

STANDARD INDUSTRIES LTD.

ANNEXURE A TO THE DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st 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.	CIN	L17110MH1892PLC000089
ii.	Registration Date	25 th January, 1892
iii.	Name of the Company	STANDARD INDUSTRIES LIMITED
iv.	Category/Sub-Category of the Company	Public Company Limited by Shares
v.	Address of the Registered Office and contact details	Plot no. 4, TTC Industrial Area, Thane Belapur Road, PO Millenium Business Park, Navi Mumbai – 400 710 Tel.: +91 22 6139 1210, 6139 1213 E-Mail: standardgrievances@rediffmail.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any.	M/s. Karvy Fintech Private Limited, (formerly known as Karvy ComputerShare Ltd.) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032. Tel. No. +91 40 6716 2222 Fax No. +91 40 2342 0814 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Polyster cotton grey fabrics	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Standard Salt Works Ltd. 912 Alishan Awaas, Diwali Baugh, Athwa Lines Nanpura, Surat 395 001. Gujarat.	U24110GJ1979PLC003315	Subsidiary	100%	Sec 2(87)
2.	Mafatlal Enterprises Limited 59, The Arcade, 1 st Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai - 400 005. Maharashtra.	U24242MH1995PLC089649	Subsidiary	100%	Sec 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held. at the beginning of the year (1.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters/Promoter Group									
(1) Indian									
(a) Individuals/H.U.F	0	0	0	0	0	0	0	0	0
(b) Central Government	0	0	0	0	0	0	0	0	0
(c) State Government(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corporate	12948487	0	12948487	20.13	12948487	0	12948487	20.13	0
(e) Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
(f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	12948487	0	12948487	20.13	12948487	0	12948487	20.13	0
(2) Foreign									
(a) Non Resident Individuals	13555	0	13555	0.02	13555	0	13555	0.02	0
(b) Other-Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
(e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	13555	0	13555	0.02	13555	0	13555	0.02	0
Total shareholding of Promoters (A)=(A)(1)+(A)(2)	12962042	0	12962042	20.15	12962042	0	12962042	20.15	0
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Fund	3892	62567	66459	0.10	3892	62567	66459	0.10	0
(b) Banks/Financial Institutions	25972	16267	42239	0.07	25888	16267	42155	0.07	0
(c) Central Government	0	0	0	0	0	0	0	0	0
(d) State Government(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	3079434	560	3079994	4.79	3079434	560	3079994	4.79	0
(g) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	3109298	79394	3188692	4.96	3109214	79394	3188608	4.96	0
(2) Non Institutions									
(a) Bodies Corporate									
i) Indian	4879643	35318	4914961	7.64	4546782	34659	4581441	7.12	-0.52
ii) Overseas	0	25000000	25000000	38.86	0	25000000	25000000	38.86	0
(b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	9861070	1614931	11476001	17.84	9723331	1467190	11190521	17.40	-0.44
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	5975928	0	5975928	9.29	6525692	0	6525692	10.14	0.85
(c) Others (specify)									
Non resident individuals	400158	9721	409879	0.64	425860	9721	435581	0.68	0.85
Foreign Nationals	2091	0	2091	0.00	75	0	75	0.00	0.07
IEPF	399347	0	399347	0.62	444981	0	444981	0.69	0.07
Sub-Total (B)(2)	21518237	26659970	48178207	74.89	21666721	26511570	48178291	74.89	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	24627535	26739364	51366899	79.85	24775935	26590964	51366899	79.85	0.00

STANDARD INDUSTRIES LTD.

Category of Shareholders		No. of Shares held. at the beginning of the year (1.04.2018)				No. of Shares. held at the end of the year (31.03.2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(C)	Shares held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
GRAND TOTAL (A) + (B) + (C)		37589577	26739364	64328941	100	37737977	26590964	64328941	100	0.00

(ii) Shareholding of Promoters

Sr. No.	Name of the shareholder	No. of Shares held at the beginning of the year (1.04.2018)			No. of Shares held at the end of the year (31.03.2019)			% 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	
1.	Stanrose Mafatal Investments And Finance Limited	12404487	19.28	0.00	12404487	19.28	0.00	0.00
2.	Shanudeep Private Limited	500000	0.78	0.00	500000	0.78	0.00	0.00
3.	Shri Pradeep Rasesh Mafatal	13555	0.02	0.00	13555	0.02	0.00	0.00
4.	Sheiladeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
5.	Vinadeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
6.	Gagalbhai Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
7.	Pradeep Investments Private Limited	11000	0.02	0.00	11000	0.02	0.00	0.00
TOTAL		12962042	20.15	0.00	12962042	20.15	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2018)		Remarks	Shareholding at the end of the year (31.03.2019)	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
NO CHANGE						

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

Sr. No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2018)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2019)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Satin Limited	25000000	38.86	—	—	25000000	38.86
2.	Life Insurance Corporation of India	1311631	2.04	—	—	1311631	2.04
3.	International Financial Service Limited	1163517	1.81	—	—	1163517	1.81
4.	The Oriental Insurance Company Limited	1113472	1.73	—	—	113472	1.73
5.	Tushad K. Cooper	671559	1.04	—	—	671559	1.04
6.	G. Shankar	121490	0.48	420662	Purchase	542152	0.84
7.	The New India Assurance Company Limited	529316	0.82	—	—	529316	0.82
8.	Atrun Fiscal Private Limited	422382	0.66	422382	Sale	0	0
9.	JM Financial Services Limited	105000	0.02	422382	Purchase	432882	0.67
10.	Trishakti Power Holdings Private Limited	300000	0.47	—	—	300000	0.47
11.	Sejal Dhiren Shah	0	0.00	253586	Purchase	253586	0.39

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2018)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2019)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Shri P. R. Mafatlal	13555	0.02	—	—	13555	0.02
3.	Shri M. L. Apte	1735	0.00	—	—	1735	0.00
5.	Shri K. J. Pardiwalla	—	—	—	—	—	—
6.	Smt. Divya P. Mafatlal	—	—	—	—	—	—
7.	Shri D. H. Parekh	—	—	—	—	—	—
8.	Shri Shobhan Diwanji	—	—	—	—	—	—
9.	Smt. T. B. Panthaki	3175	0.01	150	Purchase	3325	0.01
10	Shri J. R. Shah	300	0.00	—	—	300	0.00

V. INDEBTEDNESS

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

(₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	10823.01	—	—	10823.01
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	171.98	—	—	171.98
Total (i+ii+iii)	10994.99	—	—	10994.99
Change in Indebtedness during the financial year				
• Addition	3601.83	—	—	3601.83
• Reduction	—	—	—	—
Net Change	3601.83	—	—	3601.83
Indebtedness at the end of the financial year				
(i) Principal Amount	14340.73	—	—	14340.73
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	256.09	—	—	256.09
Total (i+ii+iii)	14596.82	—	—	14596.82

STANDARD INDUSTRIES LTD.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Shri D. H. Parekh		
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	27,70,833		27,70,833
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	7,57,782		7,57,782
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	—		—
2.	Stock Option	—		—
3.	Sweat Equity	—		—
4.	Commission			
	— as % of profit			
	— others	—		—
5.	Others	—		—
	Total (A)	35,28,615		35,28,615
	Ceiling as per Act	The remuneration is as per Schedule V of the Companies Act, 2013.		

B. Remuneration to other Directors:

(₹ in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Shri M. L. Apte	Shri Shobhan Diwanji	Shri K. J. Pardiwalla	
1.	Independent Directors				
	• Fee for attending board committee meetings	1.80	2.00	3.00	6.80
	• Commission	—	—	—	—
	• Others, please specify	—	—	—	—
	Total (1)	1.80	2.00	3.00	6.80
		Shri Pradeep R. Mafatlal	Smt. Divya P. Mafatlal		
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings	1.60	0.80		2.40
	• Commission	—	—		—
	• Others, please specify	—	—		—
	Total (2)	1.60	0.80		2.40
	Total (B)=(1+2)	3.40	2.80	3.00	9.20
	Total Managerial Remuneration				9.20
	Overall ceiling as per the Act				

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

(Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Smt T. B. Panthaki Vice President (Legal) & Company Secretary	Shri J. R. Shah Chief Financial Officer	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	11,18,940	8,10,718	19,29,658
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	32,400	—	32,400
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
	— as % of profit	—	—	—
	— others	—	—	—
5.	Others	—	—	—
	Total (A)	11,51,340	8,10,718	19,62,058

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
A. Company					
Penalty Punishment Compounding			NONE		
B. Directors					
Penalty Punishment Compounding			NONE		
C. Other Officers in Default					
Penalty Punishment Compounding			NONE		

For and on behalf of the Board

PRADEEP R. MAFATLAL
Chairman

Mumbai
Dated: 30th May, 2019.