078,339</b> | <b>358,133</b> | <b>35,436,472</b> | <b>100.00</b> | <b>0.00</b>   |

<sup>1</sup> 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]

<sup>2</sup> As on 31<sup>st</sup> March, 2019, there are no outstanding Global Depository Receipts ('GDRs'). They were re-classified in the category 'Bodies Corporate' as they no longer represent the GDR holders.

**(ii) Shareholding of Promoters**

| Sl. No | Shareholder's Name                                   | Shareholding at the beginning of the year (as on 1 <sup>st</sup> April, 2018) |                                  |  | Shareholding at the end of the year (as on 31 <sup>st</sup> March, 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.     | Khorakiwala Holdings and Investments Private Limited | 32,671,070  | 92.20                            | Nil  | 32,671,905   | 92.20                            | Nil  | 0.00                                      |
| 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. Huzaiifa Khorakiwala                             | 72,000  | 0.20                             | Nil  | 72,000   | 0.20                             | Nil  | 0.00                                      |
| 7.     | Ms. Nafisa Khorakiwala                               | 880   | 0.00                             | Nil  | 880  | 0.00                             | Nil  | 0.00                                      |
|        | <b>Total</b>   | <b>34,045,428</b>   | <b>96.07</b>                     | <b>Nil</b>                                       | <b>34,046,263</b>  | <b>96.08</b>                     | <b>Nil</b>                                       | <b>0.01</b>                               |

**(iii) Change in Promoters' Shareholding**

| Sl. No | Shareholder's Name  | Shareholding at the beginning of the year (as on 1 <sup>st</sup> April, 2018) |                                  | Cumulative Shareholding during the Year |                                  | Shareholding at the end of the Year (as on 31 <sup>st</sup> March, 2019) |                                  |
|--------|---|---|----------------------------------|---|----------------------------------|--|----------------------------------|
|        |   | 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.     | <b>Khorakiwala Holdings and Investments Private Limited</b> | <b>32,671,070</b>   | <b>92.20</b>                     |   |                                  |  |                                  |
|        | Date-wise Increase / (Decrease)                             |   |                                  |   |                                  |  |                                  |
|        | 13/04/2018  | 200   | 0.00                             | 32,671,270                              | 92.20                            |  |                                  |
|        | 06/07/2018  | 200   | 0.00                             | 32,671,470                              | 92.20                            |  |                                  |
|        | 21/09/2018  | 35  | 0.00                             | 32,671,505                              | 92.20                            |  |                                  |
|        | 12/10/2018  | 400   | 0.00                             | 32,671,905                              | 92.20                            | <b>32,671,905</b>  | <b>92.20</b>                     |

**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 <sup>st</sup> April, 2018) |                                  | Cumulative Shareholding during the year |                                  | Shareholding at the end of the year (as on 31 <sup>st</sup> March, 2019) |                                  |
|--------|--|---|----------------------------------|---|----------------------------------|--|----------------------------------|
|        |  | 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.     | <b>Ajinkya Electromelt Pvt Ltd.</b>              | 29,700  | 0.08                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 29,700                                  | 0.08                             | 29,700   | 0.08                             |
| 2.     | <b>A C Avudayappan</b>                           | 25,560  | 0.06                             | 25,560                                  | 0.06                             |  |                                  |
|        | Date wise Increase/(Decrease) 15/03/2019         | (12,780)  | (0.03)                           | 12,780                                  | 0.03                             | 12,780   | 0.03                             |
| 3.     | <b>A Meyyappan*</b>                              | 0   | 0.00                             | 0                                       | 0.00                             |  |                                  |
|        | Date wise Increase/(Decrease) 15/03/2019         | 12,780  | 0.03                             | 12,780                                  | 0.03                             | 12,780   | 0.03                             |
| 4.     | <b>Luxmi Kant Gupta</b>                          | 7,180   | 0.02                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 7,180                                   | 0.02                             | 7,180  | 0.02                             |
| 5.     | <b>Zaahid Holding &amp; Investment Pvt. Ltd.</b> | 7,100   | 0.02                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 7,100                                   | 0.02                             | 7,100  | 0.02                             |
| 6.     | <b>Sheela Ashwin Chiniwalla</b>                  | 7,000   | 0.02                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 7,000                                   | 0.02                             | 7,000  | 0.02                             |
| 7.     | <b>Ashwini Poddar</b>                            | 6,300   | 0.02                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 6,300                                   | 0.02                             | 6,300  | 0.02                             |
| 8.     | <b>Century Consultants Ltd.</b>                  | 5,950   | 0.02                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 5,950                                   | 0.02                             | 5,950  | 0.02                             |
| 9.     | <b>Ashok Kumar Chopra</b>                        | 5,000   | 0.01                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 5,000                                   | 0.01                             | 5,000  | 0.01                             |
| 10.    | <b>Bankers Trust Company – NY, As Depository</b> | 5,000   | 0.01                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 5,000                                   | 0.01                             | 5,000  | 0.01                             |
| 11.    | <b>Shriniwas Bansilal Bangad</b>                 | 4,213   | 0.01                             |   |                                  |  |                                  |
|        | Date wise Increase/(Decrease)                    | 0   | 0.00                             | 4,213                                   | 0.01                             | 4,213  | 0.01                             |
| 12.    | <b>Sandeep Tandon<sup>#</sup></b>                | 4,930   | 0.01                             | 4,930                                   | 0.01                             |  |                                  |
|        | Date wise Increase/(Decrease) 02/11/2018         | (4,930)   | (0.01)                           | 0                                       | 0.00                             | 0  | 0.00                             |

\* Represents shareholder not in the list of Top 10 shareholders as on 1<sup>st</sup> April, 2018. However, the same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31<sup>st</sup> March, 2019.

<sup>#</sup> Represents shareholder that ceased to be in the list of Top 10 shareholders as on 31<sup>st</sup> March, 2019. However, the same is reflected above since the shareholder was one of the Top 10 shareholders as on 1<sup>st</sup> April, 2018.

(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 <sup>st</sup> April, 2018) |                                  | Cumulative Shareholding during the year |                                  | Shareholding at the end of the year (as on 31 <sup>st</sup> March, 2019) |                                  |
|---------|--------------------------------------|---|----------------------------------|---|----------------------------------|--|----------------------------------|
|         |                                      | 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. Stephen D'Souza <sup>&amp;</sup> | 250   | 0.00                             | 250                                     | 0.00                             | 250  | 0.00                             |
| 3.      | Mr. Akhtar Shamsi                    | -   | -                                | -                                       | -                                | -  | -                                |
| 4.      | Ms. Vijaya Nair                      | 175   | 0.00                             | 175                                     | 0.00                             | 175  | 0.00                             |
| 5.      | Mr. Ravi Shekhar Mitra               | 2   | 0.00                             | 2                                       | 0.00                             | 2  | 0.00                             |
| 6.      | Mr. Nikhil Malpani                   | 1   | 0.00                             | 1                                       | 0.00                             | 1  | 0.00                             |

<sup>&</sup>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 Rs. Thousand)

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year (i.e. 1 <sup>st</sup> April, 2018) |                                  |                 |          |                    |
| i) Principal Amount  | 2,959,886                        | 54,690          | -        | 3,014,576          |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>  | <b>2,959,886</b>                 | <b>54,690</b>   | <b>-</b> | <b>3,014,576</b>   |
| Change in Indebtedness during the financial year 2018-19                               |                                  |                 |          |                    |
| i) Addition on account *   | 22,434                           | -               | -        | 22,434             |
| ii) Reduction  | 154,886                          | -               | -        | 154,886            |
| <b>Net Change</b>  | <b>(132,452)</b>                 | <b>-</b>        | <b>-</b> | <b>(132,452)</b>   |
| Indebtedness at the end of the financial year (i.e. 31 <sup>st</sup> March, 2019)      |                                  |                 |          |                    |
| i) Principal Amount  | 2,827,434                        | 54,690          | -        | 2,882,124          |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>  | <b>2,827,434</b>                 | <b>54,690</b>   | <b>-</b> | <b>2,882,124</b>   |

\* In relation to Interest accrued

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs. Thousand)

| Sl. No.  | Particulars of Remuneration   | Name of MD/ WTD/ Manager                               |            | Total Amount |
|--|---|--|------------|--------------|
|  |   | Dr. G. B. Parulkar,<br>Chairman &<br>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) of Income-tax Act, 1961               |  | -          | -            |
| 2.   | Stock Option  |  | -          | -            |
| 3.   | Sweat Equity  |  | -          | -            |
| 4.   | Commission<br>- as % of profit<br>- others, specify...                              |  | -          | -            |
| 5.   | Others, please specify<br>Out-of-pocket expenses                                    |  | -          | -            |
| <b>Total (A)</b>   |   |  | <b>300</b> | <b>300</b>   |
| Ceiling as per the Act (being 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013) |   |  |            | 23,627       |

### B. Remuneration to other directors:

(Amount in Rs. Thousand)

| Sl. No. | Particulars of Remuneration                    | Name of Directors |                              |                     |                 | Total Amount |
|---------|--|-------------------|------------------------------|---------------------|-----------------|--------------|
|         |  | Mr. Akhtar Shamsi | Mr. Neeraj Jain <sup>@</sup> | Mr. Stephen D'Souza | Ms. Vijaya Nair |              |
| 1.      | Independent Directors                          |                   |                              |                     |                 |              |
|         | • Fee for attending board / committee meetings | 9                 | -                            | -                   | 9               | 18           |
|         | • Commission                                   | -                 | -                            | -                   | -               | -            |
|         | • Others, please specify                       | -                 | -                            | -                   | -               | -            |
|         | <b>Total (1)</b>                               | <b>9</b>          | <b>-</b>                     | <b>-</b>            | <b>9</b>        | <b>18</b>    |

|   |  |          |          |          |          |             |
|---|--|----------|----------|----------|----------|-------------|
| 2.  | Other Non-Executive Directors                  |          |          |          |          |             |
|   | • Fee for attending board / committee meetings | -        | 9        | 8        | -        | 17          |
|   | • Commission                                   | -        | -        | -        | -        | -           |
|   | • Others, please specify                       | -        | -        | -        | -        | -           |
|   | <b>Total (2)</b>                               | -        | <b>9</b> | <b>8</b> | -        | <b>17</b>   |
|   | <b>Total (B)=(1+2)</b>                         | <b>9</b> | <b>9</b> | <b>8</b> | <b>9</b> | <b>*35</b>  |
| Ceiling as per the Act (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)          |  |          |          |          |          | 4,725       |
| <b>Total Managerial Remuneration (A+B)</b>  |  |          |          |          |          | <b>*335</b> |
| 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) |  |          |          |          |          | 51,980      |

@ Appointed as Director with effect from 25<sup>th</sup> April, 2018.

\* Pursuant to Section 197(2) of the Companies Act, 2013, Rs. 35,000 paid as fees for attending board/committee meetings is termed exclusive from the of ceiling of 1% and 11% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

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

(Amount in Rs. Thousand)

| Sl. No.      | Particulars of Remuneration   | Key Managerial Personnel |                   |                         |           |
|--------------|---|--------------------------|-------------------|-------------------------|-----------|
|              |   | CEO                      | Company Secretary | Chief Financial Officer | Total     |
| 1.           | Gross salary  | N.A.                     |                   |                         |           |
|              | (a) Salary as per provisions contained in Section 17(1) of the 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  |                          | -                 | -                       | -         |
| 3.           | Sweat Equity  | -                        | -                 | -                       |           |
| 4.           | Commission<br>- as % of profit<br>- others, specify...                              | -                        | -                 | -                       |           |
| 5.           | Others, please specify  | -                        | -                 | -                       |           |
| <b>Total</b> |   |                          | <b>10</b>         | <b>10</b>               | <b>20</b> |



**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) |
|-------------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                               |                                    |
| Penalty                             |                              |                   |  |                               |                                    |
| Punishment                          |                              |                   |  |                               |                                    |
| Compounding                         |                              |                   |  |                               |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                               |                                    |
| Penalty                             |                              |                   |  |                               |                                    |
| Punishment                          |                              |                   | NIL  |                               |                                    |
| Compounding                         |                              |                   |  |                               |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                               |                                    |
| Penalty                             |                              |                   |  |                               |                                    |
| Punishment                          |                              |                   |  |                               |                                    |
| Compounding                         |                              |                   |  |                               |                                    |

For and on behalf of the Board of Directors

**Akhtar Shamsi**  
*Chairman*  
DIN: 00045731