

**Annexure to the Directors' Report (Contd.)**
**Annexure IV**
**FORM No. MGT 9**
**EXTRACT OF ANNUAL RETURN**
**As on the financial year ended on 31st March, 2020**
*[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	L51909WB1935PLC008194
ii.	Registration Date	01.02.1935
iii.	Name of the Company	GILLANDERS ARBUTHNOT AND COMPANY LIMITED
iv.	Category/Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	C-4, GILLANDER HOUSE, NETAJI SUBHAS ROAD, KOLKATA- 700 001, INDIA Phone: 033 2230-2331(6 lines) Fax: 033 2230 4185 e-mail: gillander@gillandersarbuthnot.com
vi.	Whether listed Company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAHESHWARI DATAMATICS PVT. LTD. 23, R.N. MUKHERJEE ROAD, 5TH FLOOR, KOLKATA- 700 001 Phone: 033 2248 2248, 2243 5029, 2243 5809 Fax: 033 2248 4787 e-mail: mdpldc@yahoo.com

<b>II</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> (All the business activities contributing 10% or more of the total turnover of the Company)	<b>Attachment A</b>
<b>III</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	<b>Attachment B</b>
<b>IV</b>	<b>SHARE HOLDING PATTERN</b> <b>(Equity Share Capital Breakup as percentage of Total Equity)</b>	
	i) Category-wise Shareholding	<b>Attachment C</b>
	ii) Shareholding of Promoters	<b>Attachment D</b>
	iii) Change in Promoters' Shareholding	<b>Attachment E</b>
	iv) Shareholding Pattern of top ten Shareholders(other than Directors, Promoters and Holders of GDRs and ADRs)	<b>Attachment F</b>
	v) Shareholding of Directors and Key Managerial Personnel	<b>Attachment G</b>
<b>V</b>	<b>INDEBTEDNESS</b> Indebtedness of the Company including interest outstanding/accrued but due for payment	<b>Attachment H</b>
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
	A. Remuneration to Managing Director, Whole-time Directors and/or Manager	<b>Attachment I</b>
	B. Remuneration to other Directors	<b>Attachment J</b>
	C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Directors	<b>Attachment K</b>
<b>VII</b>	<b>PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	<b>Attachment L</b>

## Annexure to the Directors' Report (Contd.)

### Attachment A

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

All the business activities contributing 10% or more of the total turnover of the Company:

Sl. No.	Name and description of main products	NIC code of the product	%-age to total turnover of the Company
1	Yarn	13111/13114	50.59
2	Cultivation, Manufacture and Sale of Tea	01271	34.16
3.	Other specialized construction activities	43900	11.87

### Attachment B

#### 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
1.	Gillanders Holdings (Mauritius) Limited 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	NA	Wholly Owned Foreign Subsidiary	100	2(87)
2.	Naming'omba Tea Estates Limited P. O. Box 2, Thyolo, Malawi	NA	Wholly Owned Step Down Foreign Subsidiary	100	2(87)

### Attachment C

#### 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 01.04.2019]				No of Shares held at the end of the year [As on 31.03.2020]				% 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	295394	0	295394	1.3841	295394	0	295394	1.3841	0.0000
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp.	14376321	0	14376321	67.3605	14376321	0	14376321	67.3605	0.0000
e) Banks/FIs									
f) Any other									
<b>Sub-total (A)(1)</b>	14671715	0	14671715	68.7446	14671715	0	14671715	68.7446	0.0000
<b>(2) Foreign</b>									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FIs									
e) Any other									
<b>Sub-total (A)(2)</b>	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	14671715	0	14671715	68.7446	14671715	0	14671715	68.7446	0.0000

**Annexure to the Directors' Report (Contd.)**

Category of Shareholders	No of Shares held at the beginning of the year [As on 01.04.2019]				No of Shares held at the end of the year [As on 31.03.2020]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	300	0	300	0.0014	300	0	300	0.0014	0.0000
b) Banks/FIs	3101	64414	67515	0.3163	1041938	64246	1106184	5.1830	4.8667
c) Central Govt	0	7086	7086	0.0332	0	7086	7086	0.0332	0.0000
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	1187278	0	1187278	5.5630	0	0	0	0.0000	-5.5630
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds	0	1722	1722	0.0081	0	1722	1722	0.0081	0.0000
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
<b>Sub-total(B)(1)</b>	1190679	73222	1263901	5.9220	1042238	73054	1115292	5.2257	-0.6963
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	794434	9403	803837	3.7664	771809	9403	781212	3.6604	-0.1060
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2255646	357340	2612986	12.2432	2301844	287996	2589840	12.1347	-0.1085
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1556875	46866	1603741	7.5144	1734101	46866	1780967	8.3448	0.8304
c) Others (Specify)									
Non Resident Indians	88279	9740	98019	0.4593	93671	9289	102960	0.4824	0.0231
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	52421	0	52421	0.2456	5703	0	5703	0.0267	-0.2189
Trusts	3905	0	3905	0.0183	3823	0	3823	0.0179	-0.0004
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	39	0	39	0.0002	0	0	0	0.0000	-0.0002
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									

**Annexure to the Directors' Report (Contd.)**

Category of Shareholders	No of Shares held at the beginning of the year [As on 01.04.2019]				No of Shares held at the end of the year [As on 31.03.2020]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Investor Education and Protection Fund Authority	231782	0	231782	1.0860	290834	0	290834	1.3627	0.2767
<b>Sub-total(B)(2)</b>	4983381	423349	5406730	25.3334	5201785	353554	5555339	26.0296	0.6962
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	6174060	496571	6670631	31.2554	6244023	426608	6670631	31.2553	-0.0001
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	20845775	496571	21342346	100.0000	20915738	426608	21342346	100.0000	0.0000

**Attachment D**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year [As on 01-April-2019]			Shareholding at the end of the Year [As on 31-March-2020]			% 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	
1	KOTHARI INVESTMENT & INDUSTRIES PRIVATE LIMITED #	2253748	10.5600	0.0000	7265198	34.0412	0.0000	23.4812
2	KOTHARI PHYTOCHEMICALS AND INDUSTRIES LIMITED	5501078	25.7754	0.0000	5501078	25.7754	0.0000	0.0000
3	M. D. KOTHARI & COMPANY LIMITED	1521868	7.1307	0.0000	1521868	7.1307	0.0000	0.0000
4	A.K. KOTHARI	108472	0.5082	0.0000	108472	0.5082	0.0000	0.0000
5	SATYAM FINANCIAL SERVICES LIMITED	88177	0.4132	0.0000	88177	0.4132	0.0000	0.0000
6	A.K. KOTHARI (HUF)	75741	0.3549	0.0000	75741	0.3549	0.0000	0.0000
7	P.D. KOTHARI	67875	0.3180	0.0000	67875	0.3180	0.0000	0.0000
8	A.V. KOTHARI	43306	0.2029	0.0000	43306	0.2029	0.0000	0.0000
9	KOTHARI & COMPANY PRIVATE LIMITED#	1426199	6.6825	0.0000	0	0.0000	0.0000	-6.6825
10	VISHNUHARI INVESTMENTS & PROPERTIES LTD#	1707291	7.9995	0.0000	0	0.0000	0.0000	-7.9995
11	BHAKTWATSAL INVESTMENTS LIMITED#	498498	2.3357	0.0000	0	0.0000	0.0000	-2.3357
12	COMMERCIAL HOUSE PRIVATE LTD.#	1368212	6.4108	0.0000	0	0.0000	0.0000	-6.4108
13	KOTHARI CAPITAL AND SECURITIES PRIVATE LIMITED#	11250	0.0527	0.0000	0	0.0000	0.0000	-0.0527
	<b>TOTAL</b>	<b>14671715</b>	<b>68.7446</b>	<b>0.0000</b>	<b>14671715</b>	<b>68.7446</b>	<b>0.0000</b>	<b>0.0000</b>

# Bhaktwatsal Investment Limited, Commercial House Private Limited, Kothari Capital and Securities Private Limited, Vishnuhari Investments and Properties Limited have merged with Kothari Investment and Industries Private Limited ("Acquirer") and the investment and trading division of Kothari & Company Private Limited ("KCPL") has demerged and transferred to the Acquirer pursuant to a scheme of arrangement under Sections 230 – 232 of the Companies Act, 2013 and its allied rules, which has been approved by the National Company Law Tribunal, Kolkata Bench vide order dated 4 November 2019 and has become effective from 4 December 2019.

**Annexure to the Directors' Report (Contd.)**
**Attachment E**
**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	For Each of the Top 10 Shareholders Name	Shareholding at the beginning [As on 01-April-2019]/end of the year [As on 31-March-2020]		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year As on 01-April-2019 to 31- March-2020]	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	BHAKTWATSAL INVESTMENTS LIMITED	498498	2.3357	01/04/2019	-498498	Transfer # (27/12/2019)		
		0	0.0000	31/03/2020			0	0.0000
2	COMMERCIAL HOUSE PRIVATE LIMITED	1368212	6.4108	01/04/2019	-1368212	Transfer # (27/12/2019)		
		0	0.0000	31/03/2020			0	0.0000
3	KOTHARI CAPITAL AND SECURITIES PRIVATE LIMITED	11250	0.0527	01/04/2019	-11250	Transfer # (10/01/2020)		
		0	0.0000	31/03/2020			0	0.0000
4	KOTHARI PHYTOCHEMICALS AND INDUSTRIES LIMITED	5501078	25.7754	01/04/2019	No Change during the year			
				31/03/2020		5501078	25.7754	
5	KOTHARI & COMPANY PRIVATE LIMITED	1426199	6.6825	01/04/2019	-1426199	Transfer # (27/12/2019)		
		0	0.0000	31/03/2020			0	0.0000
6	VISHNUHARI INVESTMENTS & PROPERTIES LIMITED	1707291	7.9995	01/04/2019	-1707291	Transfer # (27/12/2019)		
		0	0.0000	31/03/2020			0	0.0000
7	KOTHARI INVESTMENT & INDUSTRIES PRIVATE LIMITED	2253748	10.5600	01/04/2019	5011450	Transfer # (27/12/2019) (10/01/2020)		
				31/03/2020			7265198	34.0412
8	M.D. KOTHARI & COMPANY LIMITED	1521868	7.1307	01/04/2019	No Change during the year			
				31/03/2020		1521868	7.1307	
9	SATYAM FINANCIAL SERVICES LIMITED	88177	0.4132	01/04/2019	No Change during the year			
				31/03/2020		88177	0.4132	
10	A.K. KOTHARI (HUF)	75741	0.3549	01/04/2019	No Change during the year			
				31/03/2020		75741	0.3549	
11	A.K. KOTHARI	108472	0.5082	01/04/2019	No Change during the year			
				31/03/2020		108472	0.5082	

**Annexure to the Directors' Report (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders Name	Shareholding at the beginning [As on 01-April-2019]/end of the year [As on 31-March-2020]		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year As on 01-April-2019 to 31- March-2020]	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
12	P.D. KOTHARI							
		67875	0.3180	01/04/2019	No Change during the year			
				31/03/2020			67875	0.3180
13	A.V. KOTHARI							
		43306	0.2029	01/04/2019	No Change during the year			
				31/03/2020			43306	0.2029

# Pursuant to the Scheme of Arrangement as detailed in Attachment D.

**Attachment F**

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**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 Name	Shareholding at the beginning [As on 01-April-2019]/end of the year [As on 31-March-2020]		Date	Increase / decrease in Shareholding	Reason	Cumulative Shareholding during the year As on 01-April-2019 to 31-March-2020]	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Jamson Securities Pvt Ltd							
		105704	0.4953	01/04/2019	No Change during the year			
				31/03/2020			105704	0.4953
2.	JM Financial Services Limited							
		168025	0.7873					
				13/09/2019	2000	Purchase	170025	0.7967
				20/09/2019	311	Purchase	170336	0.7981
				27/09/2019	-2311	Sale	168025	0.7873
				30/09/2019	-12270	Sale	155755	0.7298
				27/12/2019	3680	Purchase	159435	0.7470
				17/01/2020	-22105	Sale	137330	0.6435
				31/03/2020			137330	0.6435
3.	Life Insurance Corporation Of India							
		1187278	5.5630	01/04/2019				
				13/09/2019	-3005	Sale	1184273	5.5489
				20/09/2019	-6000	Sale	1178273	5.5208
				27/09/2019	-500	Sale	1177773	5.5185
				04/10/2019	-545	Sale	1177228	5.5159
				11/10/2019	-5100	Sale	1172128	5.4920

**Annexure to the Directors' Report (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders Name	Shareholding at the beginning [As on 01-April-2019]/end of the year [As on 31-March-2020]		Date	Increase / decrease in Shareholding	Reason	Cumulative Shareholding during the year As on 01-April-2019 to 31-March-2020]	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
				18/10/2019	-3900	Sale	1168228	5.4738
				25/10/2019	-9604	Sale	1158624	5.4288
				08/11/2019	-11500	Sale	1147124	5.3749
				15/11/2019	-7091	Sale	1140033	5.3416
				22/11/2019	-6285	Sale	1133748	5.3122
				29/11/2019	-30124	Sale	1103624	5.1711
				10/01/2020	-6000	Sale	1097624	5.1429
				17/01/2020	-8981	Sale	1088643	5.1009
				24/01/2020	-20302	Sale	1068341	5.0057
				31/01/2020	-10000	Sale	1058341	4.9589
				07/02/2020	-20150	Sale	1038191	4.8645
				31/03/2020			1038191	4.8645
4.	Mall Commercial Pvt. Ltd.							
		100903	0.4728	01/04/2019	No Change during the year			
				31/03/2020			100903	0.4728
5.	Jagdish Amritlal Shah							
		110740	0.5189	01/04/2019	No Change during the year			
				31/03/2020			110740	0.5189
6.	Muktilal Ganulal Paldiwal							
		101578	0.4759	01/04/2019				
				24/05/2019	8	Purchase	101586	0.4760
				31/05/2019	1999	Purchase	103585	0.4853
				14/06/2019	43	Purchase	103628	0.4856
				28/06/2019	1506	Purchase	105134	0.4926
				26/07/2019	300	Purchase	105434	0.4940
				09/08/2019	216	Purchase	105650	0.4950
				16/08/2019	1338	Purchase	106988	0.5013
				30/09/2019	1000	Purchase	107988	0.5060
				11/10/2019	1979	Purchase	109967	0.5153
				18/10/2019	204	Purchase	110171	0.5162
				08/11/2019	1000	Purchase	111171	0.5209
				15/11/2019	1992	Purchase	113163	0.5302
				22/11/2019	590	Purchase	113753	0.5330
				13/12/2019	1000	Purchase	114753	0.5377

**Annexure to the Directors' Report (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders Name	Shareholding at the beginning [As on 01-April-2019]/end of the year [As on 31-March-2020]		Date	Increase / decrease in Shareholding	Reason	Cumulative Shareholding during the year As on 01-April-2019 to 31-March-2020]	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
				20/12/2019	1455	Purchase	116208	0.5445
				27/12/2019	1319	Purchase	117527	0.5507
				03/01/2020	1000	Purchase	118527	0.5554
				10/01/2020	500	Purchase	119027	0.5577
				24/01/2020	2109	Purchase	121136	0.5676
				28/02/2020	5000	Purchase	126136	0.5910
				06/03/2020	1821	Purchase	127957	0.5995
				13/03/2020	192	Purchase	128149	0.6004
				31/03/2020			128149	0.6004
7.	Priyank Nahata							
		60702	0.2844	01/04/2019				
				17/05/2019	3069	Purchase	63771	0.2988
				05/07/2019	1531	Purchase	65302	0.3060
				16/08/2019	998	Purchase	66300	0.3107
				30/08/2019	6421	Purchase	72721	0.3407
				20/09/2019	1	Purchase	72722	0.3407
				30/09/2019	2	Purchase	72724	0.3407
				11/10/2019	3	Purchase	72727	0.3408
				20/12/2019	1050	Purchase	73777	0.3457
				27/12/2019	4	Purchase	73781	0.3457
				14/02/2020	1000	Purchase	74781	0.3504
				28/02/2020	570	Purchase	75351	0.3531
				06/03/2020	3969	Purchase	79320	0.3717
				13/03/2020	3870	Purchase	83190	0.3898
				27/03/2020	2610	Purchase	85800	0.4020
				31/03/2020			85800	0.4020
8.	Anil Jain							
		135000	0.6325	01/04/2019				
				31/03/2020		No Change during the year	135000	0.6325
9.	Suvarna Kumari Agarwal							
		200000	0.9371	01/04/2019				
				31/03/2020		No Change during the year	200000	0.9371
10	Investor Education And Protection Fund Authority (MCA)							
		231782	1.0860	01/04/2019				
				01/11/2019	59052	Transfer	290834	1.3592
				31/03/2020			290834	1.3592



**Annexure to the Directors' Report (Contd.)**
**Attachment G**
**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 01-April-2019]/ end of the year [31-March-2020]		Cumulative Shareholding during the year [01-April-2019 to 31-March-2020]	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	A.K. KOTHARI				
	At the beginning of the year	108472	0.5082		
2.	P.D. KOTHARI				
	At the beginning of the year	67875	0.3180		
3.	P.K. JAIN				
	At the beginning of the year	501	0.0023		
	At the end of the year	108472	0.5082	108472	0.5082
	At the end of the year	67875	0.3180	67875	0.3180
	At the end of the year	501	0.0023	501	0.0023

\*Mr. P. K. Jain retired from the services and as CFO of the Company from close of business hours on 31st March, 2020.

Mr. N. Pachisia, Mr. A. Baheti, Mr. K. Ashok, Mr. C.R. Prayag, Mr. Mahesh Sodhani and Mr. Manoj Sodhani, Directors of the Company did not hold any shares during the financial year 2019-2020. Mr. D. Karmakar, Company Secretary, of the Company did not hold any shares during the financial year of 2019-2020.

**Attachment H**
**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but due for payment (₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year – 1st April, 2019</b>				
i) Principal Amount	16,333.98	10,455.00	4,251.52	31,040.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	55.61	313.27	368.88
<b>Total (i+ii+iii)</b>	<b>16,333.98</b>	<b>10,510.61</b>	<b>4,564.79</b>	<b>31,409.38</b>
Change in indebtedness during the financial year				
· Addition	2,983.51	1,062.14	2,201.53	6,247.18
· Reduction	1,578.94	4,550.01	2,732.41	8,861.36
<b>Net Change</b>	<b>1,404.57</b>	<b>(3,487.87)</b>	<b>(530.88)</b>	<b>(2,614.18)</b>
<b>Indebtedness at the end of the financial year – 31st March 2020</b>				
i) Principal Amount	17,632.65	7,004.21	3,786.12	28,422.98
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	105.90	18.53	247.79	372.22
<b>Total (i+ii+iii)</b>	<b>17,738.55</b>	<b>7,022.74</b>	<b>4,033.91</b>	<b>28,795.20</b>

**Annexure to the Directors' Report (Contd.)**

**Attachment I**

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director and Executive Director & CEO**

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of the Managing Director	Name of Executive Director & CEO
		Mr. Mahesh Sodhani	Mr. Manoj Sodhani
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	78.18	78.18
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	8.27	7.71
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- As a percentage of profit	-	-
	- Others, specify	-	-
5	Others, please specify (Contribution to Provident & other Funds)	3.31	3.31
	<b>Total Amount (A)</b>	<b>89.76</b>	<b>89.20</b>
	<b>Ceiling as per the Act@</b>		

@ The Company has made a loss of ₹ 1,780.19 lakhs, and hence, Section II of Part II of Schedule V is applicable. The Effective Capital of the Company is ₹ 31,932.62 lakhs. The Company can pay remuneration upto ₹ 120.82 lakhs. The said remuneration limit has been doubled as the shareholders have already passed a Special Resolution at the 84th AGM.

**Attachment J**

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**B. Remuneration to other Directors**

(₹ In lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors*								Total Amount
		AKK	PDK	NP	AB	KA	CRP	HMP	HPK	
1	<u>Independent Directors</u>									
	·Fee for attending Board / Committee Meetings	-	-	2.00	1.00	1.35	1.05	0.50	0.00	5.90
	·Commission	-	-	-	-	-	-	-	-	-
	·Others, please specify	-	-	-	-	-	-	-	-	-
	<b>Total(1)</b>	--	--	<b>2.00</b>	<b>1.00</b>	<b>1.35</b>	<b>1.05</b>	<b>0.50</b>	<b>0.00</b>	<b>5.90</b>
	<u>Other Non-Executive Directors</u>									
2	·Fee for attending Board / Committee Meetings	1.70	1.40	-	-	-	-	-	-	3.10
	·Commission	-	-	-	-	-	-	-	-	-
	·Others, please specify	-	-	-	-	-	-	-	-	-
	<b>Total(2)</b>	<b>1.70</b>	<b>1.40</b>							<b>3.10</b>
	<b>Total(B)=(1+2)</b>	<b>1.70</b>	<b>1.40</b>	<b>2.00</b>	<b>1.00</b>	<b>1.35</b>	<b>1.05</b>	<b>0.50</b>	<b>0.00</b>	<b>9.00</b>
	<b>Total Managerial Remuneration (A+B)</b>									<b>187.96</b>
	<b>Overall Ceiling as per the Act@</b>									

@ The Company has made a loss of ₹ 1780.19 lakhs, and hence, Section II of Part II of Schedule V is applicable. The Effective Capital of the Company is ₹ 31,932.62 lakhs. The Company can pay remuneration upto ₹ 120.82 lakhs. The said remuneration limit has been doubled as the shareholders have already passed a Special Resolution at the 84th AGM.

\* AKK- Mr. A.K. Kothari, PDK- Smt. P.D. Kothari, KA – K. Ashok, CRP – C. R. Prayag HPK- Dr. H.P. Kanoria, HMP-Mr. H.M. Parekh, NP- Mr. N. Pachisia and AB- Mr. A. Baheti.

**Annexure to the Directors' Report (Contd.)**
**Attachment K**
**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**C. Remuneration to Key Managerial Personnel other Than MD /Manager /WTD**

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Mr. P. K. Jain - Chief Financial Officer*	Mr. D. Karmakar – Company Secretary	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	41.34	20.22	61.56
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	6.08	1.96	8.04
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As a percentage of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify (Contribution to Provident & other Funds)	1.79	0.64	2.43
	<b>Total</b>	<b>49.21</b>	<b>22.82</b>	<b>72.03</b>

\*Mr. P. K. Jain retired from the services and as CFO of the Company with effect from close of business hours on 31st March, 2020.

**Attachment L**
**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**

For and on behalf of the Board

Place: Kolkata  
Date: 30th June, 2020

**A. K. Kothari**  
Chairman