

MGT-9

Extract Of Annual Return

As on the financial year ended on 31.03.2019(Pursuant to sec 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014)

I. CORPORATE INFORMATION:

| | | |
|------|---|--|
| i. | CIN | L65921GA1967PLC000157 |
| ii. | Registration Date | 12/05/1967 |
| iii. | Name of the Company | Zuari Global Limited |
| iv. | Category / Sub-Category of the Company | Company Limited by Shares |
| v. | Address of the Registered office and contact details | Jai Kisaan Bhawan, Zuarinagar, Goa, 403726. Tel No. 0832-2592180 Email Id: investor_relations@adventz.com |
| vi. | Whether listed company | Yes |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent | Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083 Tel: 022-49186000 Fax:022-49186060 <u>Email: rnt.helpdesk@linkintime.co.in</u> Website: www.linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10 % or more of the total turnover of the Company are as below:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Real estate segment | 681& 682 | 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 | Indian Furniture Products Limited , G106, SIDCO Industrial Estate, Kakkalur, Tamil Nadu- 602003. | U72200TN2000PLC0 89255 | Subsidiary | 72.45 | 2(87) |

| | | | | | |
|----|--|---------------------------|----------------------|-------|-------|
| 2 | Simon India Limited, A-36, Mehtab House, Mohan Cooperatives Industrial Estate, New Delhi-110044. | U74899DL1995PLC0 71074 | Subsidiary | 100 | 2(87) |
| 3 | Zuari Management Services Limited, Jai Kisaan Bhawan, Zuarinagar, Goa, 403726. | U74900GA2006PLC0 04921 | Subsidiary | 100 | 2(87) |
| 4 | Zuari Infraworld India Limited, Adventz Centre, 1st Floor, No. 28, Cubbon Road, Bangalore- 560001 Karnataka. | U45309KA2007PLC4 3161 | Subsidiary | 100 | 2(87) |
| 5 | Zuari Investments Limited, Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | U65993GA1995PLC0 01942 | Subsidiary | 100 | 2(87) |
| 6 | Zuari Sugar & Power Limited, Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | U65100GA2008PLC0 07282 | Subsidiary | 100 | 2(87) |
| 7 | Zuari Finserv Limited Formerly known as Zuari Finserv Private Limited initially known as Horizon View Developers Private Limited Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | U45400GA2013PLC0 07383 | Subsidiary | 100 | 2(87) |
| 8 | Zuari Agro Chemicals Limited, Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | L65910GA2009PLC0 06177 | Associate | 20 | 2(6) |
| 9 | Lionel India Limited , 21, Old Court House Street, Kolkata, West Bengal- 700001 | U52110WB1997PLC0 83860 | Associate | 24.57 | 2(6) |
| 10 | Forte Furniture Products India Private Limited G-106, Sidco Industrial Estate Kakkalur Kakkalur Thiruvallur Tamil Nadu- 602003 | U36999TN2017PTC1 14302 | Joint Venture | 48.98 | 2(6) |
| 11 | Texmaco Infrastucture & Holdings Limited Belgharia Kolkata West Bengal700056 IN | L70101WB1939PLC0 09800 | Associate Company | 20.78 | 2(6) |

| | | | | | |
|----|---|---------------------------|------------------------|-------|-------|
| 12 | Zuari Indian Oiltanking Private Limited (Formerly known as Zuari Indian Oiltanking Limited) NH-17, B Sancoale, Goa-40372 | U11202GA2000PTC0 02869 | Joint Venture | 50 | 2(6) |
| 13 | Gobind Sugar Mills Limited, 9/1 R N Mukherjee Road, Kolkata West Bengal- 700001 | L15421WB1952PLC0 20577 | Indirect Subsidiary | 51.27 | 2(87) |
| 14 | Soundaryaa IFPL Interiors Limited, G106, SIDCO Industrial Estate, Kakkalur, Tamil Nadu- 602003 | U36912TN2014PLC0 96859 | Indirect Subsidiary | 50.01 | 2(87) |
| 15 | Zuari Infra Middle East Limited, PO Box No 11429, Dubai, United Arab Emirates | N.A | Indirect Subsidiary | 100 | 2(87) |
| 16 | Zuari Insurance Brokers Limited, Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | U66010GA2003PLC0 03185 | Indirect Subsidiary | 100 | 2(87) |
| 17 | Zuari Commodity Trading Limited, Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 | U27205GA2008PLC0 13836 | Indirect Subsidiary | 100 | 2(87) |
| 18 | Zuari Infracoreworld SJM Elysium Properties LLC (formerly known as SJM Elysium Properties LLC) P.O. Box 27508 Dubai UAE | N.A | Indirect Subsidiary | 100 | 2(87) |

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

i) Category-wise Share Holding

| Category of shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year | |
|--------------------------|--|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|--|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | | |
| A | Shareholding of Promoter and Promoter Group | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| a) | Individuals/ Hindu Undivided Family | 1585067 | - | 1585067 | 5.38 | 1585067 | - | 1585067 | 5.38 | |

| | | | | | | | | | |
|--|-----------------|---------------|-----------------|------------|-----------------|---------------|-----------------|------------|----------|
| GRAND TOTAL (A) + (B) + (C) | 29120716 | 319888 | 29440604 | 100 | 29145567 | 295037 | 29440604 | 100 | - |
|--|-----------------|---------------|-----------------|------------|-----------------|---------------|-----------------|------------|----------|

ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | No. of Shares held at the beginning of the year | | | No. of Shares held at the end of the year | | | % Change 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 | Globalware Trading and Holdings Limited | 74,91,750 | 25.45 | - | 7491750 | 25.45 | - | - |
| 2 | Texmaco Infrastructure and Holdings Limited | 2757941 | 9.37 | - | 2757941 | 9.37 | - | - |
| 3 | Jeewan Jyoti Medical Society | 138550 | 0.47 | - | 138550 | 0.47 | - | - |
| 4 | Adventz Finance Private Limited | 2294491 | 7.79 | - | 2294491 | 7.79 | - | - |
| 5 | Duke Commerce Limited | 301761 | 1.02 | - | 301761 | 1.02 | - | - |
| 6 | Saroj Kumar Poddar | 272989 | 0.93 | - | 272989 | 0.93 | - | - |
| 7 | Adventz Securities Enterprises Limited | 98804 | 0.34 | - | 98804 | 0.34 | - | - |
| 8 | Adventz Investment Company Private Limited | 32500 | 0.11 | - | 32500 | 0.11 | - | - |
| 9 | Ricon Commerce Ltd. | 8100 | 0.03 | - | 8100 | 0.03 | - | - |
| 10 | Jyotsna Poddar | 71621 | 0.24 | - | 71621 | 0.24 | - | - |
| 11 | New Eros Tradecom Limited | 1196767 | 4.07 | - | 1196767 | 4.07 | 4.07 | - |
| 12 | Pilani Investment & Industries Corp. Ltd.* | 434000 | 1.47 | - | - | - | - | -1.47 |
| 13 | Basant Kumar Birla | 30000 | 0.10 | - | 30000 | 0.10 | - | - |
| 14 | Saroj Kumar Poddar (HUF) | 10457 | 0.04 | - | 10457 | 0.04 | - | - |
| 15 | Akshay Poddar | 237928 | 0.81 | - | 237928 | 0.81 | - | - |
| 16 | Saroj Kumar Poddar(trustee) | 1200000 | 4.08 | - | 1200000 | 4.08 | - | - |
| | TOTAL | 16577659 | 56.31 | - | 16143659 | 54.83 | 4.07 | -1.47 |

- iii) **Change in Promoters' Shareholding** : BSE Limited and National Stock Exchange of India Limited vide letters dated 26th November, 2018 had approved the reclassification of Pilani Investment & Industries Corp. Limited from 'Promoter & Promoter Group to Public Category' under Reg. 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv) **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No. | Shareholder's Name | 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 |
| 1 | Life Insurance Corporation Of India | 1350526 | 4.59 | 1350526 | 4.59 |
| | At the end of the year | - | - | 1350526 | 4.59 |
| 2 | Sil Investments Limited | 1240000 | 4.21 | 1240000 | 4.21 |
| | Transfer 20/04/2018 | (7836) | (0.03) | 1232164 | 4.19 |
| | Transfer 27/04/2018 | (4934) | (0.02) | 1227230 | 4.17 |
| | At the end of the year | | | 1227230 | 4.17 |
| 3 | Reliance Capital Trustee Co Ltd A/C- Reliance Value Fund | 1932756 | 6.56 | 1932756 | 6.56 |
| | Transfer 15/06/2018 | (52396) | (0.18) | 1880360 | 6.39 |
| | Transfer 22/06/2018 | (72983) | (0.25) | 1807377 | 6.14 |
| | Transfer 30/06/2018 | (546) | 0.00 | 1806831 | 6.14 |
| | Transfer 06/07/2018 | (94762) | (0.32) | 1712069 | 5.82 |
| | Transfer 13/07/2018 | (145262) | (0.49) | 1566807 | 5.32 |
| | Transfer 03/08/2018 | (39586) | (0.13) | 1527221 | 5.19 |
| | Transfer 10/08/2018 | (14892) | (0.05) | 1512329 | 5.14 |
| | Transfer 24/08/2018 | (172106) | (0.58) | 1340223 | 4.55 |
| | Transfer 31/08/2019 | (81672) | (0.28) | 1258551 | 4.27 |
| | Transfer 07/09/2018 | (8371) | (0.03) | 1250180 | 4.25 |
| | Transfer 11/01/2019 | (59419) | (0.20) | 1190761 | 4.04 |
| | At the end of the year | | | 1190761 | 4.04 |
| 4 | The New India Assurance Company Limited | 446010 | 1.51 | 446010 | 1.51 |
| | At the end of the year | - | - | 446010 | 1.51 |

| | | | | | |
|----|---|--------|------|--------|------|
| | | | | | |
| 5 | Pilani Investment And Industries Corporation Ltd. | 434000 | 1.47 | 434000 | 1.47 |
| | At the end of the year | | | 434000 | 1.47 |
| | | | | | |
| 6 | General Insurance Corporation Of India | 405944 | 1.38 | 405944 | 1.38 |
| | At the end of the year | | | 405944 | 1.38 |
| | | | | | |
| 7 | Gymkhana Partners L.P. | 60150 | 0.20 | 60150 | 0.20 |
| | Transfer 06/04/2018 | 1556 | 0.01 | 61706 | 0.21 |
| | Transfer 08/06/2018 | 26394 | 0.09 | 88100 | 0.30 |
| | Transfer 22/06/2018 | 12100 | 0.04 | 100200 | 0.34 |
| | Transfer 06/07/2018 | 14500 | 0.05 | 114700 | 0.39 |
| | Transfer 20/07/2018 | 16300 | 0.06 | 131000 | 0.45 |
| | Transfer 27/07/2018 | 16800 | 0.06 | 147800 | 0.50 |
| | Transfer 24/08/2018 | 17200 | 0.06 | 165000 | 0.56 |
| | Transfer 21/09/2018 | 31000 | 0.11 | 196000 | 0.67 |
| | Transfer 29/09/2018 | 20800 | 0.07 | 216800 | 0.74 |
| | At the end of the year | | | 216800 | 0.74 |
| | | | | | |
| 8 | Earthstone Holding (Two) Private Limited | 198225 | 0.67 | 198225 | 0.67 |
| | At the end of the year | | | 198225 | 0.67 |
| | | | | | |
| 9 | Chowdry Associates | 0.00 | 0.00 | | |
| | Transfer 15/06/2018 | 20000 | 0.07 | 20000 | 0.07 |
| | Transfer 27/07/2018 | 10264 | 0.03 | 30264 | 0.10 |
| | Transfer 29/09/2018 | 20000 | 0.07 | 50264 | 0.17 |
| | Transfer 05/10/2018 | 12500 | 0.04 | 62764 | 0.21 |
| | Transfer 12/10/2018 | 22305 | 0.08 | 85069 | 0.29 |
| | Transfer 19/10/2018 | 2500 | 0.01 | 87569 | 0.30 |
| | Transfer 02/11/2018 | 20000 | 0.07 | 107569 | 0.37 |
| | Transfer 16/11/2018 | 2000 | 0.01 | 109569 | 0.37 |
| | Transfer 30/11/2018 | 5500 | 0.02 | 115069 | 0.39 |
| | Transfer 28/12/2018 | 870 | 0.00 | 115939 | 0.39 |
| | Transfer 01/02/2019 | 5000 | 0.02 | 120939 | 0.41 |
| | Transfer 22/02/2019 | 20000 | 0.07 | 140939 | 0.47 |
| | Transfer 01/03/2019 | 12500 | 0.04 | 153439 | 0.52 |
| | At the end of the year | | | 153439 | 0.52 |
| | | | | | |
| 10 | Vic Enterprises Private Limited | 48104 | 0.16 | 48104 | 0.16 |
| | Transfer 15/03/2019 | 76049 | 0.26 | 124153 | 0.42 |
| | At the end of the year | | | 124153 | 0.42 |

| | | | | | |
|----|--------------------------------------|---------|--------|--------|------|
| 11 | Milky Investment And Trading Company | 114732 | 0.39 | 114732 | 0.39 |
| | Transfer 27/07/2018 | 5000 | 0.02 | 119732 | 0.41 |
| | At the end of the year | | | 119732 | 0.41 |
| 12 | Sicgil India Limited | 228000 | 0.77 | 228000 | 0.77 |
| | Transfer03/08/2018 | (42000) | (0.14) | 186000 | 0.63 |
| | Transfer10/08/2018 | (7500) | (0.03) | 178500 | 0.61 |
| | Transfer17/08/2018 | (28500) | (0.10) | 150000 | 0.51 |
| | Transfer24/08/2018 | (17700) | (0.06) | 132300 | 0.45 |
| | Transfer14/09/2018 | (12000) | (0.04) | 120300 | 0.41 |
| | Transfer21/09/2018 | (96000) | (0.33) | 24300 | 0.08 |
| | Transfer29/09/2018 | (24300) | (0.08) | 0.00 | 0.00 |
| | At the end of the year | | | 0.00 | 0.00 |
| 13 | Dhanji Vasanji Goshar | 110000 | 0.37 | 110000 | 0.37 |
| | Transfer06/07/2018 | (25000) | (0.08) | 85000 | 0.29 |
| | Transfer08/02/2019 | (15490) | (0.05) | 69510 | 0.24 |
| | Transfer 15/02/2019 | (22235) | (0.08) | 47275 | 0.16 |
| | Transfer01/03/2019 | (7380) | (0.03) | 39895 | 0.14 |
| | Transfer08/03/2019 | (39895) | (0.14) | 0.00 | 0.00 |
| | At the end of the year | | | 0.00 | 0.00 |

v) **Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. | Shareholder's Name | 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 |
| 1 | Saroj Kumar Poddar (individual capacity) | 272989 | 0.93 | 272989 | 0.93 |
| 2 | Saroj Kumar Poddar(HUF) | 10457 | 0.04 | 10457 | 0.04 |
| 3 | Saroj Kumar Poddar(as a Trustee to Saroj and Jyoti Poddar Holdings Private Trust) | 1200000 | 4.08 | 1200000 | 4.08 |
| 4 | Jyotsna Poddar | 71621 | 0.24 | 71621 | 0.24 |
| 5 | Marco Wadia | 2811 | 0.01 | 2811 | 0.01 |
| 6 | Sachin Patil | 100 | 0.00 | 100 | 0.00 |

V. INDEBTEDNESS

(Rs. In lacs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|-------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 2470.00 | 1.20 | 2471.20 |
| ii) Interest due but not paid | - | - | 0.06 | 0.06 |
| iii) Interest accrued but not due | - | - | - | - |
| Total(i+ii+iii) | - | 2470.00 | 1.26 | 2471.26 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | | | | |
| - Principal | 8500.00 | 4500.00 | - | 13000.00 |
| - Interest | 434.31 | 253.42 | - | 687.73 |
| * Reduction | | | | |
| - Principal | - | 3470.00 | - | 3470.00 |
| - Interest | 434.31 | 253.42 | - | 687.73 |
| Net Change | 8500.00 | 1030.00 | - | 9530.00 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 8500.00 | 3500.00 | 1.26 | 12001.26 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 8500.00 | 3500.00 | 1.26 | 12001.26 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in lacs)

| Sl. No. | Particulars of Remuneration | Managing Director | Whole-time Director | Total Amount |
|---------|-----------------------------|-------------------|---------------------|--------------|
| | | Mr. N S Krishnan | Ms. Jyotsna Poddar | |
| 1. | Gross salary | | | |

| | | | | |
|----|---|-----------------------|-------|--------|
| | (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 122.83 | 63.60 | 186.43 |
| | (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | |
| | (c)Profits in lieu of salary under section 17(3)Income- taxAct,1961 | | | |
| 2. | Stock Option | - | | |
| 3. | Sweat Equity | - | | |
| 4. | Commission - as % of profit - others, specify... | - - | | |
| 5. | Others, please specify (Contribution to Provident Fund, Superannuation Fund and Gratuity Premium under Group Gratuity Policy) | 39.47 | 4.75 | 44.22 |
| | Variable pay | 67.05 | - | 67.05 |
| 6. | Total(A) | 229.35 | 68.35 | 297.70 |
| | Ceiling as per the Act | 10% of the Net Profit | | |

B. Remuneration to other Directors:

(Rs. in lacs)

| Sr. No | Particulars of Remuneration | Name of Directors | | | Total Amount |
|--------|--|-------------------------------|----------------------|------------------------|--------------|
| 1 | Independent Directors | Mr. Marco Wadia | Mr. K.K.Gupta | Mr. J.N.Godbole | (Rs.) |
| | Fee for attending board committee meetings | 5.20 | 4.05 | 5.05 | 14.30 |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | 5.20 | 4.05 | 5.05 | 14.30 |
| 2. | Other Non-Executive Directors | Mr. Saroj Kumar Poddar | | | Total |
| | Fee for attending board committee meetings | 2.30 | | | 2.30 |

| | | | | |
|--------------------------------|-----------------------|--|--|--------|
| Commission | - | | | - |
| Others, please specify | - | | | - |
| Total (2) | 2.30 | | | 2.30 |
| Total (B)=(1+2) | | | | 16.60 |
| Total Managerial Remuneration | | | | 297.70 |
| Overall Ceiling as per the Act | 10% of the Net Profit | | | |

C. Remuneration to Key managerial personnel other than MD/ Manager / WTD
(Rs. In Lacs)

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|--|--------------------------|--------------------|-------|
| | | Company Secretary | CFO | Total |
| | | Mr. Sachin Patil | Mr. Vijay Kathuria | |
| 1. | Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961 | 6.85 | 72.87 | 79.72 |
| 2. | Stock Option | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission - as% of profit - others, specify... | - | - | - |
| 5. | Others, please specify | 0.32 | 5.85 | 6.17 |
| 6. | Total | 7.17 | 78.73 | 85.90 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding | Authority[RD /NCLT/Court] | Appeal made. If any(give details) |
|------|------------------------------|-------------------|---|---------------------------|-----------------------------------|
| | | | | | |

| | | | | | |
|-------------------------------------|------|--|---------------------|--|--|
| | | | fees imposed | | |
| A. Company | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other Officers in Default | | | | | |
| Penalty | None | | | | |
| Punishment | | | | | |
| Compounding | | | | | |