

**Annexure D**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014.**I. REGISTRATION & OTHER DETAILS :**

- i) CIN : U02421TZ1910PLC000221
- ii) Registration Date : 28th June, 1910
- iii) Name of the Company : T.Stanes and Company Limited
- iv) Category/Sub-category of the Company : Company Limited by Shares /
Indian Non-Government Company
- v) Address of the Registered Office & Contact details : 8/23-24, Race Course Road,
Coimbatore - 641 018.
Phone: 0422-2221514, 2223515-18
Email: shares@t-stanes.com
- vi) Whether Listed Company : No
- vii) Name, Address & Contact details of the Registrar & Transfer Agent, if any. : M/s.Integrated Registry Management Services Pvt. Ltd.,
Second Floor, Kences Towers,
No.1 - Ramakrishna Street, North Usman Road,
T.Nagar, Chennai - 600 017.

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

S. No.	Name & Description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1	Agro Products	2021	89.97

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary /Associate Company	% of Shares Held	Applicable Section held under Companies Act, 2013
1	Amalgamations Private Limited, 861, Anna Salai, Chennai - 600 002.	U35999TN1938PTC000019	Ultimate Holding	13.39	2(46)
2	Simpson & Company Limited, 861, Anna Salai, Chennai - 600 002.	U65991TN1925PLC002345	Holding	58.02	2(46)
3	Stanes Motors (South India) Limited, 1596, Trichy Road, Coimbatore - 641 018.	U50101TZ1930PLC000171	Subsidiary	100	2(87)
4	Stanes Amalgamated Estates Limited, "SAE" Gardens, 3A&B Kamaraj Road, Coimbatore - 641 018.	U01132TZ1946PLC000180	Subsidiary	50.23	2(87)



IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) CATEGORY - WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2019				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	Total Shares	% of Shares
A. PROMOTERS										
1) Indian										
a) Individual/HUF										
b) Central Govt. / State Govt.										
c) Bodies Corporate	17,26,943	0	17,26,943	72.98	17,27,703	0	17,27,703	73.02	760	0.03
d) Banks/FI										
e) Any other										
Sub Total : (A)(1)	17,26,943	0	17,26,943	72.98	17,27,703	0	17,27,703	73.02	760	0.03
2) Foreign	0	0	0	0.00	0	0	0	0.00	0	0.00
a) NRI- Individuals										
b) Other Individuals										
c) Bodies Corporate										
d) Banks/FI										
e) Any other										
Sub Total : (A)(2)	0	0	0	0.00	0	0	0	0.00	0	0.00
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	17,26,943	0	17,26,943	72.98	17,27,703	0	17,27,703	73.02	760	0.03
B. PUBLIC SHAREHOLDING										
1) Institutions										
a) Mutual Funds										
b) Banks / FI	1,080	0	1,080	0.05	1,080	0	1,080	0.05	0	0.00
c) Central Govt.										
d) State Govt.										
e) Venture Capital Fund										
f) Insurance Companies	59,628	0	59,628	2.52	59,628	0	59,628	2.52	0	0.00
g) FIs										
h) Foreign Venture Capital Funds										
i) Others										
Sub Total : (B)(1)	60,708	0	60,708	2.57	60,708	0	60,708	2.57	0	0.00
2) Non Institutions										
a) Bodies Corporate										
i) Indian	9,313	10	9,323	0.39	11,801	10	11,811	0.50	2,488	0.11
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	2,48,513	1,27,677	3,76,190	15.90	2,45,510	1,18,221	3,63,731	15.37	-12,459	-0.53
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	69,272	68,688	1,37,960	5.83	78,073	68,688	1,46,761	6.20	8,801	0.37
c) Others (specify)										
N R I	4,240	391	4,631	0.20	4,340	391	4,731	0.20	100	0.00
Trust	0	744	744	0.03	0	744	744	0.03	0	0.00
IEPF Authority	49,685	0	49,685	2.10	49,995	0	49,995	2.11	310	0.01
Sub Total : (B)(2):	3,81,023	1,97,510	5,78,533	24.45	3,89,719	1,88,054	5,77,773	24.42	-760	-0.03
Total Public shareholding										
(B) = (B)(1) + (B)(2)	4,41,731	1,97,510	6,39,241	27.02	4,50,427	1,88,054	6,38,481	26.98	-760	-0.03
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0	0.00
Grand Total (A+B+C)	21,68,674	1,97,510	23,66,184	100.00	21,78,130	1,88,054	23,66,184	100.00	0	0.00



ii) SHAREHOLDING OF PROMOTERS

S. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% Change in Share Holding 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	M/s. Simpson and Company Limited	13,72,035	57.98	0.00	13,72,795	58.02	0	0.03
2	M/s. Amalgamations Private Limited	3,16,808	13.39	0.00	3,16,808	13.39	0	0.00
3	M/s. Simpson and General Finance Company Ltd.	25,000	1.06	0.00	25,000	1.06	0	0.00
4	M/s. Sri Rama Vilas Service Limited	11,800	0.50	0.00	11,800	0.50	0	0.00
5	M/s. Tractors and Farm Equipment Limited	1,300	0.05	0.00	1,300	0.05	0	0.00
	Total	17,26,943	72.99	0.00	17,27,703	73.02	0	0.03

iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

S. No.	Particulars	Shareholding at the beginning of the year 01-04-2019		Increase/Decrease during the year 2019 - 2020		Cumulative Shareholding during the year 31.03.2020	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year 01-04-2019	17,26,943	72.99	0.00	0.00	17,26,943	72.99
2	Date wise increase / decrease in Promoters Share holding during the year: M/s. Simpson and Company Limited PAN No. AAACS4909F Transfer of shares on 15/11/2019			760	0.03	760	0.03
3	At the end of the year 31-03-2020	17,26,943	72.99	760	0.03	17,27,703	73.02

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

S. No.	Name of Shareholders	Shareholding at the beginning of the year 01-04-2019			Changes in the Shareholding			Shareholding at the end of the year 31-03-2020		
		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	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total Shares
1	Mr. A. Krishnamoorthy, Mr.K.S. Hegde, Mr. R.J. Fowler and Mr. Philip John	68,688	2.903	0.000	0	0.000	0.000	68,688	2.903	0.000
2	M/s. United India Insurance Company Limited	59,628	2.520	0.000	0	0.000	0.000	59,628	2.520	0.000
3	Mr. P.P. Zibi Jose	25,690	1.086	0.000	0	0.000	0.000	25,690	1.086	0.000
4	Mr. Mahendra Girdharilal	23,108	0.977	0.000	0	0.000	0.000	23,108	0.977	0.000
5	Mr. Sarju Bhupendra Shah	10,141	0.429	0.000	7499	0.317	0.000	17,640	0.746	0.000
6	Mr. Ajay Kumar	10,333	0.437	0.000	1302	0.055	0.000	11,635	0.492	0.000
7	Mrs. Parvathy Mallikarjunan	7,756	0.328	0.000	0	0.000	0.000	7,756	0.328	0.000
8	Mr. I.P.J. Albuquerque	7,014	0.296	0.000	0	0.000	0.000	7,014	0.296	0.000
9	Mr. Pares S Shah	6,562	0.277	0.000	0	0.000	0.000	6,562	0.277	0.000
10	Mrs. Nagasundari Prabhakar	6,200	0.262	0.000	0	0.000	0.000	6,200	0.262	0.000



v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : Nil

V INDEBTEDNESS

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

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,34,87,810	-	-	1,34,87,810
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,34,87,810	-	-	1,34,87,810
Change in Indebtedness during the financial year				
Additions	4,73,31,299	-	-	4,73,31,299
Reduction	-	-	-	-
Net Change	4,73,31,299	-	-	4,73,31,299
Indebtedness at the end of the financial year				
i) Principal Amount	6,08,19,109	-	-	6,08,19,109
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,08,19,109	-	-	6,08,19,109

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

S. No.	Particulars of Remuneration	Name of the MD / WTD / Manager
		Mrs.Lakshmi Narayanan Whole-time Director
1	Gross salary	
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act,1961	57,00,000
	b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	19,77,782
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0
2	Stock option	0
3	Sweat Equity	0
4	Commission	0
	as % of profit	0
	Others (specify) Superannuation Fund	3,45,000
5	Others, specify - Performance Remuneration	60,00,000
	Total (A)	1,40,22,782

B. Remuneration to other Directors (Amount in ₹)

S. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Mr. P.M. VENKATA SUBRAMANIAN	Mr. R. VIJAYARAGHAVAN	Mr. N.P. MANI	Mr. K.K. UNNI	
1	Independent Directors					
	a) Fee for attending Board / Committee meetings	60,000	70,000	1,00,000	30,000	2,60,000
	b) Commission	2,80,000	2,80,000	2,80,000	2,80,000	11,20,000
	c) Others, please specify	-	-	-	-	-
	Total (1)	3,40,000	3,50,000	3,80,000	3,10,000	13,80,000
	Other Non Executive Directors					
	a) Fee for attending Board / Committee meetings	1,00,000	80,000	40,000	-	2,20,000
	b) Commission	2,80,000	2,80,000	2,80,000	-	8,40,000
	c) Others, please specify	-	-	-	-	-
	Total (2)	3,80,000	3,60,000	3,20,000	-	10,60,000
	Total (B)=(1+2)	7,20,000	7,10,000	7,00,000	3,10,000	24,40,000
	Total Managerial Remuneration					1,64,62,782

C. Remuneration to Key Managerial Personnel other than Managing Director / Managers/ Whole-time Director (Amount in ₹)

S. No.	Particulars of Remuneration	Key Managerial Personnel
1	Gross Salary	
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	17,88,000
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1,92,400
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0
2	Stock option	0
3	Sweat Equity	0
4	Commission	0
	as % of profit	0
	others specify	0
5	Others (specify) - Superannuation Fund	0
	Others (specify) - Performance Remuneration	2,00,000
	Total	21,80,400

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - Nil