

**ANNEXURE A TO THE DIRECTORS' REPORT**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31<sup>st</sup> 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.	<b>CIN</b>	L17110MH1892PLC000089
ii.	<b>Registration Date</b>	25 <sup>th</sup> January, 1892
iii.	<b>Name of the Company</b>	STANDARD INDUSTRIES LIMITED
iv.	<b>Category/Sub-Category of the Company</b>	Public Company Limited by Shares/Non-Government Company
v.	<b>Address of the Registered Office and contact details</b>	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.	<b>Whether listed Company</b>	Yes
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any.</b>	M/s. Kfin Technologies Private Limited, (Formerly known as Karvy Fintech Private Limited) 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 Toll Free No. 18003454001 Email : einward.ris@kfintech.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:

<b>Sr. No.</b>	<b>Name and Description of main products/services</b>	<b>NIC Code of the product/service</b>	<b>% to total turnover of the Company</b>
1.	Polyester cotton grey fabrics	46411	98.75%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

<b>Sr. No.</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of shares held</b>	<b>Applicable section</b>
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 <sup>st</sup> Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai - 400 005. Maharashtra.	U24242MH1995PLC089649	Subsidiary	100%	Sec 2(87)

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## 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 (1.04.2019)				No. of Shares held at the end of the year (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) 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
<b>Sub-Total (A)(1)</b>	<b>12948487</b>	<b>0</b>	<b>12948487</b>	<b>20.13</b>	<b>12948487</b>	<b>0</b>	<b>12948487</b>	<b>20.13</b>	<b>0</b>
<b>(2) Foreign</b>									
(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
<b>Sub-Total (A)(2)</b>	<b>13555</b>	<b>0</b>	<b>13555</b>	<b>0.02</b>	<b>13555</b>	<b>0</b>	<b>13555</b>	<b>0.02</b>	<b>0</b>
<b>Total shareholding of Promoters (A)=(A)(1)+(A)(2)</b>	<b>12962042</b>	<b>0</b>	<b>12962042</b>	<b>20.15</b>	<b>12962042</b>	<b>0</b>	<b>12962042</b>	<b>20.15</b>	<b>0</b>
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Fund	3892	62567	66459	0.10	3892	62567	66459	0.10	0
(b) Banks/Financial Institutions	25888	16267	42155	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
<b>Sub-Total (B)(1)</b>	<b>3109214</b>	<b>79394</b>	<b>3188608</b>	<b>4.96</b>	<b>3109214</b>	<b>79394</b>	<b>3188608</b>	<b>4.96</b>	<b>0</b>
<b>(2) Non Institutions</b>									
(a) Bodies Corporate									
i) Indian	44382494	24849	4407343	6.85	2790107	23386	2813493	4.37	-2.47
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	9723331	1467190	11190521	17.40	9488188	1375316	10863504	16.89	-0.51
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6525692	0	6525692	10.14	8424411	0	8424411	13.10	2.95
(c) Others (specify)									
Trust	150759	9810	160569	0.25	150759	9810	160569	0.25	0.00
Non resident individuals	425860	9721	435581	0.68	404826	9200	414026	0.64	-0.04
Foreign Nationals	75	0	75	0.00	0	0	0	0.00	0
IEPF	444981	0	444981	0.69	501766	0	501766	0.78	0.09
Clearing Members	13529	0	13529	0.02	522	0	522	0.00	-0.02
<b>Sub-Total (B)(2)</b>	<b>21666721</b>	<b>26511570</b>	<b>48178291</b>	<b>74.89</b>	<b>21760579</b>	<b>26417712</b>	<b>48178291</b>	<b>74.89</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>24775935</b>	<b>26590964</b>	<b>51366899</b>	<b>79.85</b>	<b>24869793</b>	<b>26497106</b>	<b>51366899</b>	<b>79.85</b>	<b>0.00</b>
<b>(C) Shares held by Custodians for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>37737977</b>	<b>26590964</b>	<b>64328941</b>	<b>100</b>	<b>37831835</b>	<b>26497106</b>	<b>64328941</b>	<b>100</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sr. No.	Name of the shareholder	No. of Shares held at the beginning of the year (1.04.2019)			No. of Shares held at the end of the year (31.03.2020)			% 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.	Stanrose Mafatlal Investments & Finance Limited	12404487	19.28	0	12404487	19.28	0	0
2.	Shanudeep Private Limited	500000	0.78	0	500000	0.78	0	0
3.	Shri Pradeep Rasesh Mafatlal	13555	0.02	0	13555	0.02	0	0
4.	Sheiladeep Investments Private Limited	11000	0.02	0	11000	0.02	0	0
5.	Vinadeep Investments Private Limited	11000	0.02	0	11000	0.02	0	0
6.	Gagalbhai Investments Private Limited	11000	0.02	0	11000	0.02	0	0
7.	Pradeep Investments Private Limited	11000	0.02	0	11000	0.02	0	0
	<b>TOTAL</b>	<b>12962042</b>	<b>20.15</b>	<b>0</b>	<b>12962042</b>	<b>20.15</b>	<b>0</b>	<b>0</b>

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

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2019)		Remarks	Shareholding at the end of the year (31.03.2020)	
		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 (01.04.2019)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2020)	
		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	1241279	1.93	1241279	Sale	0	0
4.	Dhiren Mahendra Shah	0	0	1171150	Purchase	1171150	1.82
5.	The Oriental Insurance Company Limited	1113472	1.73	—	—	1113472	1.73
6.	Tushad K. Cooper	671559	1.04	15055	Sale	656504	1.02
7.	G. Shankar	542152	0.84	2655	Purchase	544807	0.85
8.	The New India Assurance Company Limited	529316	0.82	—	—	529316	0.82
9.	Investor Education and Protection Fund Authority	444981	0.69	56785	Transfer	501766	0.78
10.	JM Financial Services Limited	432882	0.67	432882	Sale	0	0
11.	Atrun Fiscal Private Limited	0	0.00	419382	Purchase	419382	0.65
12.	Trishakti Power Holdings Private Limited	300000	0.47	—	—	300000	0.47
13.	Sejal Dhiren Shah	253586	0.39	673089	Purchase	926675	1.44

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## (v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Names	Shareholding at the beginning of the year (01.04.2019)		Increase/Decrease in shareholding	Remarks	Shareholding at the end of the year (31.03.2020)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1.	Shri Pradeep R. Mafatlal	13555	0.02	—	—	13555	0.02
2.	Shri M. L. Apte (upto 11.09.2019)	1735	0.00	1735	Sale	0	0.00
3.	Shri K. J. Pardiwalla	—	—	—	—	—	—
4.	Smt. Divya P. Mafatlal	—	—	—	—	—	—
5.	Shri D. H. Parekh	—	—	—	—	*	0.00
6.	Shri Shobhan Diwanji	—	—	—	—	—	—
7.	Ms. Aziza A. Khatri (w.e.f 29.11.2019)	—	—	—	—	—	—
8.	Smt. T. B. Panthaki	3325	0.01	—	—	3325	0.01
9.	Shri J. R. Shah	300	0.00	—	—	300	0.00

\* Holding as on date, 100 shares

## 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
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	14340.73	—	—	14340.73
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	256.09	—	—	256.09
<b>Total (i+ii+iii)</b>	<b>14596.82</b>	<b>—</b>	<b>—</b>	<b>14596.82</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	—	—	—	—
• Reduction	3071.81	—	—	3071.81
<b>Net Change</b>	<b>3071.81</b>	<b>—</b>	<b>—</b>	<b>3071.81</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	11150.19	—	—	11150.19
(ii) Interest due but not paid	54.57	—	—	54.57
(iii) Interest accrued but not due	320.25	—	—	320.25
<b>Total (i+ii+iii)</b>	<b>11525.01</b>	<b>—</b>	<b>—</b>	<b>11525.01</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sr. No.	Particulars of Remuneration	Name of WTD Shri. D. H. Parekh (Amount in ₹)
1.	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	28,10,493
	(b) Value of perquisites u/s. 17(2) of the Income tax Act, 1961	4,37,400
	(c) Personal Accident and Medical Insurance Premium	1,14,970
	Subtotal (a+b+c)	33,62,863
	(d) Profits in lieu of salary u/s. 17(3) of the Income-tax Act 1961	—
2.	Stock Option	—
3.	Sweat Equity	—
4.	Commission — as % of profit — others	—
5.	Others (Retrial Benefits)	—
	Contribution to Funds for Retirement Benefits	7,42,000
	Total (A)	41,04,863
	Ceiling as per Act	The remuneration is as per Schedule V of the Companies Act, 2013.

**B. Remuneration to other Directors:**

(₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri M. L. Apte*	Shri Shobhan Diwanji	Shri K. J. Pardiwalla	Ms Aziza A. Khatri#	
1.	Independent Directors					
	• Fee for attending board committee meetings	1,00,000	2,60,000	3,40,000	80,000	7,80,000
	• Commission	—	—	—	—	—
	• Others, please specify	—	—	—	—	—
	<b>Total (1)</b>	<b>1,00,000</b>	<b>2,60,000</b>	<b>3,40,000</b>	<b>80,000</b>	<b>7,80,000</b>
		<b>Shri Pradeep R. Mafatlal</b>	<b>Smt. Divya P. Mafatlal</b>			
2.	Other Non-Executive Directors					
	• Fee for attending board committee meetings	1,40,000	1,20,000			2,60,000
	• Commission	—	—			—
	• Others, please specify	—	—			—
	<b>Total (2)</b>	<b>1,40,000</b>	<b>1,20,000</b>			<b>2,60,000</b>
	<b>Total (B)=(1+2)</b>					<b>10,40,000</b>
	Total Managerial Remuneration					<b>10,40,000</b>
	Overall ceiling as per the Act					Not Applicable

\* Shri M. L. Apte resigned from the Board with effect from 11<sup>th</sup> September, 2019.

# Ms Aziza A. Khatri was appointed on the Board with effect from 29<sup>th</sup> November, 2019.

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

(in ₹)

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	11,48,000	9,36,300	20,84,300
	(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)	11,80,400	9,36,300	21,16,700
	Ceiling as per Act			

## 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
<b>A. Company</b>					
Penalty Punishment Compounding			NONE		
<b>B. Directors</b>					
Penalty Punishment Compounding			NONE		
<b>C. Other Officers in Default</b>					
Penalty Punishment Compounding			NONE		

For and on behalf of the Board

PRADEEP R. MAFATLAL  
Chairman

Mumbai  
Dated: 30<sup>th</sup> June, 2020.