



## ANNEXURE 3 TO THE DIRECTORS' REPORT

**EXTRACT OF 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]

**Form MGT 9**

| <b>I. REGISTRATION AND OTHER DETAILS:</b>                                 |  |
|---|--|
| CIN   | L24231PB1975PLC0047063   |
| Registration Date   | November 19, 1975  |
| Name of the Company   | Punjab Chemicals and Crop Protection Limited   |
| Category/Sub-Category of the Company                                      | Public Company / Limited by shares   |
| Address of the Registered office and contact details                      | Milestone-18, Ambala-Kalka Road, Village & Post office Bhankharpur, Derabassi, District SAS Nagar (Mohali) -140201<br>Tel.: 01762-280086, 280094 Fax: 01762-280070   |
| Whether listed company  | Yes  |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | Alankit Assignments Limited<br>RTA Division, 1E/ 13, Alankit Heights,<br>Jhandewalan Extension, New Delhi- 110 055<br>Tel.: 011-42541234, 23541234 Fax: 011-23552001 |

| <b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:</b>   |   |                                  |                                    |
|--|---|----------------------------------|------------------------------------|
| All the Business Activities contributing 10% or more of the total turnover of the Company (on standalone basis) are given below: |   |                                  |                                    |
| Sl No.   | Name and Description of main products/ services | NIC Code of the Product/ Service | % to total turnover of the Company |
| 1  | Chemicals (Performance Chemicals)               | 20119, 20211                     | 100%                               |

| <b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:</b>             |          |                                |                  |                    |
|---|----------|--------------------------------|------------------|--------------------|
| Name and Address of the Company   | CIN/ GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
| SD Agchem (Europe) NV<br>Uit breiding straat 84/B32600,<br>Berchem(Antwerp) Belgium | N.A.     | Subsidiary Company             | 100%             | 2 (87)             |

STS Chemicals (UK) Ltd. has been dissolved w.e.f. 15<sup>th</sup> May, 2018. Now the Company has only one subsidiary as aforesaid.





|   |                    |                 |                    |               |                    |                 |                    |               |              |  |
|---|--------------------|-----------------|--------------------|---------------|--------------------|-----------------|--------------------|---------------|--------------|--|
| b) Individuals  |                    |                 |                    |               |                    |                 |                    |               |              |  |
| i) Individual shareholders holding nominal share capital up-to Rs. 2 lakh         | 15,78,751          | 1,42,494        | 17,21,245          | 14.04         | 14,37,204          | 1,16,050        | 15,53,254          | 12.67         | -1.37        |  |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh | 4,97,396           | 0               | 4,97,396           | 4.06          | 4,91,016           | 0               | 4,91,016           | 4.00          | -0.06        |  |
| c) Others (specify)   |                    |                 |                    |               |                    |                 |                    |               |              |  |
| i) Trust  | 3,700              | 0               | 3,700              | 0.03          | 22,575             | 0               | 22,575             | 0.18          | 0.15         |  |
| ii) Directors & Relatives   | 52,193             | 0               | 52,193             | 0.43          | 51,293             | 0               | 51,293             | 0.42          | -0.01        |  |
| iii) Non Resident Indian  | 35,765             | 232             | 35,997             | 0.29          | 55,683             | 232             | 55,915             | 0.46          | 0.17         |  |
| iv) HUF   | 2,11,251           | 0               | 2,11,251           | 1.72          | 2,15,536           | 0               | 2,15,536           | 1.76          | 0.04         |  |
| <b>Sub-Total (B)(2)</b>   | <b>66,34,320</b>   | <b>1,47,623</b> | <b>67,81,943</b>   | <b>55.31</b>  | <b>65,72,234</b>   | <b>1,20,691</b> | <b>66,92,925</b>   | <b>54.58</b>  | <b>-0.73</b> |  |
| <b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>                          | <b>72,01,528</b>   | <b>1,51,767</b> | <b>73,53,295</b>   | <b>59.97</b>  | <b>72,28,684</b>   | <b>1,24,611</b> | <b>73,53,295</b>   | <b>59.97</b>  | <b>0.00</b>  |  |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                            | 0                  | 0               | 0                  | 0.00          | 0                  | 0               | 0                  | 0.00          | 0            |  |
| <b>Grand Total (A + B + C)</b>  | <b>1,21,10,418</b> | <b>1,51,767</b> | <b>1,22,62,185</b> | <b>100.00</b> | <b>1,21,37,574</b> | <b>1,24,611</b> | <b>1,22,62,185</b> | <b>100.00</b> | <b>0.00</b>  |  |

## ii) Shareholding of Promoters:

| Shareholders Name                        | Shareholding at the beginning of the year (April 1, 2018) |                                  |  | Shareholding at the end of the year (March 31, 2019) |                                  |  | % change in shareholding 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 |  |
| Rupam Shalil Shroff                      | 1,83,191  | 1.49                             | 1.49   | 1,83,191   | 1.49                             | 0.00   | Nil                                      |
| Rupam Shalil Shroff                      | 100   | 0.00                             | 0.00   | 100  | 0.00                             | 0.00   | Nil                                      |
| Hemsil Trading & Manufacturing Pvt. Ltd. | 40,17,318   | 32.76                            | 32.62  | 40,17,318  | 32.76                            | 0.00   | Nil                                      |
| Hemal Raju Shete                         | 63,750  | 0.52                             | 0.00   | 63,750   | 0.52                             | 0.00   | Nil                                      |
| Ishika S. Shroff                         | 27,894  | 0.23                             | 0.00   | 27,894   | 0.23                             | 0.00   | Nil                                      |
| Malvika S. Shroff                        | 35,340  | 0.29                             | 0.00   | 35,340   | 0.29                             | 0.00   | Nil                                      |
| Salil S. Shroff HUF                      | 77,652  | 0.63                             | 0.00   | 77,652   | 0.63                             | 0.00   | Nil                                      |
| Shalil Shashikumar Shroff                | 1,49,062  | 1.22                             | 0.00   | 1,49,062   | 1.22                             | 0.00   | Nil                                      |
| Shaila Shashikumar Shroff                | 1,24,002  | 1.01                             | 0.00   | 1,24,002   | 1.01                             | 0.00   | Nil                                      |
| Shalil Shashikumar Shroff                | 22,125  | 0.18                             | 0.18   | 22,125   | 0.18                             | 0.00   | Nil                                      |
| Shalil Shashikumar Shroff                | 1,67,956  | 1.37                             | 0.00   | 1,67,956   | 1.37                             | 0.00   | Nil                                      |
| Shalil Shashikumar Shroff                | 40,500  | 0.33                             | 0.33   | 40,500   | 0.33                             | 0.00   | Nil                                      |
| <b>TOTAL</b>                             | <b>49,08,890</b>  | <b>40.03</b>                     | <b>34.64</b>                                   | <b>49,08,890</b>                                     | <b>40.03</b>                     | <b>0.00</b>                                    | <b>Nil</b>                               |



| iii) Change in Promoters' Shareholding (Please specify, if there is no change)   |   |                                  |   |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | 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   | 49,08,890                                 | 40.03%                           | 49,08,890                               | 40.03%                           |
| Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.) | NIL                                       |                                  | NIL                                     |                                  |
| At the end of the year   | 49,08,890                                 | 40.03%                           | 49,08,890                               | 40.03%                           |

| iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) |   |                                  |            |                                   |               |   |                                  |
|---|---|----------------------------------|------------|-----------------------------------|---------------|---|----------------------------------|
| Name  | Shareholding at the beginning of the year |                                  | Date       | Increase/Decrease in shareholding | Reason        | Cumulative Shareholding during the year |                                  |
|   | No. of shares                             | % of total shares of the Company |            |                                   |               | No. of Shares                           | % of total shares of the Company |
| 1. Gowal Consulting Services Pvt. Ltd.*   | 30,00,000                                 | 24.47                            | Nil        | Nil                               | Nil           | 30,00,000                               | 24.47                            |
| 2. Excel Industries Ltd.*   | 5,84,977                                  | 4.77                             | Nil        | Nil                               | Nil           | 5,84,977                                | 4.77                             |
| 3. Arial Holdings1*   | 2,84,676                                  | 2.32                             | 07.12.2018 | 5,000                             | Mkt. Purchase | 2,89,676                                | 2.36                             |
|   |   |                                  | 14.12.2018 | 24,271                            | Mkt. Purchase | 3,13,947                                | 2.56                             |
|   |   |                                  | 21.12.2018 | 2,729                             | Mkt. Purchase | 3,16,676                                | 2.58                             |
| 4. Punjab State Industrial Development Corporation Ltd*   | 1,22,027                                  | 1.00                             | Nil        | Nil                               | Nil           | 1,22,027                                | 1.00                             |
| 5. Jayesh Pratap Chand Shah*  | 1,43,321                                  | 1.17                             | 20.07.2018 | -321                              | Mkt. Sale     | 1,43,000                                | 1.17                             |
| 6. Javeri Fiscal Services Ltd.*   | 1,49,963                                  | 1.22                             | 06.04.2018 | 5,185                             | Mkt. Purchase | 1,55,148                                | 1.27                             |
|   |   |                                  | 13.04.2018 | 132                               | Mkt. Purchase | 1,55,280                                | 1.27                             |
|   |   |                                  | 27.04.2018 | -10,000                           | Mkt. Sale     | 1,45,280                                | 1.18                             |
|   |   |                                  | 25.05.2018 | -16,000                           | Mkt. Sale     | 1,29,280                                | 1.05                             |
|   |   |                                  | 01.06.2018 | -18,000                           | Mkt. Sale     | 1,11,280                                | 0.91                             |
|   |   |                                  | 08.06.2018 | -10,000                           | Mkt. Sale     | 1,01,280                                | 0.83                             |
|   |   |                                  | 29.06.2018 | 1,500                             | Mkt. Purchase | 1,02,780                                | 0.84                             |
|   |   |                                  | 06.07.2018 | -3,500                            | Mkt. Sale     | 99,280                                  | 0.81                             |
|   |   |                                  | 13.07.2018 | -50,848                           | Mkt. Sale     | 48,432                                  | 0.39                             |
|   |   |                                  | 20.07.2018 | 4,902                             | Mkt. Purchase | 53,334                                  | 0.43                             |
|   |   |                                  | 27.07.2018 | 11,946                            | Mkt. Purchase | 65,280                                  | 0.53                             |
|   |   |                                  | 03.08.2018 | 3,175                             | Mkt. Purchase | 68,455                                  | 0.56                             |
|   |   |                                  | 10.08.2018 | 325                               | Mkt. Purchase | 68,780                                  | 0.56                             |
|   |   |                                  | 24.08.2018 | 41,500                            | Mkt. Purchase | 1,10,280                                | 0.90                             |
|   |   |                                  | 30.08.2018 | 4,000                             | Mkt. Purchase | 1,14,280                                | 0.93                             |
| 07.09.2018  | 1,000                                     | Mkt. Purchase                    | 1,15,280   | 0.94                              |               |   |                                  |
| 13.09.2018  | 450                                       | Mkt. Purchase                    | 1,15,730   | 0.94                              |               |   |                                  |
| 21.09.2018  | -16,548                                   | Mkt. Sale                        | 99,182     | 0.81                              |               |   |                                  |
| 29.09.2018  | -37,025                                   | Mkt Sale                         | 62,157     | 0.51                              |               |   |                                  |
| 12.10.2018  | 638                                       | Mkt. Purchase                    | 62,795     | 0.51                              |               |   |                                  |
| 19.10.2018  | -22,425                                   | Mkt Sale                         | 40,370     | 0.33                              |               |   |                                  |
| 26.10.2018  | -24,900                                   | Mket Sale                        | 15,470     | 0.13                              |               |   |                                  |



| Name   | Shareholding at the beginning of the year |                                  | Date       | Increase/<br>Decrease in<br>shareholding | Reason            | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|------------|--|-------------------|---|----------------------------------|
|  | No. of shares                             | % of total shares of the Company |            |  |                   | No. of Shares                           | % of total shares of the Company |
|  |   |                                  | 02.11.2018 | 5,250                                    | Mkt. Purchase     | 20,720                                  | 0.17                             |
|  |   |                                  | 09.11.2018 | 675                                      | Mkt. Purchase     | 21,395                                  | 0.17                             |
|  |   |                                  | 16.11.2018 | -5,154                                   | Mkt Sale          | 16,241                                  | 0.13                             |
|  |   |                                  | 23.11.2018 | 4,415                                    | Mkt. Purchase     | 20,656                                  | 0.17                             |
|  |   |                                  | 30.11.2018 | 190                                      | Mkt. Purchase     | 20,846                                  | 0.17                             |
|  |   |                                  | 07.12.2018 | -228                                     | Mkt. Sale         | 20,618                                  | 0.17                             |
|  |   |                                  | 14.12.2018 | -1,338                                   | Mkt. Sale         | 19,280                                  | 0.16                             |
|  |   |                                  | 21.12.2018 | -5,000                                   | Mkt. Sale         | 14,280                                  | 0.12                             |
|  |   |                                  | 28.12.2018 | 5,500                                    | Mkt. Purchase     | 19,780                                  | 0.16                             |
|  |   |                                  | 31.12.2018 | 5,500                                    | Mkt. Purchase     | 25,280                                  | 0.21                             |
|  |   |                                  | 04.01.2019 | 500                                      | Mkt. Purchase     | 25,780                                  | 0.21                             |
|  |   |                                  | 11.01.2019 | -1,090                                   | Mkt. Sale         | 24,690                                  | 0.20                             |
|  |   |                                  | 18.01.2019 | 590                                      | Mkt. Purchase     | 25,280                                  | 0.21                             |
|  |   |                                  | 01.02.2019 | -3,157                                   | Mkt. Sale         | 22,123                                  | 0.18                             |
|  |   |                                  | 08.02.2019 | -13,023                                  | Mkt. Sale         | 9,100                                   | 0.07                             |
|  |   |                                  | 15.02.2019 | 413                                      | Mkt. Purchase     | 9,513                                   | 0.08                             |
|  |   |                                  | 22.02.2019 | 1,553                                    | Mkt. Purchase     | 11,066                                  | 0.09                             |
|  |   |                                  | 01.03.2019 | 4,161                                    | Mkt. Purchase     | 15,227                                  | 0.12                             |
|  |   |                                  | 08.03.2019 | -13,284                                  | Mkt. Sale         | 1,943                                   | 0.01                             |
|  |   |                                  | 15.03.2019 | -1,163                                   | Mkt. Sale         | 780                                     | 0.01                             |
|  |   |                                  | 29.03.2019 | 78,500                                   | Mkt. Purchase     | 79,280                                  | 0.65                             |
| 7. Investor Education and Protection fund Authority (MCA)* | 1,09,179                                  | 0.89                             | 12.10.2018 | -7                                       | Release from IEPF | 1,09,172                                | 0.89                             |
| 8. Kwalita Alutrade Pvt. Ltd.                              | 54,000                                    | 0.44                             | 20.04.2018 | -3,000                                   | Mkt. Sale         | 51,000                                  | 0.42                             |
|  |   |                                  | 27.04.2018 | -8,000                                   | Mkt. Sale         | 43,000                                  | 0.35                             |
|  |   |                                  | 11.05.2018 | 3,000                                    | Mkt. Purchase     | 46,000                                  | 0.38                             |
|  |   |                                  | 08.06.2018 | 5,000                                    | Mkt. Purchase     | 51,000                                  | 0.42                             |
|  |   |                                  | 15.06.2018 | 18,500                                   | Mkt. Purchase     | 69,500                                  | 0.57                             |
|  |   |                                  | 29.06.2018 | 1,000                                    | Mkt. Purchase     | 70,500                                  | 0.57                             |
|  |   |                                  | 06.07.2018 | -1,746                                   | Mkt. Sale         | 68,754                                  | 0.56                             |
|  |   |                                  | 13.07.2018 | -6,000                                   | Mkt. Sale         | 62,754                                  | 0.51                             |
|  |   |                                  | 20.07.2018 | 5,774                                    | Mkt. Purchase     | 68,528                                  | 0.56                             |
|  |   |                                  | 27.07.2018 | -986                                     | Mkt. Sale         | 67,542                                  | 0.55                             |
|  |   |                                  | 03.08.2018 | 6,631                                    | Mkt. Purchase     | 74,173                                  | 0.60                             |
|  |   |                                  | 21.09.2018 | 278                                      | Mkt. Purchase     | 74,451                                  | 0.61                             |
|  |   |                                  | 12.10.2018 | 5,260                                    | Mkt. Purchase     | 79,711                                  | 0.65                             |
|  |   |                                  | 30.11.2018 | 1,725                                    | Mkt. Purchase     | 81,436                                  | 0.66                             |
|  |   |                                  | 07.12.2018 | -5,000                                   | Mkt. Sale         | 76,436                                  | 0.62                             |
|  |   |                                  | 14.12.2018 | 1,904                                    | Mkt. Purchase     | 78,340                                  | 0.64                             |
|  |   |                                  | 21.12.2018 | -2,791                                   | Mkt Sale          | 75,549                                  | 0.62                             |
|  |   |                                  | 28.12.2018 | 2,197                                    | Mkt. Purchase     | 77,746                                  | 0.63                             |
|  |   |                                  | 31.12.2018 | -200                                     | Mkt. Sale         | 77,546                                  | 0.63                             |
|  |   |                                  | 04.01.2019 | 1,294                                    | Mkt. Purchase     | 78,840                                  | 0.64                             |
|  |   |                                  | 11.01.2019 | -6715                                    | Mkt Sale          | 72,125                                  | 0.59                             |
|  |   |                                  | 18.01.2019 | -2507                                    | Mkt. Sale         | 69,618                                  | 0.57                             |
|  |   |                                  | 25.01.2019 | 735                                      | Mkt Purchase      | 70,353                                  | 0.57                             |



| Name                            | Shareholding at the beginning of the year |                                  | Date       | Increase/Decrease in shareholding | Reason        | Cumulative Shareholding during the year |                                  |
|---------------------------------|---|----------------------------------|------------|-----------------------------------|---------------|---|----------------------------------|
|                                 | No. of shares                             | % of total shares of the Company |            |                                   |               | No. of Shares                           | % of total shares of the Company |
|                                 |   |                                  |            |                                   |               |   |                                  |
|                                 |   |                                  | 01.02.2019 | 600                               | Mkt. Purchase | 70,953                                  | 0.58                             |
|                                 |   |                                  | 08.02.2019 | 978                               | Mkt. Purchase | 71,931                                  | 0.59                             |
|                                 |   |                                  | 22.02.2019 | 1,463                             | Mkt. Purchase | 73,394                                  | 0.60                             |
|                                 |   |                                  | 01.03.2019 | -2,464                            | Mkt. Sale     | 70,930                                  | 0.58                             |
|                                 |   |                                  | 15.03.2019 | 533                               | Mkt. Purchase | 71,463                                  | 0.58                             |
|                                 |   |                                  | 22.03.2019 | 1,050                             | Mkt. Purchase | 72,513                                  | 0.59                             |
|                                 |   |                                  | 29.03.2019 | 200                               | Mkt. Purchase | 72,713                                  | 0.59                             |
| 9. Nitiket Investment Pvt. Ltd. | 49,000                                    | 0.40                             | 15.06.2018 | 9,508                             | Mkt. Purchase | 58,508                                  | 0.48                             |
|                                 |   |                                  | 22.06.2018 | 6,492                             | Mkt. Purchase | 65,000                                  | 0.53                             |
|                                 |   |                                  | 13.07.2018 | 10,000                            | Mkt. Purchase | 75,000                                  | 0.61                             |
| 10. C. Mackertich*              | 75,000                                    | 0.61                             | Nil        | Nil                               | NA            | 75,000                                  | 0.61                             |

Note: \*Common top 10 Shareholding as on 31st March 2018.

v) Shareholding of Directors and Key Managerial Personnel

| Name                         | Shareholding at the beginning of the year |                                  | Date       | Increase/Decrease in shareholding | Reason    | Cumulative Shareholding during the year |                                  |
|------------------------------|---|----------------------------------|------------|-----------------------------------|-----------|---|----------------------------------|
|                              | No. of shares                             | % of total shares of the Company |            |                                   |           | No. of Shares                           | % of total shares of the Company |
|                              |   |                                  |            |                                   |           |   |                                  |
| Shalil Shashi Kumar Shroff*  | 2,30,581                                  | 1.88%                            | Nil        | Nil                               | Nil       | 2,30,581                                | 1.88%                            |
| Mukesh Dahyabhai Patel       | 400                                       | 0.00%                            | Nil        | Nil                               | Nil       | 400                                     | 0.00%                            |
| Avtar Singh                  | 7,911                                     | 0.06%                            | 15-03-2019 | -900                              | Mkt. Sale | 7,011                                   | 0.05%                            |
| Shiv Shankar Shripal Tiwari* | 11,589                                    | 0.09%                            | Nil        | Nil                               | Nil       | 11,589                                  | 0.09%                            |
| Vipul Harsukhlal Joshi       | 1,114                                     | 0.009%                           | Nil        | Nil                               | Nil       | 1,114                                   | 0.009%                           |
| Punit Kumar Abrol            | 1   | 0.00%                            | Nil        | Nil                               | Nil       | 1                                       | 0.00%                            |

Note:\* Shareholding in the first individual name of the Director has been considered here.



| V. INDEBTEDNESS <span style="float: right;">(Rs : in Lac)</span>                                  |                                     |                    |          |                       |
|---|-------------------------------------|--------------------|----------|-----------------------|
| <b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b> |                                     |                    |          |                       |
|   | Secured Loans<br>excluding deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
| <b>Indebtedness at the beginning of the financial year</b>  |                                     |                    |          |                       |
| i) Principal Amount   | 11,070                              | 616                | -        | 11,686                |
| ii) Interest due but not paid   | -                                   | -                  | -        | -                     |
| iii) Interest accrued but not due   | 66                                  | -                  | -        | 66                    |
| Total (i + ii + iii)  | <b>11,136</b>                       | <b>616</b>         | -        | <b>11,752</b>         |
| <b>Change in Indebtedness during the year</b>   |                                     |                    |          |                       |
| Addition  | 176                                 | 9,015              | -        | 9,191                 |
| Reduction   | 11,053                              | 681                | -        | 11,734                |
| Net Change  | <b>11,229</b>                       | <b>9,696</b>       | -        | <b>20,925</b>         |
| <b>Indebtedness at the end of the financial year</b>  |                                     |                    |          |                       |
| i) Principal Amount   | 193                                 | 8,950              | -        | 9,143                 |
| ii) Interest due but not paid   | -                                   | 134                | -        | 134                   |
| iii) Interest accrued but not due   | -                                   | -                  | -        | -                     |
| Total (i+ii+iii)  | <b>193</b>                          | <b>9,084</b>       | -        | <b>9,277</b>          |

| VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:                         |  |                                    |              |
|---|--|------------------------------------|--------------|
| A. Remuneration to Managing Director, Whole Time Directors and/ or Manager          |  |                                    | (Rs. in Lac) |
| Particulars of Remuneration   | Shalil Shashikumar Shroff<br>Managing Director | Avtar Singh<br>Whole-Time Director | Total Amount |
| 1. Gross Salary   |  |                                    |              |
| a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961 | 127  | 102                                | 229          |
| b) Value of perquisites under Section 17 (2) of the Income Tax Act, 1961            | 7  | 10                                 | 17           |
| c) Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961       | Nil  | Nil                                | Nil          |
| 2. Stock Options  | Nil  | Nil                                | Nil          |
| 3. Sweat Equity   | Nil  | Nil                                | Nil          |
| 4. Commission   | Nil  | Nil                                | 30           |
| - as % of profit  | Nil  | Nil                                | Nil          |
| - others, specify   | Nil  | Nil                                | Nil          |
| 5. Others, please specify   |  |                                    |              |
| a) Retiral benefits   | Nil  | Nil                                | Nil          |
| <b>TOTAL (A)</b>  | <b>134</b>                                     | <b>112</b>                         | <b>246</b>   |

Ceiling : 5% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013 to each of the Executive Directors.

The Board has recommended / approved Commission of Rs. 30 Lac to Executive Directors (Shri Shalil Shashi kumar Shroff Rs. 20 Lac and Shri Avtar Singh Rs. 10 Lac) for the year 2018-19 to be paid/ distributed in the current financial year.



| <b>B. Remuneration to Other Directors</b>     |             |                        |                   |              |
|---|-------------|------------------------|-------------------|--------------|
| 1. Independent Directors (Rs. In lac)         |             |                        |                   |              |
| Particulars of Remuneration                   | Vijay Rai   | Mukesh Dahyabhai Patel | Sheo Prasad Singh | Total amount |
| - Fee for attending Board/ Committee Meetings | 2.85        | 3.15                   | 2.25              | 8.25         |
| - Commission                                  | 2.25        | 2.25                   | 1.25              | 5.75         |
| - Others, please specify                      | Nil         | Nil                    | Nil               | Nil          |
| <b>TOTAL (B)(1)</b>                           | <b>5.10</b> | <b>5.40</b>            | <b>3.50</b>       | <b>14.00</b> |

| 2. Other Non-Executive Directors (Rs. In lac) |                           |                         |                            |              |              |
|---|---------------------------|-------------------------|----------------------------|--------------|--------------|
| Particulars of Remuneration                   | Capt. Surjit Singh Chopra | Ghattu Ramanna Narayan* | Shivshankar Shripal Tiwari | Aruna Bhinge | Total amount |
| - Fee for attending Board/ Committee Meetings | 1.05                      | 0                       | 1.05                       | 1.80         | 3.90         |
| - Commission                                  | 1.25                      | 1.00                    | 1.00                       | Nil          | 3.25         |
| - Others, please specify                      | Nil                       | Nil                     | Nil                        | Nil          | Nil          |
| <b>TOTAL (B)(2)</b>                           | <b>2.30</b>               | <b>1.00</b>             | <b>2.05</b>                | <b>1.80</b>  | <b>7.15</b>  |

Ceiling: Sitting fees and commission paid to Directors who are not Executive Directors is within the limits, as per the Companies Act, 2013.

The Board has recommended / approved Commission of Rs. 20 Lac to Non Executive Directors for the year 2018-19 to be paid/ distributed in the current financial year as decided by the Chairman.

The commission was given for the financial year 2017-18, Mrs. Sindhu Seth was also given Rs. 1,00,000 as commission for the year 2017-18. She resigned as Director of the Company w.e.f. 29<sup>th</sup> May, 2018.

\* Shri Ghattu Ramanna Narayan is the Chairman Emeritus of the Company.

| <b>C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD</b>      |  |   |                             |              |
|---|--|---|-----------------------------|--------------|
| (Rs. In lac)  |  |   |                             |              |
| Particulars of Remuneration   | Punit Kumar Abrol<br>Company Secretary | Vipul Harsukhlal Joshi<br>Chief Financial Officer | Jain Parkash Sr. V.P. Works | Total amount |
| 1. Gross Salary   |  |   |                             |              |
| a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961 | 62                                     | 81  | 64                          | 207          |
| b) Value of perquisites under Section 17 (2) of the Income Tax Act, 1961            | 3                                      | 0   | 3                           | 6            |
| c) Profits in lieu of salary under Section 17 (3) of the Income Tax Act, 1961       | Nil                                    | Nil   | Nil                         | Nil          |
| 2. Stock Options  | Nil                                    | Nil   | Nil                         | Nil          |
| 3. Sweat Equity   | Nil                                    | Nil   | Nil                         | Nil          |
| 4. Commission   |  |   |                             |              |
| - as % of profit  | Nil                                    | Nil   | Nil                         | Nil          |
| - others, specify   | Nil                                    | Nil   | Nil                         | Nil          |
| 5. Others, please specify   |  |   |                             |              |
| a) Retiral benefits   | Nil                                    | Nil   | Nil                         | Nil          |
| <b>TOTAL (C)</b>  | <b>65</b>                              | <b>81</b>   | <b>67</b>                   | <b>213</b>   |





| VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: |                              |                   |  |                               |                                   |
|--|------------------------------|-------------------|--|-------------------------------|-----------------------------------|
| Type   | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authorities (RD/ NCLT/ Court) | Appeal made if any (give details) |
| <b>A. COMPANY</b>                                    | <b>NOT APPLICABLE</b>        |                   |  |                               |                                   |
| Penalty  |                              |                   |  |                               |                                   |
| Punishment   |                              |                   |  |                               |                                   |
| Compounding  | <b>NOT APPLICABLE</b>        |                   |  |                               |                                   |
| <b>B. DIRECTORS</b>                                  |                              |                   |  |                               |                                   |
| Penalty  |                              |                   |  |                               |                                   |
| Punishment   | <b>NOT APPLICABLE</b>        |                   |  |                               |                                   |
| Compounding  |                              |                   |  |                               |                                   |
| <b>C. OTHER OFFICERS IN DEFAULT</b>                  |                              |                   |  |                               |                                   |
| Penalty  | <b>NOT APPLICABLE</b>        |                   |  |                               |                                   |
| Punishment   |                              |                   |  |                               |                                   |
| Compounding  |                              |                   |  |                               |                                   |